



## CONSTITUTION OF THE SALTIRE SOCIETY

**Charity No: SC004962**

### **I NAME**

The name of the Society will be 'The Saltire Society'. The name may be expressed in Gaelic as "Comunn Crann na h-Alba".

### **II OBJECTIVES**

1) The Objectives of the Society shall be educational, cultural, and exclusively charitable in law, namely, to:

a) increase public awareness of Scotland's distinct natural and cultural heritage in all its richness and diversity and foster the cherishing and enrichment of all aspects of that heritage, including the Scots and Gaelic languages.

b) enhance the quality of Scotland's contribution to all the arts and sciences by encouraging creativity, inventiveness, and the achievement of the highest standards of excellence in these fields.

c) build on the achievements of the past to advance Scotland's standing as a vibrant, creative force in European civilisation.

d) improve all aspects of Scottish life and letters at home and abroad and strengthen Scotland's cultural links with other countries and peoples.

e) from time to time as may be required, participate in the establishment of other charities bodies with purposes substantially the same as or connected to those of the Society.

2) The Society may co-operate with other organisations on matters which are in accord with its Objectives and give appropriate public expression to its views (as formulated by a General Meeting or by Council) within the constraint that the Society has no party-political or sectarian affiliation.

### **III MEMBERSHIP AND SUBSCRIPTIONS**

1) Membership of the Society will be open, on payment of an annual subscription, to any person and to any organisation in accord with the Objectives of the Society. The Council may determine different types of membership and subscriptions. All members will have the same rights and responsibilities within the Society.

2) The annual membership subscription, at such rates as may be fixed from time to time by the Council, will become due on 1<sup>st</sup> April.

3) The Council will have power to withdraw membership from any person or organization who, in the opinion of the Council, has brought the Society into disrepute. Any such person or organisation has the right to appeal to a General Meeting of the Society.

#### **IV HONORARY MEMBERS**

The Council shall have power to award Honorary Life Membership to individuals who have given outstanding service to the Society and/or to Scotland. The number of Honorary Members shall be determined by the Council and the person or persons so proposed must be approved by the Council acting unanimously.

#### **V HONORARY PRESIDENTS**

The Society may have not more than twelve Honorary Presidents who shall be elected for life at an Annual General Meeting on the unanimous recommendation of the Council.

#### **VI PRESIDENT**

The Annual General Meeting, on a proposal from the Council, will elect a President for a three year term of office. The President shall be an ex officio member of Council and shall preside at all General Meetings of the Saltire Society. No person shall be eligible to serve more than two three year terms as President.

#### **VII COUNCIL**

- 1) The Council is responsible for the smooth running of the Society. It is responsible for approving the strategic priorities of the Society, the appointment of an Executive Board, the appointment of the Executive Director, the classes of membership and the related subscription and the supervision of finance.
- 2) The Council, on the advice of the Executive Board, may appoint such committees and subsidiary bodies with such membership and such terms of reference as it deems appropriate to further the objectives of the Society. It shall ensure that these and any other subsidiary bodies within the Society act in accordance with the Society's constitution, its legal obligations and its charitable status.
- 3) The Council shall consist of:-
  - a) The President of the Society (ex officio)
  - b) Seven members elected for a period of not more than three years by the Annual General Meeting. Members will be eligible for re-election for a further period of not more than three years.
  - c) A member elected from each Branch for a period of no longer than three years, to be determined by the Branch. A member elected by a Branch may be re-elected for a further term not exceeding three years.
- a) The Council shall elect a Convener and Vice Convener from among the elected members at its first meeting following the Annual General Meeting. The Convener



and Vice Convener will serve for not more than three years.

- b) The Council shall meet not less than four times a year, the quorum for Council decisions shall be one third of its members.
- c) Meetings of the Council will be chaired by the Convener or Vice Convener. The Convener of a Council meeting shall have a casting as well as a deliberative vote.
- d) Members of Council are required to approve the Annual Report and Accounts for the year ending 31 March prior to their submission to the Scottish Charity Regulator.

## **VIII OFFICERS OF THE SALTIRE SOCIETY**

- 1) The Officers of the Society shall be the President, the Convener of Council, the Vice Convener of Council and the Treasurer.
- 2) The Convener is ex officio a member of all committees or subsidiary bodies of the Society unless decided otherwise by the Council. The Convener may designate the Vice Convener to represent him/her at meetings of these bodies.
- 3) In the event of a vacancy or long term indisposition of the Convener the Council may appoint an interim Convener and/or Vice Convener. An interim appointment will last no longer than the term for which the appointee has been elected to the Council.

