

# **THE ROYAL SCOTTISH SOCIETY OF ARTS**

**INSTITUTED 1821**

**INCORPORATED BY ROYAL CHARTER 1841**

## **LAWS**

(Proposed for adoption at AGM on 24th June 2013)

### **OBJECTS**

- 1 The objects of the Society are the advancement of the Useful Arts in Scotland and the encouragement of Invention.

### **CONSTITUTION**

- 2 The Society shall consist of Ordinary Fellows (hereinafter termed Fellows) and Honorary Fellows.
- 3 The number of Honorary Fellows shall not exceed ten. An Honorary Fellow shall be distinguished in the fields of Science, Technology or Innovation.
- 4 A Fellow shall not be less than eighteen years of age at the time of his or her election.
- 5 Fellows only shall hold office in the Society or vote at any meeting.
- 6 An Honorary Fellow shall be elected only after being proposed by the Council and the election confirmed by the Fellows.
- 7 Application for election as Fellow shall be made upon the appropriate form, which shall be signed by the candidate. The candidate should be supported by two Fellows (hereinafter termed proposer and seconder), one of whom shall have personal knowledge of the candidate. The name and designation of the candidate, together with the names of his or her proposer and seconder, shall be read at the Meeting at which the application is to be considered by the Fellows. If the Fellows agree, the candidate will be declared elected. In the event of objection the candidature will be referred to Council for a decision.

### **SUBSCRIPTIONS**

- 8 The Annual Subscription for a Fellow shall be determined by the Council.
- 9 There is no life membership category

### **ARREARS**

- 10 A Fellow being in arrears by two successive Annual Subscriptions shall be considered to be no longer a Fellow in good standing and shall receive no further privileges of Fellowship. He or she may be reinstated immediately on payment of any arrears.

### **EXPULSION**

- 11 If the conduct of any Fellow be deemed by the Council to be such as to render him or her unfit, the Council shall request the Fellow concerned to resign within one month. Should he or she fail to do so, the Council shall

expel him or her from the Society, provided that such action be taken only after full inquiry and after the Fellow concerned shall have been given an opportunity of stating their case. If expulsion be carried, the Secretary shall duly notify the person concerned; if it is not carried, these proceedings shall not be minuted.

#### PRIVILEGES OF FELLOWSHIP

- 12 Fellows are entitled to attend the Meetings, Exhibitions and Excursions of the Society, and to receive the Society's notices and publications.
- 13 A written Notice of Motion may be given by two or more Fellows to the Secretary. If the Council consider the Motion appropriate, it shall be put on the announcement of and submitted to the next Meeting of the Society. No such Motion, if negated, shall be again brought forward during the same session.

#### RESIGNATION

- 14 Resignation shall be by written notice to the Secretary.

#### COUNCIL

- 15 The affairs of the Society shall be managed by a Council consisting of:
  - the President,
  - the immediate Past President (if willing),
  - two Vice-Presidents,
  - up to seven Councillors,
  - the Secretary,
  - the Treasurer,
  - additional Officers as determined by Council
- 16 Councillors may hold office for not more than three consecutive years. Retiring Councillors shall not be eligible for re-election as such until a period of at least one year has expired. The Secretary, Treasurer and additional Officers shall be members of Council, *ex officio*.
- 17 A quorum of the Council shall be seven Fellows.
- 18 A Secretary and a Treasurer shall be appointed by, and hold office at the will of, the Council.
- 19 No person shall be eligible for election or appointment to any Office in the Society that confers membership of the Council unless they have subscribed a declaration that they are not disqualified from being a Trustee of a Charity and that they will resign from any office held if they become disqualified.
- 20 A Councillor may be removed from office should the Council so deem.

#### PRESIDENT AND VICE-PRESIDENTS

- 21 The President and Vice Presidents may hold office for not more than three consecutive years and their terms of office should overlap where possible.

## SECRETARY

- 22 The Secretary shall have charge of all records of the Society, and shall be responsible for minuting the proceedings at meetings. He or she shall deal with correspondence and notices; keep inventories of books and other properties; and otherwise carry out the instructions of the Council. With the agreement of the Council he or she may make arrangements for certain of the records of the Society to be held by another suitable person or institution.

## TREASURER

- 23 The Treasurer shall take charge of the funds, keep accounts, collect subscription and discharge the debts of the Society. Funds shall be invested or placed in a bank in the corporate name of the Society. Each year, he or she shall present to Council statements of funds and abstracts of accounts.
- 24 Council shall set the level of delegated authority and number of signatures required from time to time as appropriate.

## ADDITIONAL OFFICERS

- 25 Additional Officer posts may be agreed by Council from time to time. Such Additional Officers shall be appointed by, and hold office at the will of, the Council. The duties of Additional Officers shall be as determined by the Council. They shall be responsible to the Council.

## ANNUAL REPORT

- 26 Each year the Council shall prepare an Annual Report on the Society's activities, which includes the accounts of the Society produced by the Treasurer and conforming to the current regulations for incorporation into the report.
- 27 The Council shall appoint a suitable person to be the Independent Examiner of the Report, who will be provided with access to the accounts and information as required by charity regulations in force at the time.
- 28 The Report shall be made available to the Fellows and published on the Society's website.
- 29 The Society's financial year shall end on 30th September.

## MEETINGS

- 30 Ordinary Meetings of the Society shall be held once a month from October to May each year, unless the Council otherwise resolves. Extraordinary Meetings shall be called under the authority of the Council, or on the request of ten or more Fellows. At a meeting of the Society a quorum shall be twelve Fellows. All Ordinary Meetings of the Society are open to the Public.

- 31 The President shall preside at all meetings, or in his or her absence a Vice-President. In the event of none of these being present, the meeting shall elect a Chairman. The Chairman shall have a deliberative and a casting vote.

#### ANNUAL GENERAL MEETING - ELECTION OF OFFICERS

- 32 The Annual General Meeting shall be the last meeting of the session, unless the Council resolves otherwise. At this meeting the Council shall submit a list of Fellows whom it recommends to fill such vacancies as occur in the Offices of President, Vice-President, or Councillor. If a further name or names be proposed and seconded by Fellows at the Meeting, a Ballot shall be taken. The quorum for the AGM shall be twelve Fellows.

#### ALTERATION OF LAWS

- 33 No alteration of these Laws shall be made unless previous notice of the nature of the proposed alteration be given in writing to the Secretary over the signature of at least two Fellows. The Council may, if necessary, confer with the proposers and shall insert the notice on the next or most appropriate announcement. To be effective, the motion for such alteration must be carried by a majority of two-thirds of the Fellows voting at the Meeting.

#### USE OF ASSETS

- 34 The assets of the Society may be applied only in pursuance of charitable aims. In this clause, and throughout this constitution, the words 'charitable' and 'charity' shall have the meaning ascribed to them for the purposes of the Charities and Trustee Investment (Scotland) Act 2005, and section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force. This clause may not be revoked or amended without prior approval of the Office of the Scottish Charity Regulator or their successor.