



## TWEEDDALE ASTRONOMICAL SOCIETY

### CONSTITUTION

1. The Society will be known as the **Tweeddale Astronomical Society**, herein referred to as the Society.
2. The organisation will, upon registration, be a **Scottish Charitable Incorporated Organisation (SCIO)**.
3. The **aims** and **objectives** of the Society are to advance education and extend awareness of, and interest in, all branches of astronomy in the Borders of Scotland.
4. In order to further these aims and objectives, The Society may exercise the following **powers**:
  - i) the power to facilitate talks, teaching sessions, presentations, meetings, discussions, seminars, workshops and events, or arrange sessions in order to observe celestial objects or phenomena, or organise trips to exhibitions and events, or disseminate information via written, printed or electronic format, or carry out any other activity for its members and the general public.
  - ii) the power to raise monies by fund raising, by obtaining grants from other bodies, agencies, organisations or individuals, by receiving gifts and bequests and by charging an entrance and membership fees. Any monies raised by, or on behalf of, or donated to the Society, will be used to further the aims and objectives of the Society.
  - iii) the power to buy, take on lease, hire or acquire any property necessary for the achievement of the aims and objectives and to maintain and equip it for use.
  - iv) the power to sell, hire out, lease or dispose of all or any part of the property and rights of the Society.
  - v) the power to borrow money and to give security in support of any such borrowings by the Society.
  - vi) the power to employ staff as necessary for the proper conduct of the Society's activities.
  - vii) The power to engage such consultants and advisors when considered necessary.
  - viii) the power to effect insurances of all kinds.
  - ix) the power to invest any funds which are not immediately required for the Society's activities and to dispose of and vary such investments.
  - x) the power to co-operate with other Charities, voluntary bodies and statutory authorities operating with a view to furtherance of the objectives.
  - xi) the power to pay expenses and buy small tokens of thanks for individuals but not Society members operating with a view to furthering the aims and objectives.
  - xii) the power to do such lawful things as are necessary for the achievement of the aims and objectives.

#### 5. General Structure

The structure of the organisation consists of:

- i) the MEMBERS – who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution, in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself.
- ii) the BOARD – who hold regular meetings, and generally control the activities of the Society, for example, the board is responsible for monitoring and controlling the financial position of the Society.



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- iii) The people serving on the Board are referred to in this Constitution as **CHARITY TRUSTEES**.

### 6. Membership

- i) Membership is open to any individual aged 18 or over. Membership shall be open to all like-minded individuals interested in the field of astronomy. It should be noted that under 18's can only attend meetings when accompanied by a parent or other responsible adult. The parent or responsible adult may be a member of the Society or a guest attendee.
- ii) Employees of the Society are not eligible for membership.
- iii) The Committee will have the power to confer Honorary Membership.
- iv) Any person who wishes to become a member must sign a written application for membership and shall pay an annual subscription fee so designated at the Annual General Meeting.
- v) All members shall pay an attendance fee at any of our meeting venues if so designated by the Board.
- vi) The Board may, at its discretion, and with just cause, refuse to admit any person to membership.
- vii) Members can resign their membership by notifying the Secretary or Chair or Membership Secretary in writing or by email. Normally, no refunds are given.
- viii) The annual subscription will be set at the Annual General Meeting and subscriptions should be paid by the third ordinary Meeting of the Society following the Annual General Meeting or membership of the Society is deemed to have lapsed. The Committee may, at its discretion waive or reduce the annual subscription in special cases.
- ix) No one is entitled to the privileges of Membership of the Society until their current subscription is paid.
- x) Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
  - a) At least 21 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - b) The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### 7. BOARD

#### Number of charity trustees –

- i) The maximum number of charity trustees is 5 and the minimum number of charity trustees is 3.
- ii) The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Society shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Society.
- iii) At each AGM, the members may elect any member to be a charity trustee.
- iv) The board may at any time appoint any member to be a charity trustee.



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- v) At each AGM, all of the charity trustees shall retire from office but shall then be eligible for re-election.

### **DECISION-MAKING BY THE CHARITY TRUSTEES**

#### **Notice of board meetings**

- vi) Any charity trustee may call a meeting of the board or ask the secretary to call a meeting if the board.
- vii) At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

#### **Procedure at board meetings**

- viii) No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 2 charity trustees, present in person.
- ix) If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 7viii, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting- but will not be able to take any other valid decisions.
- x) The chair of the organisation should act as chairperson of each board meeting.
- xi) 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 charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- xii) Every charity trustee has one vote, which must be given personally.
- xiii) All decisions at board meetings will be made by a majority vote.
- xiv) 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.
- xv) The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee – but on the basis that he/she must not participate in decision-making.
- xvi) A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- xvii) For the purposes of clause 7xvi :-
  - a) An interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee.
  - b) A charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.