## **IX NOMINATION AND ELECTION OF MEMBERS OF COUNCIL**

- 1) All members of the Society shall be notified not less than ten weeks before the date of an Annual General Meeting of any impending vacancies and of the date by which nominations for election must be lodged with the Office.
- 2) Any such nomination, duly proposed and seconded and with the written consent of the nominee, must be lodged with the Office not later than seven weeks before the date of the Annual General Meeting. Any nominee for a position on the Council must, at the date of the AGM have been a member of the Society for not less than twelve months.
- 3) In order to ensure freshness and innovation in Council deliberations, no member of the Council may serve consecutively for a period exceeding six years. A member shall become eligible for re-election after a period of two years. . It may co-opt, at its discretion, up to two members, to complete its skill set.
- 4) If the number of valid nominations for any position does not exceed the number of vacancies, the nominee or nominees shall be declared elected at the AGM.
- 5) If an election is required, there shall be sent to all members of the Society, not less than 21 days before the AGM, a ballot paper (in the form to be determined by the Council)



bearing the names and particulars of all valid nominees and a return envelope addressed to the Office. No ballot paper shall be issued thereafter unless the Office is satisfied that, through omission or error, a member has failed to receive one.

- 6) Every individual member 16 years of age or over and every corporate member shall be entitled to complete one ballot paper in respect of elections for positions falling vacant. Completed ballot papers must be returned to the Office in the envelope provided not later than forty-eight hours before the AGM.

## **X EXECUTIVE BOARD**

- 1) The Council shall elect from among its members an Executive Board. The Executive Board shall consist of three members plus the Convener and Vice-Convener. It may co-opt, at its discretion, up to two members, not members of the Council, to complete its skill set.
- 2) The Executive Board will be responsible for advising the Council on strategic priorities, In particular it will provide the Council with a rolling business plan and budget proposals for the plan's implementation.
- 3) The Executive Board may, with the approval of the Council, recruit staff as appropriate for the delivery of the objectives of the Society. It is empowered to recruit and dismiss staff and to fix their duties, remuneration and conditions of service. In particular, the Executive Board may recruit an Executive Director and a Treasurer.
- 4) The Executive Board is charged with ensuring all committees and subsidiary bodies of the Society deemed necessary from time to time are managed and conducted in keeping with the Objectives of the Society and in accordance with good management practice. To this end it will approve all standing orders and rules of procedure for such bodies, which will be available for inspection by members.
- 5) The quorum for decisions of the Executive Board shall be four members.

## **XI EXECUTIVE DIRECTOR**

- 1) The Executive Board, with the approval of the Council, may recruit an Executive Director to advise and report to the Executive Board and the Council on the strategic direction of the Society. The Executive Director will be responsible for the management of the day to day business of the Society.
- 2) The tasks, duties, responsibilities, remuneration and rights of the Executive Director will be approved by the Council before recruitment. The tasks and duties of the Executive Director will be kept on record and will be made available for inspection by any member of the Society.



- 3) Unless specifically informed otherwise the Executive Director may attend any meeting of the Society or any of its committees other subsidiary bodies on his/her own initiative.
- 4) The Executive Director will ensure that accurate records of meetings of the Council and General Meetings are established. Copies of such records will be made available to members at their request.

## **XII TREASURER**

- 1) The Executive Board, with the approval of the Council, may appoint a Treasurer. The Treasurer will be a member of the Executive Board and of the Financial Strategy and Audit Committee.
- 2) The Treasurer will be responsible for the preparation of an annual budget and financial plan; the preparation of regular financial reports for the Executive Board and the Council; reporting directly to the Executive Board on financial aspects of policies and assisting the Executive Director on financial management. The Treasurer will work closely with the Convener of the Financial Strategy and Audit Committee in carrying out his/her duties.

