



# ROYAL CHARTER

Building Strengths • Enhancing Lives  
Championing Rights



**GEORGE THE FIFTH, BY THE GRACE OF GOD,  
OF THE UNITED KINGDOM OF GREAT BRITAIN  
AND IRELAND, AND OF THE BRITISH DOMINIONS  
BEYOND THE SEAS, KING, DEFENDER OF THE  
FAITH: TO ALL TO WHOM THESE PRESENTS  
SHALL COME, GREETING:**

**WHEREAS** the Most Noble Alfred Douglas, Duke of Hamilton and Brandon, the President of the Scottish National Society for Prevention of Cruelty to Children, and others of our loving subjects, being respectively Vice-Presidents, Office-bearers, and Members of the said Society, have presented to us their humble Petition setting forth amongst other things, to the effect following, that is to say:

That in the year One thousand eight hundred and eighty four a Society called the Glasgow Society for Prevention of Cruelty to Children was established in the City of Glasgow.

That in the same year a Society called the Edinburgh Society for Prevention of Cruelty to Children was established in the City of Edinburgh, and that in subsequent years diverse Societies having similar objects were established in other places in Scotland, and in the year One thousand eight hundred and eighty nine all the Societies above referred to were united into one Society called the Scottish National Society for Prevention of Cruelty to Children.

That the object for which the said Society is established is declared by the book of its constitution to be Prevention of Cruelty to Children and Young Persons, and particularly to adopt such means to that end as are in the said Petition set forth. That ever since the establishment of the said Society it has pursued the objects for which it was founded, and that it has achieved a large measure of success.

That for the reasons in the said Petition mentioned it is appropriate and fitting that the said Society should be honoured by the grant of Our Charter of Incorporation, and that such Charter the word “Royal” should be made part of its name, and that in the belief of the Petitioners it would be greatly for the benefit of the said Society that it should be under the protection of Our Royal Sanction by means of such Charter, and that the same would greatly tend to promote the objects for which the said Society was established and still exists.

Now know Ye that We, having taken the said Petition into our Royal consideration, and being minded to accede thereto, do, by virtue of Our Prerogative Royal and of all other powers thereunto Us enabling and of Our Special Grace certain knowledge and mere motion by these presents for Us, Our Heirs and Successors, grant, will, direct, ordain, constitute, appoint and declare as follows:

# Incorporation of the Royal Scottish Society for Prevention of Cruelty to Children

## Article 1

For the purposes hereinafter set forth, and all other purposes of this Our Charter, the above mentioned Petitioners and all other persons who shall, pursuant to this Our Charter, be members of the Corporation hereby constituted, are hereby created and henceforth for ever shall be one body politic and corporate by the name of the “Royal Scottish Society for Prevention of Cruelty to Children”, and by the name aforesaid shall have perpetual succession and a common seal with full power and authority to alter, vary, break and renew the same at their discretion, and by the same name may sue and be sued in every Court of Us, Our Heirs and Successors, and We do hereby grant

to the said body corporate full licence, right, power and capacity to acquire, take, purchase, retain and hold in perpetuity or otherwise any moveable or personal property, and also any heritable or real property within Our Kingdom of Scotland, and to sell, assign, dispose, exchange, mortgage and otherwise deal with any such moveable or personal and heritable or real property or any part thereof upon such terms and in such manner as the said body corporate may think fit, and also to do all other things incidental or appertaining to a body corporate, notwithstanding the right of the Corporation to adopt the operational name of “Children 1st”.

## Interpretation

### Article 2

- [1]** In the construction of this our Charter, the following words and expressions, unless the context otherwise requires, shall have the meanings herein assigned to them, that is to say:

“The Corporation” means the Royal Scottish Society for Prevention of Cruelty to Children, incorporated by this Our Charter.

- [2]** The Interpretation Act, 1978, shall apply to the interpretation of this Our Charter in like manner as it applies to the interpretation of an Act of Parliament.

