

**THE GEOLOGICAL SOCIETY OF GLASGOW**

**CONSTITUTION**

**ADOPTED ON**

7th December 2023

**CONSTITUTION**  
**of**  
**THE GEOLOGICAL SOCIETY OF GLASGOW**

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## **GENERAL**

### **Name**

1. The name of the Society is THE GEOLOGICAL SOCIETY OF GLASGOW (in this document referred to as “the Society”).

### **Purposes**

2. The Society’s purposes are the public benefits of education, the advancement of the community of individuals and organisations concerned with geology and its allied sciences, and the advancement of heritage culture and science. These purposes include:

- 2.1. to advance the education of its members and of the general public in geology and its allied sciences;
- 2.2. to hold and organise meetings, lectures, exhibitions of specimens, and excursions to places of geological interest;
- 2.3. to publish and procure publication of journals and books and other information of geological interest;
- 2.4. to investigate sites of geological interest with the aim of securing their protection and conservation, the publication of information to improve public awareness of them and that they are properly taken into account in the regulation of planning and development;
- 2.5. to provide either by itself or in cooperation with other sources of information in either electronic or physical form relating to geology and its allied sciences;
- 2.6. to award grants, prizes and other distinctions related to the purposes of the Society;
- 2.7. to associate with or make any arrangement with any society or body having the same or like objects and which does or may comply with the requirements for charities in Scotland, and to do so in any manner, or for any purpose, which may further this Society's objects.

### **Powers**

3. The Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

4. No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the members - either in the course of the Society’s existence or on dissolution - except where this is done in direct furtherance of the Society’s charitable purposes.

### **General structure**

5. The structure of the Society consists of:

- (a) the MEMBERS - who have the right to attend members' meetings (including any annual members’ meeting) and have important

powers under the constitution; in particular, the members elect people to serve on the Council and take decisions on changes to the constitution;

- (b) the COUNCIL- who hold regular meetings, and generally control the activities of the Society; for example, the Council is responsible for monitoring and controlling the financial position of the Society.
6. The people serving on the Council and who shall act as charity trustees are referred to in this constitution as COUNCIL MEMBERS.

## **MEMBERS**

### **Qualifications for membership**

7.1. The Society shall be open to individual members of the public and consist of Ordinary, Associate, Junior and Honorary Members.

7.2. Ordinary Members, Associate Members, Junior Members and Honorary Members shall be entitled to all the benefits of membership and have the right to vote at meetings of members of the Society.

7.3. The following categories shall be entitled to be Associate Members:

- (i) any member of the Edinburgh Geological Society or
- (ii) the husband, wife or civil partner of an Ordinary Member of the Society or
- (iii) persons who have reached the state retirement age as it applies at the beginning of the year for which the subscription is payable.

7.4. The following are entitled to join the Society as Junior Members:

- (i) persons under the age of 21 years or
- (ii) persons in full time Tertiary education or
- (iii) graduates within 4 years of first graduation

8. Employees of the Society are not eligible for membership.

### **Application for membership and Honorary Members**

9. Any person who wishes to become a member must complete an application for membership which may be in electronic form. The application will be considered by the Membership Secretary or other office bearer of the Society appointed by the Council for this purpose and presented to the Council at its next meeting for admission to membership. The Council may, at its discretion, refuse to admit any person to membership.

10. The Council must notify each applicant as soon as may be practical (in writing or by e-mail) of its decision on whether or not to admit them to membership and send a copy of the Constitution to each new member. Names of new members will appear in the next communication to members after admission.
11. Honorary Members shall be proposed on the motion of two Ordinary or Associate Members. Provided that the motion has received the sanction of the Council, the names of those proposed shall be notified in advance to a General Meeting of the Society. The votes of two thirds of the members present and entitled to vote shall be required to elect an Honorary Member.

### **Membership subscription**

12. Annual subscriptions to the Society, which shall be payable upon enrolment and thereafter annually, if possible, by direct debit on 1<sup>st</sup> October. Associate Member subscriptions shall be one half of the Ordinary Member rate. Junior Member subscriptions shall be one quarter of the Ordinary Member rate.
13. Subscriptions may be fixed and varied from time to time by resolution of an AGM or Special Members Meeting of the Society on a motion by the Council.
14. All members, by payment of their first subscription, shall be deemed to assent to the Constitution of the Society, and shall be bound thereby so long as they remain members of the Society.
15. Members whose subscriptions are in arrears shall not be entitled to any benefits of membership. Members whose subscriptions are in arrears for six months shall be deemed to have terminated membership.