## **XIII FINANCIAL STRATEGY AND AUDIT COMMITTEE**

- 1) The Council will appoint a Financial Strategy and Audit Committee.
- 2) The committee will comprise a Convener, who is not necessarily a member of the Council, the Treasurer, one other member of the Executive Board and a member of the Council who is not a member of the Executive Board. The committee, with the approval of the Executive Board and the Council, may co-opt a further member having professional experience of financial management. The co-opted member may not be a member of either the Council or Executive Board.
- 3) The financial strategy and audit committee will be responsible for advising the Executive Director on financial management; advising the Treasurer on preparation and monitoring of budget; supervising the Society's expenditure and developing and/or approving strategies for fundraising.
- 4) The committee will report to the Executive Board but may report directly to the Council on its own initiative or if so requested by the Council.

## **XIV OTHER COMMITTEES AND SUBSIDIARY BODIES**

- 1) The Council, on the advice of the Executive Board, may appoint such Committees and subsidiary bodies with such membership and terms of reference as it deems appropriate for achieving the Objectives of the Society.



- 2) At least one member of a committee or subsidiary body will be a member of Council. As far as possible the other members of such committees and subsidiary bodies will be members of the Society.
- 3) Council members and all members of Committees and subsidiary bodies who, either as individuals or through their companies or families, have or may have, an interest in any matter on the agenda, must, on pain of disqualification, formally declare their interest and take no part in the decision.
- 4) No committee or subsidiary body may incur any expenditure on behalf of the Society without the prior, approval of the Executive Board. Every such body shall carry out the tasks remitted to it and report regularly to the Executive Board.
- 5) The Executive Board may draw up rules and procedures for committees and subsidiary bodies, including the payment of necessary expenses incurred by members, to ensure consistency of practice among the different subsidiary bodies.

## **XV BRANCHES**

- 1) Council may at any time convene a meeting of all members in any District not currently served with a Branch with a view to forming a Branch of the Society for that District.
- 2) In the event of such a meeting resolving that a Branch be formed in that District, the meeting shall appoint a Steering Committee to draft a constitution for submission to a subsequent meeting of members within the District, at which meeting the draft constitution may be approved and Branch Officers and Committee Members and a Branch Representative to the Society's Council may be elected. The constitution will be submitted to the Office of the Scottish Charity Regulator (OSCR) and the Council.
- 3) A Branch of the Society shall not be validly formed until the branch constitution has been approved by Council. Any subsequent amendment of any branch constitution shall be of no effect until it has been approved by Council and by OSCR.
- 4) Every Branch of the Society shall seek to fulfill the Objectives of the Society within its own District.

## **XVI ACCOUNTS**

The accounts shall be subject to external scrutiny in line with the relevant requirements of the legislation.

## **XVII GENERAL MEETINGS**

- 1) An Annual General Meeting of the Society shall be held not later than six months after the end of each financial year at such time and place as may be determined by the

previous Annual General Meeting, subject to the power of the Council to alter such time and place in case of necessity.

- 2) Not less than 21 days written notice of an Annual General Meeting and of the business to be transacted thereat shall be sent to every member of the Society.
- 3) The business to be transacted at an Annual General Meeting shall include:
  - a) To receive reports on the Society's activities from the President of the Society and the Convener of Council.
  - b) To receive the Annual Report and the Statement of Accounts for the financial year ending on the preceding 31st of March.
  - c) To approve the appointment of an External Scrutineer to approve the Society's accounts.
  - d) To elect Members of Council.
- 4) The quorum of a General Meeting shall be 30 members
- 5) Corporate Members of the Society may appoint one of their own members to attend and vote at a General Meeting. Every such representative and every individual member of the Society 16 years of age or over present at a General Meeting shall have one vote.
- 6) A General Meeting shall be chaired by the President whom failing by the Convener or Vice Convener.
- 7) The Convener of a General Meeting shall have a casting as well as a deliberative vote.

## **XVIII EXTRAORDINARY GENERAL MEETINGS**

The Council may, at any time, and shall, on the instruction of an Annual General Meeting or on the requisition in writing of no fewer than thirty current members of the Society, convene an Extraordinary General Meeting of the Society at a time and place to be determined by the Council subject to the following provisions:

- 1) In the case of a members' requisition, the Extraordinary General Meeting shall be held not later than two months after the receipt of the requisition by the Office. At the discretion of the Council and exclusively in the interest of ensuring maximum attendance the period of two month may be extended to three months.
- 2) Not less than 21 days written notice of the time and place of the Extraordinary General Meeting and of the business to be transacted thereat shall be sent to all current members of the Society.
- 3) The business transacted shall be confined to the business specified in the said notice.

