

**THE GEOLOGICAL SOCIETY OF GLASGOW**

**CONSTITUTION**

*November 2007*

*Charity number*      *SC007013*

# **THE GEOLOGICAL SOCIETY OF GLASGOW**

Instituted 1858

## **CONSTITUTION**

November 2007

1. The society shall be called THE GEOLOGICAL SOCIETY OF GLASGOW  
This name is registered with the Office of the Scottish Charity Regulator (OSCR) as  
Scottish Charity number SC007013

## **OBJECTS**

2. (1) The objects of the Society shall be to advance the education of its members and of the general public in geology and allied sciences by holding and organising meetings, lectures, exhibitions of specimens, excursions to places of geological interest, the publication of journals and other books of geological interest, and the maintenance of a library of works relating to geology and its allied sciences.  
(2) In furtherance thereof the Society shall have the power to do all or any of the following:
  - (a) to maintain a library relating to geology and its allied sciences;
  - (b) to edit and publish the Scottish Journal of Geology jointly with the Edinburgh Geological Society, the Society's Proceedings, and other books, guides, maps, and literature of geological interest;
  - (c) to raise money by subscription and with a view to furthering the Society's objects to grant such rights and privileges to members as may be appropriate;
  - (d) to receive gifts and other donations of money to be applied in the award of grants, prizes and other distinctions or applied to other purposes of the Society;
  - (e) to associate or enter into any arrangement with any person or persons, or join or subscribe to any society or body having the same or like objects, and to do so in any manner, or for any purpose, which may further this Society's objects; and
  - (f) to take any other action incidental or conducive to the attainment of the above objects.

## **MEMBERS**

3. The Society shall consist of Ordinary, Associate, Junior and Honorary Members.
  - (a) Ordinary Members and Honorary Members, shall be entitled to use the Society's Library, to receive one copy of each part of the Scottish Journal of Geology and of the Society's Proceedings, and have the right to vote at the General meetings of the Society.
  - (b) Associate Members: only the following categories shall be entitled to be Associate Members.
    - (i) Any Fellow of the Edinburgh Geological Society,
    - (ii) the husband, wife or civil partner of an Ordinary Member of the Geological Society of Glasgow, or,
    - (iii) persons over the normal retirement age, and who have retired from full time employment.Associate Members shall not be entitled to receive the Scottish Journal of Geology but otherwise shall enjoy the rights and privileges of an Ordinary Member.
  - (c) Junior Members: 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

They shall not be entitled to receive the Scottish Journal of Geology unless they pay the appropriate supplement – see 7(c). They shall not be entitled to vote but otherwise shall enjoy the rights and privileges of an Ordinary Member.

- (d) Honorary Members shall be persons distinguished for their attainments in Geology or the allied sciences, or distinguished by their service and contribution to the objects of this Society. Their number shall be restricted to six at any one time. They shall enjoy the same rights and privileges as Ordinary Members but are not liable for any subscription payments.
- 4. Ordinary, Associate and Junior Members of the Society shall be enrolled upon receipt by the Secretaries of a completed enrolment form accompanied by either the appropriate subscription or a valid Banker's Order covering the same. The names of new members shall be announced in the Billet calling the next General Meeting.
- 5. 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 announced at a General Meeting of the Society. The votes of two thirds of the Ordinary and Associate members present and entitled to vote shall be required to elect an Honorary Member.
- 6. The election of Life Members is suspended.

### **SUBSCRIPTIONS**

- 7. Annual subscriptions to the Society, which shall be payable upon enrolment and thereafter on or before the first Ordinary Meeting of the Session held in October, are currently as follows:
  - (a) Ordinary Members £20.00  
Council shall have power to consider a reduced subscription in the case of Ordinary Members whose circumstances may be presumed to warrant special consideration.
  - (b) Associate Members £10.00
  - (c) Junior Members £5.00 plus an optional £5.00 supplement for the JournalThese subscriptions may be varied from time to time by resolution of an AGM or Special General Meeting of the Society on a motion by the Council.  
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.
- 8. Members whose subscriptions are in arrears shall not be entitled to vote, nor use the Society's Library, nor to receive either the Scottish Journal of Geology or the Society's Proceedings.

### **TERMINATION OF MEMBERSHIP**

- 9. Membership may be terminated by giving notice in writing to the Membership Secretary on or before the last day of any Session. 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.

It is competent for the Society to re-admit any member who may have resigned and who shall be desirous of rejoining the Society on recommendation of the Membership Secretary and approval by Council.

10. Any Member six months in arrears of subscription shall be deemed to have terminated membership.
11. Any Member whose conduct is contrary to the Constitution of the Society, or otherwise at variance with the objects of the Society or such as to impede their achievement, may be reported by the Council to any Ordinary Meeting of the Society, and if a majority at the next Ordinary Meeting approve, such a member shall be expelled from the Society. In applying this policy, the Council and the Society shall follow the Code of Procedure attached as an Appendix to this Constitution.