### **Register of members**

16. The Council must keep a register of members, setting out for each current member: their full name and address and email address; such other information as is required to provide the full benefits of membership; and the date on which they were registered as a member of the Society; and for each former member - for at least six years from the date on which they ceased to be a member: their name; and the date on which they ceased to be a member.
17. The Council must ensure that the register of members is updated within 28 days of any change: which arises from a resolution of the Council, or a resolution passed by the members of the Society; or which is notified to the Society.
18. If a Council member of the Society requests a copy of the register of members, the Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable.

**Termination of membership**

19. Membership may be resigned by the member giving notice in writing or by email to the Secretary or Membership Secretary. From the date of resignation a member shall lose all associated rights of membership. Notwithstanding resignation, all contributions and arrears of subscription remain due to the Society and the member shall return all books and property belonging to the Society, borrowed by him/her, and shall make full compensation for the same if lost or damaged.
20. It is competent for the Society to re-admit any member who may have resigned and who wishes to re-join the Society on recommendation of the Membership Secretary and approval by Council.

**Re-registration of members**

21. The Council may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Society and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Council.
22. If a member fails to provide confirmation to the Council (in writing or by e-mail) that they wish to remain as a member of the Society before the expiry of the 28-day period referred to, the Council may terminate their membership.
23. A notice to confirm membership will not be valid unless it refers specifically to the consequences of failing to provide confirmation within the 28-day period.

**Expulsion from membership**

24. Any person may be expelled from membership whose conduct is contrary to the Constitution of the Society or otherwise at variance with the purposes of the Society or such as to impede their achievement. Such expulsion may take place only by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting.
25. A resolution to expel a member shall be valid only if:
  - 25.1. the member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for the expulsion is to be proposed;
  - 25.2. the member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote.

**DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

26. The Council must arrange a meeting of members (an annual members' meeting or "AGM") in each calendar year.
27. The gap between one AGM and the next must not be longer than 15 months.
28. The business of each AGM must include:
  - 28.1. a report by the President and such other members of Council as the Council wishes on the activities of the Society;
  - 28.2. consideration of the annual accounts of the Society;
  - 28.3. the election of a President, a Secretary or a Treasurer when they have reached the end of their respective periods of office;
  - 28.4. the election/re-election of Council Members;
  - 28.5. The appointment of an Independent Examiner.
29. The Council may arrange a special members' meeting at any time.

### **Power to request the Council to arrange a special members' meeting**

30. The Council must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by ten members providing:
  - 30.1. the notice states the purposes for which the meeting is to be held; and
  - 30.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
31. If the Council receive a valid notice to arrange a special members' meeting, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

32. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
33. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 33.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 33.2. in the case of any other resolution falling within clause 48 (requirement for two-thirds majority) must set out the exact terms of the resolution.

34. The reference to “clear days” shall be taken to mean that, in calculating the period of notice,
  - 34.1. the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 34.2. the day of the meeting itself should also be excluded.
35. Notice of every members' meeting must be given to all the members of the Society; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
36. Any notice which requires to be given to a member under this constitution must be:
  - 36.1. sent by post to the member, at the address last notified by them to the Society; or
  - 36.2. sent by e-mail to the member, at the e-mail address last notified by them to the Society.
37. If members are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) the notice (or notes accompanying the notice) must:
  - 37.1. set out details of how to connect and participate via that link or links; and
  - 37.2. (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the options of participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

#### **Procedure at members' meetings**

38. The Council may if they consider it appropriate (and must, if this is required under the following clause) make arrangements for members to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
  - 38.1. the means by which members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation.
  - 38.2. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members (if any) who are attending in person (and vice versa).



39. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the Council must make arrangements for members to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting.
40. A members' meeting may involve two or more members participating via attendance in person while other members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
41. The quorum for a members' meeting is 30 members having the right to vote.
42. An individual participating in a members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person at the meeting.
43. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed to take decisions; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
44. The President acting as chair of the Society should act as chairperson of each members' meeting.
45. If the chair of the Society is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Council Members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

#### **Voting at members' meetings**

46. Every member entitled to vote has one vote, which must be given personally taking into account the rules for those participating remotely.
47. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in the following clause
48. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:
  - 48.1. a resolution amending the constitution;
  - 48.2. a resolution expelling a person from membership under clause 26;
  - 48.3. a resolution directing the Council to take any particular step (or directing the Council not to take any particular step);
  - 48.4. a resolution approving the amalgamation of the Society;