## Objects, Purposes and

## Powers of the Corporation

### Article 3

The object of the Corporation is the Prevention of harm to Children, and particularly:

- [1]** To prevent abuse and neglect of children and
- [2]** To assist the recovery of children from abuse and neglect

In furtherance of the foregoing objects the Corporation shall work

- (i)** To build the strengths of children who are vulnerable
- (ii)** To enhance the lives of such children by supporting parents
- (iii)** To champion the rights and interests of such children
- (iv)** To do all such other lawful things as are considered expedient for or consistent with the attainment of the objects of the Corporation

## Members and Officers

### Article 4

The Corporation may affiliate to itself, or affiliate itself with, or enter into arrangements for working wholly or partly in conjunction with any body or persons, association or institution, corporate or unincorporate, formed or existing for all or any of the objects of the Corporation, or for any objects analogous or corresponding thereto, and may in the exercise of this power contribute to, or receive contributions from, the funds of any such body of persons, upon such conditions as to the Corporation may seem fit, or make such other financial arrangements with any such body from time to time as may be mutually agreed upon.

### Article 5

- [1]** The members of the Corporation shall consist of (a) Honorary Officers, (b) Patrons, (c) Honorary Members and (d) Ordinary Members.
- [2] (a)** The Honorary Officers shall be a Chairman, Vice-Chairman, Treasurer, and Law Agent, who shall be annually elected by the Corporation at the Annual General Meeting and who shall hold office until the election of their successors.
- (b)** Patrons shall consist of persons elected as such by the Corporation at any Annual General Meeting, and of such persons approved of by the Board hereinafter mentioned.

**(c)** Honorary Members (which may include President and Vice Presidents) shall consist of persons elected as such by the Corporation at any Annual General Meeting in consideration of services rendered to the Corporation or its objects.

**(d)** Ordinary Members shall consist of persons who have signed a current pledge of support for and commitment to the work of the Corporation. Such pledge shall be in the form set out in the Bye Laws hereto annexed.

**(e)** Other categories of membership may be introduced as thought fit by the Board.

## Article 6

There shall be a Chief Executive who shall receive such remuneration as may be determined in the manner hereinafter provided.

## Article 7

The Corporation may employ such other officers and servants as they may think fit, and may determine their remuneration and the terms of their employment.



## General Meetings

### Article 8

An Annual General Meeting of the Corporation shall be held not later than the 31st day of October in every year for the purpose of receiving the Annual Report and Statement of Accounts, appointing members of the Board and the transaction of other competent business.

### Article 9

An Extraordinary General Meeting of the corporation may be held at any time when directed by the Board. It shall be the duty of the Chairman of the Board to convene such a meeting on the request in writing of not fewer than fifty Members of the Corporation, the object of the meeting being stated in such request.

## The Board

### Article 10

There shall be a Board of Management of the Corporation which shall be the governing body of the Corporation and shall consist of the following persons: (a) the Honorary Officers (b) such number of members of the Corporation, not exceeding eleven, as the Corporation may elect at the Annual General Meeting.

### Article 11

The Board shall meet at such times and places as may be prescribed by the Bye Laws or as the Board themselves may appoint to ensure the effective governance of the Corporation. The Board shall have power to make Standing Orders to regulate the conduct of the business of the Corporation which may include the Constitution of Standing Committees.

## Committees

### Article 12

There shall be Committees of the Corporation referred to in the Standing Orders or as created from time to time by decision of the Board. The terms of reference of such Committees shall be fixed by the Board.

### Article 13

All Committees shall report on their work and decisions to the next following meeting of the Board. The said Committees may implement any decisions which are in accordance with the existing policy of the Corporation; other decisions or proposals will require the approval of the Board prior to implementation.

### Article 14

The Board and any Committee of the Board shall have powers of co-option provided that the total number of co-opted members shall in the case of the Board be not more than four and in the case of any Committee be not more than one-third of its membership.

## Actions Groups

### Article 15

- [1]** With the sanction of the Board an Action Group of the Corporation may be formed in any City, Burgh, Region or District or other location within Scotland.
- [2]** The Board shall from time to time make Rules, Regulations and other Guidelines for regulating the procedure of Action Groups and the government of the members thereof.
- [3]** An Action Group may be dissolved by resolution of the Board.

### Article 16

Full and proper accounts shall be kept for each Action Group.

## Reports and Accounts

### Article 17

The Board shall prepare annually a statement of accounts incorporating a report of activities in accordance with the requirements of applicable law and regulation which gives a true and fair view of the financial affairs of the Corporation and of its financial position at the end of the accounting period. The statement of accounts shall be audited by the appointed auditor of the Corporation appointed at the Annual General Meeting, who shall be a registered auditor.

