



Highlands Astronomical Society

CONSTITUTION

1. The Society will be known as the **Highlands Astronomical Society**, hereinafter referred to as the Society.
2. The **aims** and **objectives** of the Society are to advance education and extend awareness of, and interest in, all branches of astronomy and cosmology in the Highlands of Scotland.
3. In order to further these aims and objectives, the Society may exercise the following **powers**:
 - i) 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) 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 money raised by, or on behalf of, or donated to the Society, will be used to further the aims and objectives of the Society;
 - iii) 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) sell, hire out, lease or dispose of all or any part of the property and rights of the Society;
 - v) borrow money and to give security in support of any such borrowings by the Society;

vi) employ staff as necessary for the proper conduct of the Society's activities and to make reasonable provision for the payment of pension and /or other benefits for staff members;

vii) engage such consultants and advisors when considered necessary;

viii) effect insurance of all kinds (which may include Officers' liability insurance);

ix) invest any funds which are not immediately required for the Society's activities and to dispose and vary such investments;

x) co-operate with other Charities, voluntary bodies and statutory authorities operating with a view to furtherance of the objectives;

xi) 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) establish or support any charitable body and make donations for any charitable purpose falling within the Society's aims and objectives;

xiii) form any charitable company with similar aims and objectives to those of the Society and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Society's assets and undertaking;

xiv) do such lawful things as are necessary for the achievement of the aims and objectives.

4. **Membership** will be open to all interested persons, at the discretion of the Committee. Any person wishing to become a Member must complete a Membership form and pay the required subscription for the period from joining the Society until the next AGM. The Committee will have the power to confer Honorary Membership. These Members are not required to pay a subscription fee and their Membership will be for life or until such time as the Committee agrees. Members will be Adult, Family, Student/Unemployed and Junior members. A Junior Member will be anyone aged 18 or under. A Student Member will be anyone in full-time tertiary education. An Unemployed Member will pay the same subscription as a student member.

5. An **employee** of the Society shall not be eligible for Membership; a person who becomes an employee of the Society after admission to Membership shall automatically cease to be a Member.
6. Members can **resign their Membership** by notifying the Secretary or Chair in writing or by e-mail. Normally, no refunds are given.
7. A person may be **expelled from Membership** by way of a resolution passed by a majority vote at an Extraordinary General Meeting, after 21 days notice has been given of this intention to the Member concerned, specifying the grounds for the proposed expulsion allowing the Member concerned to be heard by those members present at the Extraordinary General Meeting.
8. 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.
9. No one will be entitled to the **privileges of Membership** of the Society until their current subscription is paid.
10. The Society's affairs will be administered by a **Committee** in which the Society's property will be invested. The Committee will comprise: the Chair, Vice-Chair, Secretary, Treasurer, a minimum of three full Members and up to three additional Members. The Chair, Secretary and Treasurer will be classified as **Office Bearers**. All members of the Committee will be **Trustees**. Each Trustee will be required to read the OSCR Guidelines for Trustees, sign that they have done so and agree to act accordingly. An employee of the Society is not eligible for election to the Committee. Any Committee Member can call a Committee Meeting. All Meetings will be conducted by either the Chair or, in their absence, by the Vice-Chair or the Secretary. A quorum for Committee Meetings will be half the Committee and is required before conducting any business. The Chair will have the casting vote. 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 Annual General Meeting. Any Member, at the Committee's discretion, may attend and speak directly to the Committee at a Committee meeting.

11. No Member of the **Committee** may serve as an employee of the Society and no Committee Member may be given any remuneration by the Society for carrying out his or her duties as a Committee Member.
12. A Member of the **Committee** shall automatically vacate office if they become debarred under any statutory provision from being involved in the management or control of a Charity; become 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; become an employee of the Society; resigns office by notice to the Society or is absent (without permission of the Committee) from more than three consecutive Meetings of the Committee.
13. A **Committee Member** shall not vote at a Committee Meeting on any resolution concerning a matter in which they have a personal interest (i.e. if any partner or other close relative of theirs, or any firm of which they are a partner, or Limited Company of which they are a substantial shareholder or director, has a personal interest in that matter), which conflicts with the interests of the Society. They must declare that interest at a Committee Meeting and withdraw from the Meeting while an item of that nature is being dealt with. Provided they have declared their interest – and has not voted on the question of whether the Society should enter the relevant arrangement – a **Committee Member** will not be debarred from entering an arrangement with the association in which they have a personal interest and may retain any personal benefit which they gain from their participation in that arrangement.
14. 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. Should the Society wish the Chair to continue for an additional two-year term, then the person seeking to extend their term of office must receive the vote of three quarters of Members present and eligible to vote. The Office-Bearers will appoint the other Committee Members.
15. 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 (and the date on which they joined and vacated the Committee), by name,

address, telephone number and e-mail address, and observe adherence of the Data Protection Act 1998.