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### 8. COMMITTEE

- i) The Society's affairs will be administered by a Committee which will comprise: the Chair, Vice Chair, Secretary and Treasurer (and up to three full Members if deemed necessary) who will be classified as Office Bearers. The Chair, Secretary and Treasurer will be Trustees.
- ii) All meetings will be conducted by the Chair or, in his/her absence, by the Vice Chair or the Secretary.
- iii) A quorum for committee meetings will be half the committee and is required before conducting any business.
- iv) The Chair will have the casting vote.
- v) If any committee position becomes vacant, for any reason, the committee will have power to co-opt another member to fill that position until the next AGM.
- vi) No member of the committee may serve as an employee of the Society.
- vii) A member of the committee shall automatically vacate office if he/she becomes debarred under any statutory provision from being involved in the management or control of a Charity; becomes incapable for medical reasons for fulfilling the duties expected in office and if this is expected to continue for more than six months; ceases to be a member of the Society; becomes an employee of the Society; resigns office by notice to the Society or is absent (without permission of the Committee) for more than three consecutive meetings of the committee.
- viii) All office bearers will serve for a period of two years and will then resign at the Annual General Meeting. They will be eligible for re-election by the Members of the Society for a further period of two years and must receive the vote of three quarters of Members present and eligible to vote.
- ix) The Committee shall ensure that Minutes are made at Annual and Extraordinary General Meetings and Committee Meetings. A Minute of any Meeting shall include the names of those present and (as far as possible) shall be signed by the Chair of the Meeting. The Committee will also keep a record of all Members and Committee Members by name, address, telephone number(s) and email address, and observe adherence of the current Data Protection Act .
- x) The committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements. The Committee shall prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- xi) The signatures of two out of three signatories appointed by the Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Society. At least one of the two signatures must be the signature of a Committee Member.
- xii) The Committee will have powers to appoint Sub-Committees for special purposes. There will be at least one Committee Member on each Sub Committee to liaise with the main Committee.

### Annual General Meeting

- i) The Board must arrange a meeting of Members (an Annual General Meeting) in each calendar year. The gap between one AGM and the next must not be longer than 15 months.



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- ii) The business of each AGM must include: a report by the Chair on the activities of the Society, consideration of the annual accounts of the Society and the election/re-election of charity trustees.
- iii) At least 14 clear days notice must be given of any AGM or any special members meeting.
- iv) Any notice which requires to be given to a member under this Constitution must be either sent by post or sent by email to the member.
- v) No valid decisions can be taken at any Members Meeting unless a quorum is present. A quorum for a Members Meeting is 10 Members, present in person. For a motion to be carried, half those present and eligible to vote must be in favour.
- vi) If there is an equal number of votes for and against any resolution, the Chair of the meeting will be entitled to a second (casting) vote.
- vii) A resolution put to the vote at an AGM or EGM shall be decided on a show of hands unless a secret ballot is demanded by the Chair (or by at least two Members present in person at the Meeting).
- viii) The Constitution may be changed at either an Extraordinary or Annual General Meeting by majority of three quarters of those present and eligible to vote.

### **Winding-up**

- i) The Society may be wound up on the recommendation of the Committee and with the agreement of three quarters of Members present and eligible to vote, either at an Annual or Extraordinary General Meeting.
- ii) The assets of the Society will be realised and all debts paid. Any remaining monies/assets must be used for purposes which are the same as – or which closely resemble – the purposes of this Society as set out in the Constitution.
- iii) For the avoidance of doubt, no part of the income or property of the Society shall be paid or transferred to the Members, either in the course of the Society's existence or on dissolution.

### **General**

- i) A copy of this Constitution should be sent to all Members and thereafter to all newly joining Members or alternatively be available on the Society's website for perusal.

### **Equal Opportunities**

- i) The Society promotes an open door policy, has taken and will continue to take all necessary steps to ensure that its Meetings, events and social activities are accessible to all, irrespective of age, race, gender, sexual orientation, ability/disability, economic status or religious belief.
- ii) The Society believes that discrimination or harassment, direct or indirect, based on a persons gender, age, race, skin colour, nationality, religious or political belief, socio-economic background, disability, HIV status, sexual orientation, gender reassignment, family situation, domestic responsibilities or any other relevant distinction, is detrimental to the Society and wider society, and will not be tolerated.

### **Safeguarding of Children & Vulnerable Adults**



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- i) All attendees under 18 years old to Society meetings, presentations and observations will require to be accompanied by a parent or responsible adult. Events or activities organised or hosted by the Society, where children under the age of 18 are participating will require those children to be accompanied by a parent or responsible adult.
- ii) All Society events run in partnership with educational or community groups, regardless of location, will require children under the age of 18 and vulnerable adults to be accompanied by paid or volunteer staff associated with these groups, and in accordance with the legal requirements pertaining to that educational or community group. Any risk assessments required prior to the participation of children or vulnerable adults remains the responsibility of that educational or community group.