- 48.5. a resolution for the winding up or dissolution of the Society.
49. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
50. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson, or at least two other members present at the meeting, ask for a secret ballot.
51. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Council have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
52. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
53. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to above, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

#### **Technical objections to remote participation in members' meetings**

54. This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings, providing the arrangements made by the Council in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
- 54.1. a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
- 54.2. the members' meeting need not be held in any particular place;
- 54.3. the members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 54.4. the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

- 54.5. a member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the Council) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

### **Minutes**

55. The Council must ensure that proper minutes are kept in relation to all members' meetings.
56. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

### **COUNCIL**

#### **Number of Council Members**

57. The maximum number of Council Members is 17: of which:
- 57.1. 3 shall be the President, the Secretary and the Treasurer,
  - 57.2. no more than 9 shall be Council Members who have been elected by the members and
  - 57.3. 2 shall be Vice Presidents who may be the two immediate past Presidents and who do not need to be elected. However, a past President may decline to take up a position on the Council.
  - 57.4. 1 may be a Junior Member co-opted by the Council.
  - 57.5. No more than 2 shall be Council Members who were co-opted by the Council.
58. The minimum number of Council Members is 8

#### **Eligibility**

59. A person will not be eligible for election or appointment to the Council if that person is: -
- 59.1. disqualified from being a council member under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 59.2. an employee of the Society.

#### **Election, retiral, re-election**

60. At each AGM the members may elect any member to be a council member.

61. At the first AGM or at a Special Members Meeting following the adoption of this constitution as approved by the Scottish Charity Regulator, up to three Council members will be elected to serve for one year and will then be eligible for election for further periods of three years. Three other elected Council Members will be elected to serve for two years and eligible for election for further periods of three years. Three other elected Council Members will be elected to serve for a period of three years and be eligible for election for further periods of three years.
62. The elected Council Members in each category will be selected by reference to the number of votes received, or on some other equitable basis decided at the sole discretion of the Council. The Council will have the same power at future AGMs to alter elected Council Members' terms of office in order to maintain the principle of election of one third of the elected Council Members each year.
63. The Council may at any time co-opt any member to be a Council member within the limits of permitted numbers of Council members.
64. A Council Member retiring at an AGM other than a co-opted member will be deemed to have been re-elected unless: -
  - 64.1. they advise the Council prior to the conclusion of the AGM that they do not wish to remain as a council member; or
  - 64.2. an election process was held at the AGM, and they were not among those elected/re-elected through that process; or
  - 64.3. a resolution for the re-election of that council member was put to the AGM and was not carried.

#### **Appointment/re-appointment of co-opted Council Members**

65. At each AGM, all co-opted Council Members retire from office – but shall then be eligible for re-appointment.

#### **Termination of office**

66. If for any reason a Member of Council, including a President, a Secretary and a Treasurer, ceases to act during his or her term of office, a successor may be appointed by the Council, but the successor so appointed shall be subject to retirement as if elected on the day on which the person replaced was elected or appointed. Members of Council so appointed shall be eligible for re-election by the appropriate Annual General Meeting.
67. A council member will automatically cease to hold office if he or she: -
  - 67.1. becomes disqualified from being a council member under the Charities and Trustee Investment (Scotland) Act 2005;

67.2. becomes incapable for medical reasons of carrying out his or her duties as a council member - but only if that has continued (or is expected to continue) for a period of more than six months;

67.3. ceases to be a member of the Society;

67.4. becomes an employee of the Society;

67.5. gives the Society a signed notice of resignation;

67.6. is absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove the council member from office;

67.7. is removed from office by resolution of the Council on the grounds that he or she is considered to have committed a material breach of a code of conduct for Council Members;

67.8. is removed from office by resolution of the Council on the grounds that they are considered to have been in serious or persistent breach of his or her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

67.9. is removed from office by a resolution of the members passed at a members' meeting.

68. A resolution to remove from office shall be valid only if:

68.1. the council member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;

68.2. the council member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

68.3. at least two thirds (to the nearest round number) of the Council Members then in office vote in favour of the resolution.

### **Register of Council Members**

69. The Council must keep a register of Council Members, setting out:

69.1. for each current council member:

69.1.1. their full name and address;

69.1.2. the date on which they were appointed as a council member; and

69.1.3. any office held by them in the Society;

69.2. for each former council member - for at least 6 years from the date on which they ceased to be a council member:

69.2.1. the name of the council member;

69.2.2. any office held by them in the Society; and

69.2.3. the date on which they ceased to be a council member.