## **XIX RESOLUTIONS**

- 1) Resolutions, duly proposed and seconded, for consideration at an Annual General Meeting of the Society must be lodged with the Office not later than seven weeks before the date of the Annual General Meeting.
- 2) Any Resolution that involves an amendment to the constitution of the Society will require a two-thirds majority of those voting.
- 3) Any resolution that involves significant additional expenditure and requiring the use of the capital resources of the Society will require a two-thirds majority of those voting.

## **XX STAFF**

- 1) The Executive Board shall have power to appoint and dismiss staff and to fix their duties, remuneration, and conditions of service.
- 2) No person holding an office of profit within the Society shall be eligible to serve as a member of Council.
- 3) All members of staff shall be covered by an equal opportunities policy, a health and safety policy and appropriate pension provisions. The rights and obligations covered by these policies will be kept in the Office and made available to members.

## **XXI TITLES, LEASES, AND EXECUTION OF DOCUMENTS**

- 1) The title to the Society's heritable property and any leases shall be in the name of the Officers of the Society for the time being.
- 2) Any document (including cheques above a particular value to be determined from time to time by the Council) requiring to be executed by or on behalf of the Society shall be sufficiently authenticated if subscribed by any three persons (and, in the case of all other cheques, by any two persons) from among the Officers and Executive Director of the Society.

## **XXII APPLICATION OF ASSETS**

- 1) The Society may not make any dividend, gift, division of assets, or bonus in money to or among any of its members other than payments, approved in advance by the Society in General Meeting, in respect of:
  - a) The refund of expenses necessarily incurred by members acting on behalf of the Society.
  - b) Any honorarium awarded for services rendered to the Society.
  - c) Scholarships and/or grants for specific purposes which are in accord with the Society's Objectives, and any awards made by any of the Society.

2) In the event of the Society being wound up:

- a) All the Society's assets shall be transferred to such one or more charitable bodies having objectives similar to those of the Society as may be chosen by the Society in General Meeting. In the event of no such choice being made by the Society it shall be made on the advice of the Presidents at the time of the Royal Scottish Academy, the Royal Incorporation of Architects in Scotland and the Royal Society of Edinburgh.
- b) The records of the Society shall be deposited, as appropriate, with those bodies which presently hold records of the Society's transactions, namely: the National Library of Scotland, the National Monuments Record of Scotland, the Institution of Civil Engineers (Scottish Associations) and the Patrick Geddes Centre.

### **XXIII DEFINITIONS**

**Annual General Meeting** means the General Meeting referred to in Paragraph XVI, subparagraphs 1-3 and the abbreviation AGM shall be construed accordingly.

**Annual Report** means a review of the Society's activities over the previous year presented to an AGM.

**Branch** means members of the Society who choose, as a group, to organise and promote activities in accord with the Objectives of the Society in a specified geographical location.

**Convener** of the Society means the Officer of the Society who presides at all meetings of the Council and the Executive Board of the Society and the term Vice-Convener shall be construed accordingly

**Corporate Member** means an organisation with a legal personality which has met the conditions for being a member as laid down by the Council of the Society.

**External Scrutineer** shall have the meaning given to it in the relevant legislation.

**General Meeting** means a meeting open to all current members of the Society.

**Objectives** means the stated objectives of the Society, as set out in paragraph 2 of this constitution.

**Office** means the headquarters of the Society situated at 9 Fountain Close, 22 High Street, Edinburgh, EH1 1TF.

**Society** means The Saltire Society (registered charity number SC004962).

**Statement of Accounts** means the approved accounts of the Society for the financial year ending on the preceding 31 March.

All reference to 'written' communications shall include e-mail, provided that the authenticity and source of the electronic communication is verified.

All reference to 'written' communications shall include communications by email (but shall exclude communications by fax), provided that the email has been sent from an identifiable address and can be verified as having been sent by a member of the Society. (For the avoidance of doubt, any nominations for positions within the Society and any ballot papers for the election of individuals to the Council will be deemed to have been validly received if submitted by email to such email addresses as is specified on any such ballot or nomination paper.)

#### **XXIV ALTERATION OF CONSTITUTION**

This Constitution may be amended by a Resolution passed at a General Meeting of the Society provided that due written notice of the terms of the proposed Resolution has been given and the Resolution is approved by a two-thirds majority of those voting.

All alterations must be compliant with Scottish charity law.