## Property

### Article 18

The Board shall arrange for the preparation of an Annual General Report for the preceding year and for the attachment thereto of the audited accounts of the Corporation for submission to the Annual General Meeting of the Corporation. Each member of the Corporation shall be entitled to receive a copy of the Annual Report and, on application, a copy of the accounts.

### Article 19

All heritable property and all moveable property of the nature of capital belonging to the Corporation generally shall, unless there be any qualification preventing this in the instrument or deed of gift, be vested in the Corporation, and such property shall be dealt with and disposed of as may from time to time be directed by the Board, subject always to the terms of any instrument or deed of gift.

### Article 20

The proceeds from any legacy or gift bequeathed or made expressly in aid of the work of the Corporation in any particular region or district shall subject always to the terms of the instrument or deed of gift and the approval of the Board, be applied, so far as is practicable, for the objects of the Corporation in that region or district.

All other legacies or gifts in favour of the Corporation shall, as regards both capital and income, be at the disposal of the Board.

### Article 21

No member of the Corporation shall have a patrimonial or beneficial interest in the funds or property of the Corporation.

## Bye-Laws

### Article 23

- [1] At any General Meeting it shall be lawful for the members of the Corporation, or such of them as shall be present, to ordain or make such Bye-laws as to them or the majority of them shall seem proper for the good government of the Corporation, and of the members and affairs thereof, and generally for carrying out the objects for which the Corporation is founded into full and complete effect, and from time to time to alter, change or annul the said Bye Laws or any of them as the said members or the majority of them shall think fit, so, nevertheless that all and singular such Bye-laws be reasonable and not repugnant or contrary to the provisions of these Presents or to the Laws and Statutes of our Realm; and that notice of intention to make, alter,

change or annul any Bye-law is given with the notice convening any General Meeting at which the same shall be done, but no such Bye-laws shall come into force until approved by the Lords of the Privy Council, of which approval a certificate under the hand of the Clerk of the Council shall be conclusive evidence.

- [2]** The Bye-laws contained in the Schedule hereto shall be the Bye-laws of the Corporation until altered, changed or annulled in the manner hereinbefore provided.

## Supplemental Provisions

### Article 24

No act or resolution of the Corporation or of the Board or of any Committee or Sub-Committee shall be invalidated by reason of any vacancy in any office or post belonging to the Corporation, or in the Board or in any Committee or Sub-Committee, or by reason of any defect or irregularity in the qualification, appointment or election of any person acting as a member of any such body as aforesaid.

### Article 25

Any document purporting to be certified by the Chief Executive of the Corporation to be a true copy of this Our Charter or of any Bye-laws made thereunder shall, until the contrary is proved, be deemed to be a true copy, and any Bye-laws purporting to be so certified shall, until the contrary is proved, be deemed to have been duly made, and to be in force.

## Variation of Charter

### Article 26

The Board may, by resolution in that behalf passed at a meeting (whereof due notice specifying the intention to propose such resolution shall have been given) by a majority of not less than two-thirds of the members of the Board present and voting on the question and confirmed at a meeting (whereof due notice shall have been given) held not less than one month or more than three months from the date of the former meeting by a like majority, alter, amend or add to this Our Charter, and such alteration, amendment or addition shall, when allowed by Us in Council, become effectual, so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. Moreover, we reserve to ourselves power from time to time to alter, amend or add to these Presents by Supplemental Charter.

## Surrender of Charter

### Article 27

It shall be lawful for the Corporation by a resolution passed at a General Meeting specially convened for the purpose by a majority of not less than three-fourths of the members present and voting on the question and confirmed by a like majority at a subsequent General Meeting similarly convened and held not less than one month or more than three months from the date of the former meeting, to surrender this Our Charter and any such

Supplemental Charter, and to wind up the affairs of the Corporation; but if on the winding up or dissolution of the Corporation there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Corporation or any of them, but shall, subject to

any special trusts affecting the same, be given and transferred to some other charitable institution or institutions having objects similar to the objects of the Corporation, to be determined by the Board at or before the time of dissolution, or in default thereof by the Court of Session.

LASTLY, We do hereby for Us, our Heirs and Successors grant that these Our Letters Patent shall be in and by all things good, firm, valid, sufficient and effectual in law, notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters Patent contained, and shall be taken construed and adjudged in the most favourable and beneficial sense, and to the best advantage of and for the Corporation as well in Our Courts of Record as elsewhere, notwithstanding any recital, mis-recital, uncertainty or imperfection in these Our Letters Patent.