16. 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.
17. 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. These signatures may be 'electronic' and must follow the 'double approval' process for online banking or building society accounts.
18. The **title to all property** (including any land or buildings, the tenant's interest under any lease and, so far as appropriate, any investments) shall be held either in the names of the Chair, Secretary, and Treasurer of the Society (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the Society's property is held shall act in accordance with the directions issued from time to time by the Committee.
19. 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.
20. The **Annual General Meeting** will be held on a date in April each year. Two months notice will be given at the appropriate monthly Meeting. All fully paid-up Members will have one vote. The Chair will have the casting vote. The Office of the Scottish Charity Regulator (OSCR) Report will be presented to the meeting. The Chair and Treasurer will present the annual report, next year's operating plan, and financial reports (current year's accounts and next year's operating plan/budget). The Meeting will consider these reports and vote on their acceptance. Sub-Committees will report to the Meeting as necessary. For business to be conducted at any Meeting of the Society, except as stated in 26, below, a quorum is required. This will consist of a minimum of one quarter of the paid-up Membership, age 14 years old or over on the day of the AGM. For a motion to be carried, half of those present and eligible to vote must be in favour.

21. An **Extraordinary General Meeting** may be called by the Committee at any time or may also be convened if one fifth of the Membership is of the opinion that such a Meeting is necessary. Any notice calling such a Meeting must state the names of the Members so agreed and indicate the purpose of such a Meeting. At least 14 clear days (not including the day after the letter has been posted or the day of the Meeting) notice must be given in writing, (either by letter or e-mail) to each Member eligible to vote. For business to be conducted at any Meeting of the Society, except as stated in 26, below, a quorum is required. This will consist of a minimum of one quarter of the paid-up Membership. For a motion to be carried, half of those present and eligible to vote must be in favour. All fully paid-up Members will have one vote, the Chair will have the casting vote. The Chair, or in their absence the Vice-Chair or Secretary, may with the consent of the Meeting, adjourn the Meeting to such a time and place as the Chair may determine.
22. A **resolution** put to the vote at an Annual General Meeting or an Extraordinary General Meeting 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) and the result shall be given at the Meeting.
23. This **Constitution** may be **changed** at either an Extraordinary or Annual General Meeting by majority of three quarters of those present and eligible to vote. Notice of any proposed alteration or addition to the Constitution proposed by the Committee or an individual Member will be lodged with the Secretary 14 days before an Extraordinary General Meeting or an Annual General Meeting.
24. 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. The assets of the Society will be realised and all debts paid. Any sum of money remaining will be donated to the Charity of The British Astronomical Association.
25. For the avoidance of doubt, **no part of the income or property** of the Society shall (otherwise than in pursuance of the Society's charitable objects) be paid or transferred (directly or indirectly) to the Members, either in the course of the Society's existence or on dissolution.

26. No amendment to clauses 2, 11, 26 or 27 of the **Constitution** may be made if the effect would be that the Society would cease to be a Charity.
27. A **copy** of this **Constitution** will be sent to all Members and thereafter to all newly joining Members.
28. For the purposes of this Constitution, '**Charitable**' shall be interpreted as Charitable within the meaning of section 505 of the income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); 'Charity' shall be interpreted accordingly.
31. The Society is recognised by the Inland Revenue as a **Charity for Tax purposes**, and has been registered with the Office of the Scottish Charity Regulator (OSCR) under Scottish Charity Number SC 037209. The Society will, therefore, conform in every respect to the legal obligations incumbent upon it because of its Charitable Status, and will thereby be entitled to the privileges and benefits of such recognition.

Signed Dave Davidson

Signed Kim Thain

Date 03 April 2024

Date 03 April 2024

Chair

Secretary

Adopted September 2005

Amended & AGM Approved April 2024