70. The Council must ensure that the register of Council Members is updated within 28 days of any change:

70.1. which arises from a resolution of the Council, or a resolution passed by the members of the Society; or

70.2. which is notified to the Society.

### **Office-bearers**

71. The President, Secretary and Treasurer shall be elected by the members and shall hold office for three years and shall be eligible for re-election.

72. The Council may appoint, from among those serving on Council, such office bearers as it considers necessary, except for the President, the Secretary and the Treasurer, who are elected by the members.

73. The Council has power to co-opt a Junior Member to serve on the Council as a co-opted member within the limits of the number of Council Members.

74. In consultation with the Council of the Edinburgh Geological Society, the Council has power to appoint an Editor of the Scottish Journal of Geology to hold office for one year or such other period as the Council decides. The Editor will not be a member of Council unless co-opted.

75. All of the appointed office-bearers will cease to hold office at the conclusion of each AGM but may then be re-appointed.

76. A person elected or appointed to any office will automatically cease to hold that office if that person:

76.1. ceases to be a council member; or

76.2. gives to the Society a signed notice of resignation from that office.

### **Powers of Council**

77. Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the Council; and the Council may exercise all the powers of the Society. Each item of property including the bank accounts and investments of the Society shall be vested in the Council or in nominees appointed by the Council to be held for the Society.

78. A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
79. While acting as charitable trustees when exercising its power of investment of the Society's funds, the Council shall consider the suitability of any proposed investments and the need for diversification of investments in so far as it is appropriate to the Society's circumstances and shall obtain and consider such advice as the Council considers appropriate about how investments should be chosen or varied. The Council may appoint a subcommittee to exercise this function.
80. The members may, by way of a resolution passed in compliance with clause 48 (requirement for two-thirds majority), direct the Council to take any particular step or direct the Council not to take any particular step; and the Council shall give effect to any such direction accordingly.

#### **Council Members - general duties**

81. Each of the Council Members has a duty, in exercising functions as a council member, to act in the interests of the Society; and, in particular, must:
  - 81.1. seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
  - 81.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 81.3. in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
    - 81.3.1. put the interests of the Society before that of the other party; or
    - 81.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other Council Members with regard to the matter in question;
  - 81.4. ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
82. In addition to the duties outlined in the previous clause, all of the Council Members must take such steps as are reasonably practicable for the purpose of ensuring: -
  - 82.1. that any breach of any of those duties by a council member is corrected by the council member concerned and not repeated; and
  - 82.2. that any council member who has been in serious or persistent breach of those duties is removed as a council member.

83. Provided they have declared their interest - and have not voted on the question of whether or not the Society should enter into the arrangement - a council member will not be debarred from entering into an arrangement with the Society in which they have a personal interest; and (subject to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
84. No council member may serve as an employee (full time or part time) of the Society; and no council member may be given any remuneration by the Society for carrying out their duties as a council member.
85. No council member shall receive any financial benefit from the funds of the Society except as expressly allowed for in this constitution or as follows. The Council Members may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

#### **Code of conduct for Council Members and Standing Orders**

86. Each of the Council Members shall comply with any code of conduct (incorporating detailed rules on conflict of interest) and Standing Orders prescribed by the Council from time to time.
87. Any such code of conduct and Standing Orders shall be supplemental to the provisions relating to the conduct of Council Members contained in this constitution and the duties imposed on Council Members under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of any code of conduct and Standing Orders in force from time to time.

#### **DECISION-MAKING BY THE COUNCIL MEMBERS**

##### **Notice of Council meetings**

88. Any council member may call a meeting of the Council or ask the secretary to call a meeting of the Council.
89. At least 7 days' notice must be given of each Council meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
90. If Council Members are to be permitted to participate in a Council meeting by way of audio and/or audio-visual link(s), the Council Members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Council Members who may have difficulties in using a computer or laptop for this purpose) the Council Members' attention should be drawn to the following options:



- 90.1. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 90.2. the ability to attend the meeting in person.