## In Witness Whereof

### Schedule Bye-Laws Membership

1. For the purposes of defining who is an ordinary member in terms of Article 5 (2) (d) of the Royal Charter the pledge of support shall be in the following terms:-
  - (a) I confirm that I support the aims and objects of Royal Scottish Society for Prevention of Cruelty to Children (operating as Children 1st) and I commit myself to aid the work of the Society by giving some part of my time each year for the benefit of Children 1st and/or by making a financial contribution each year to the Society. I understand that by making this pledge I become entitled to membership of the Society until either I intimate in writing to the Society that I wish to cease my membership or in accordance with Bye-Law 1(b) the Society notifies me in writing that my membership has ceased, whichever occurs first.

(b) the Society may remove a member of the Society from its membership by a resolution passed by a majority of the members of the Society if a member has not been in contact with the society for three years or more, or the Board of the Society deems that the member's behaviour or actions are contrary to the aims and values of the Society: and

(c) a member's membership of the Society will terminate on his or her death.

### Board Of Management

2. A person who is elected to become a member of the Board of the Society shall serve for an initial period of 3 years. He shall thereafter be entitled to be re-elected for a further period of 3 years. No member other than the

Honorary Officers shall be entitled to serve on the Board for a greater continuous period than 6 years.

3. The Board shall meet at least four times during the year.
4. A member of the Board shall ipso facto cease to be a member thereof:
  - (a) If, by notice in writing to the Chief Executive, he resigns his office.
  - (b) If he shall become bankrupt or suspend payment or compound with or grant a Trust Deed for behoof of his creditors.
  - (c) If he shall become incapable by reason of mental disorder.
  - (d) If he is convicted of a criminal offence of such a nature as is likely to bring disrepute to the Society.

## Action Groups

5. Every Action Group shall hold an Annual Meeting at which there shall be appointed such Office-bearers and Sub-Committees as the Group may decide. The Group shall fix the quorum for Meetings. Action Groups shall hold such other meetings during the year as may be expedient.
6. Every Action Group shall have the services of the Society at any time for advice and assistance subject always to the work and availability of financial resources.
7. In the event of any proposal to dissolve an Action Group notice of such proposal shall be given to the Chairman and to the Secretary of such Group at least one month before the date of the meeting of the Board at which the proposal is to be considered. The members of the Group affected shall be entitled to make, either verbally or in writing, any representation on the subject which they may desire.

## Legacies

8. The Board shall authorise a form of legacy or bequest to the Society, and no other form shall be printed or issued by the Society.
9. In the absence of any testamentary directions to the contrary, legacies shall be received and be discharged by the Director of Finance or the Honorary Treasurer of the Society for the time being.

## Regulations as to Procedure etc

10. It shall be lawful for the Board from time to time to make and to rescind and alter Rules, Regulations, and Standing Orders for regulating (a) the procedure of the Society and the government of the members thereof and (b) the calling of and procedure and quorum at meetings of the

Society, and of the Board and of any Committee of the Society, and (c) the mode of appointment or election of the members of any such body, and of filling casual vacancies among such members and (d) the service of notices and (e) all other matters affecting the Society provided always (i) that no such Rule, Regulation or Standing Order shall be contrary to the provisions of the Charter or the Bye-laws, and (ii) that an existing Rule, Regulation or Standing Order shall not be rescinded or altered and a new Rule, Regulation, or Standing Order shall not be made except by a resolution of the Board passed by a majority of not less than two-thirds of the members present and voting on the question at a meeting of the Board, and confirmed at a subsequent meeting of the Board held not later than three months after the date of the former meeting.

11. In these Bye-laws “the Society” means the Royal Scottish Society for Prevention of Cruelty to Children, incorporated by Royal Charter.
12. In this Charter and Bye Laws the expression ‘meeting’ shall include, except where inconsistent with any legal obligation, (i) a physical meeting, (ii) a video conference, an internet video facility or other electronic method allowing visual and/or audio participation and (iii) telephone conferencing.

This and the 19 preceding pages comprise the Royal Charter and Bye Laws agreed at the meeting of the Council of Royal Scottish Society for Prevention of Cruelty to Children held today in Edinburgh 18th February, 2003 [as amended in September 2017 and again in September 2021].

Chair





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