### **Procedure at Council meetings**

91. No valid decisions can be taken at a Council meeting unless a quorum is present; the quorum for Council meetings is 8 Council Members.
92. An individual participating in a Council meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a council member, will be deemed to be in attendance) at the meeting.
93. If at any time the number of Council Members falls below the number of the quorum, the remaining council member(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
94. The President acting as chair of the Society should act as chairperson of each Council meeting.
95. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Council Members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
96. Every council member has one vote, which must be given personally (subject to the second or casting vote of the chairman).
97. All decisions at Council meetings will be made by majority vote.
98. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second or casting vote.
99. Every question submitted to any meeting of the Society, Council or a committee or subcommittee shall be put to the meeting by the Chairperson and his or her assessment of the wishes of the meeting shall be conclusive unless on his giving a decision it be challenged by any member present. In such an event a vote shall be taken, and the issue decided by a simple majority unless a special majority is required by this Constitution.
100. The Council may if they consider it appropriate (and must, if this is required because of restrictions arising under public health legislation as set out below), allow Council Members to participate in Council meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
  - 100.1 the means by which Council Members can participate via that link or links are not subject to technical complexities, significant costs or other factors

which are likely to represent - for all, or a significant proportion, of the Council Members - a barrier to participation; and

- 100.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Council Members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Council Members (if any) who are attending in person (and vice versa).
101. If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed Council meeting would not be possible or advisable for one or more of the Council Members, the Council must make arrangements for Council Members to participate in that Council meeting by way of audio and/or audio-visual link(s); and the Council must use all reasonable endeavours to ensure that all Council Members have access to one or more means by which they may hear and contribute to discussions at the meeting.
102. A Council meeting may involve two or more Council Members participating via attendance in person while other Council Members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
103. Where a council member or Council Members are participating in a Council meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
104. The Council may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Council meeting notwithstanding that they are not a council member - but on the basis that they must not participate in decision-making.
105. A council member must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Society; they must withdraw from the meeting while an item of that nature is being dealt with.
- 105.1. an interest held by an individual who is “connected” with the council member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that council member;
- 105.2. a council member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

106. The principles set out in clause 54 (technical objections to remote participation) shall apply in relation to remote participation and voting at Council meetings, as if each reference in that clause to a member were a reference to a council member and each reference in that clause to a members' meeting were a reference to a Council meeting.
107. A resolution agreed to in writing (or by e-mail) by a majority of the council members then in office shall (subject to the following clauses) be as valid as if duly passed at a Council meeting.
108. A resolution under the previous clause shall not be valid unless a copy of the resolution was circulated to all of the Council Members, along with a cut-off time which must be reasonable in the circumstances.
109. If such a resolution is circulated to the Council Members any one or more Council Members may, following receipt of a copy of the resolution, notify the secretary that they consider that a Council meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 109.1. the secretary must convene a Council meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
  - 109.2. the resolution cannot be treated as valid unless and until that Council meeting has taken place;
  - 109.3. the Council may (if they consider it appropriate, on the basis of the discussions at the meeting) resolve at that Council meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Council Members then in office.

## **Minutes**

110. The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees.
111. The minutes to be kept must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **ADMINISTRATION**

### **Delegation to sub-committees**

112. The Council may delegate any of their powers to sub-committees; a sub-committee must include at least one council member, but other members of a sub-committee need not be Council Members. This includes a subcommittee called the Strathclyde Geoconservation Group or any other title agreed to by the Council for that sub-committee.

113. The Council may also delegate to the chair of the sub-committee (or the holder of any other post) such of their powers as they may consider appropriate.
114. When so delegating powers, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council).
115. Any delegation of powers may be revoked or altered by the Council at any time.
116. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set or agreed to by the Council.
117. The President and the Secretary shall be members of all subcommittees by virtue of their office.

### **Operation of accounts**

118. The signatures of the Treasurer and one out of three other signatories appointed by the Council will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Society; at least one out of the two signatures must be the signature of a council member. The signature of the Treasurer alone will be sufficient for all payments not exceeding a sum fixed by the Council. Where the Society uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be as far as possible consistent with those set out in this clause.

### **Accounting records and annual accounts**

119. The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
120. The Council must prepare annual accounts, complying with all relevant statutory requirements, including the requirement for an independent examination. An Independent Examiner who shall not be a member of the Society shall be appointed by the members to hold office for one year and shall be eligible for re-election. In the event of an Independent Examiner ceasing to act during his or her period of office, the Council may appoint a replacement. Such appointment shall be placed before the next AGM for approval. The Independent Examiner may be paid a fee approved by the Council.

If an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

121. If the Society is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
122. Any surplus assets available to the Society immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Society as set out in this constitution.

#### **Alterations to the constitution**

123. This constitution may (subject to the following clause) be altered by resolution of the members passed at a members' meeting subject to achieving the two thirds majority referred to in clause 48.
124. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

#### **Interpretation**

125. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 125.1. any statutory provision which adds to, modifies or replaces that Act;  
and
  - 125.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision referred to in the following clause.
126. In this constitution:
- “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.