### **ADMINISTRATION**

12. The business of the Society shall be conducted by a Council consisting of the following Members:-
  - (a) Office Bearers namely, a President, three Vice-Presidents, an Honorary Secretary, a Meetings Secretary, a Minutes Secretary, a Membership Secretary, an Excursion Secretary, a Treasurer, a Librarian and Archivist, the Editors of the Scottish Journal of Geology who are appointed by and who are members of this Society, a Publication Sales Officer, an Editor of the Society's Proceedings, and such other officers as the Council shall from time to time determine,
  - (b) Six Ordinary Councillors, and,
  - (c) one Junior Member, who shall hold office for a period of one year only.
  - (d) It is not a requirement that all the above posts are filled. The overriding consideration is that Council considers that it can effectively handle its business with the number of elected members.

### ***GENERAL FUNCTIONS OF COUNCIL***

13. The Council shall act as charity trustees, as defined in the Charities and Trustees Investment (Scotland) Act 2005, in having the general control and management of the administration of the Society.

The Council shall act to ensure that the Society complies with any direction, requirement, notice or duty imposed upon it under common law and statute.

While acting as 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 proper advice about how investments should be chosen or varied.

The Council shall be responsible for holding the moveable property of the Society.

The Council shall meet as often as the business of the Society requires. A Special Meeting of the Council shall be convened by the Honorary Secretary upon receipt of a written requisition signed by at least three members of Council.
14. Office Bearers and Ordinary Councillors shall be elected at an Annual General Meeting. The Council may in addition co-opt not more than two additional Members at any one time for temporary, special, or assigned purposes. Council shall nominate three Trustees from its

members to act as its representatives. Normally these Trustees will consist of the President, the Treasurer and one other. Their period of office and possible re-election will be bound by clause 18 below.

15. The holding of two offices shall be permitted. All Office Bearers shall be honorary and not entitled to any remuneration for their services.
16. An Independent Examiner who must not be a member of the Society shall be elected at each Annual General Meeting for the purpose of examining the annual accounts and shall serve for one year only. He/she shall be eligible for re-election to the same office.
17. Nominations to fill the various offices together with the names of the proposers and seconders shall be sent to the General Secretary not later than twenty-one days before the Annual General Meeting. The Secretary shall intimate all nominations to the Council prior to the Annual General Meeting. If no timeous nominations have been received for any office Council may, at its discretion, agree to accept nominations until the Annual General Meeting.
18. Members of Council specified under Article 12 (a) and (b) excepting the Editors of the Scottish Journal of Geology, who shall hold office for one year, shall hold office for three years and shall all be eligible for re-election. No retiring President, Vice-President or Ordinary Councillor shall be eligible for re-election to the same office until one year following the demission of office. Members co-opted under Article 14 shall retire at the Annual General Meeting following their co-option. They shall be eligible for re-election.
19. If for any reason a Member of Council 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 he had been elected on the day on which the person in whose place he is appointed was elected. Members of Council so appointed shall be eligible for re-election by the appropriate Annual General Meeting if their period of office has not extended beyond two years.
20. The President shall preside at every meeting. In the President's absence, the senior Vice-President present, or failing whom a Member of Council, shall preside. The President or presiding Officer shall have a deliberative as well as a casting vote.
21. The President and the Honorary Secretary shall be ex-officiis members of all committees.
22. The Council, of which ten members shall form a quorum, shall meet as often as may be necessary for the transaction of the Society's business and shall, subject to the provisions of this Constitution, have full powers of management, control and conduct of all affairs of the Society. In exercise of such powers within the scope of the Constitution it may:
  - (a) delegate authority to and prescribe the duties of Office Bearers and Ordinary Councillors.
  - (b) appoint committees for the management of special business.
  - (c) acquire, buy, develop, manage or hold for the purposes of the Society any funds, property, investments, books, magazines, papers, maps, equipment and apparatus, and use, sell, exchange, turn to account or otherwise dispose of all or part of the same.
  - (d) borrow or raise money, subject to the approval of the Society at an Ordinary or Special Meeting, on the securities of the Society.

23. Every question submitted to any meeting of the Society, Council or a committee shall be put to the meeting by the President or presiding officer and his 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.
24. Records shall be taken and minutes kept in such form as Council may direct of the proceedings of all Special General Meetings, Annual General Meetings and Council Meetings. Every minute of such meetings shall be confirmed at and signed by the President or presiding officer at a subsequent meeting.
25. The Council shall require the Treasurer to keep true accounts of the income, expenditure, assets and liabilities of the Society and shall place before members at each Annual General Meeting a suitably qualified independently examined account and balance sheet made up to 30th September of each year. The Council shall also prepare a report on the other affairs of the Society for the previous year for submission to members at this meeting.  
All payments out of the Society's bank account shall be signed by the Treasurer and countersigned by the President or Secretary for amounts in excess of a figure specified by Council. Alternative signatories may be nominated by Council when circumstances dictate.
26. Any Member of the Society shall be eligible to serve on the Council.
27. Any Member of the Council who, in the Council's opinion is not adequately fulfilling the duties of his or her office may be reported by the Council to any Ordinary Meeting of the Society, and if a majority at the next Ordinary Meeting approve, such a Member shall cease to be a Member of the Council. The principle incorporated in the Code of Procedure for complaints against Members attached as an appendix to this Constitution, applies equally to any Council Member against whom a complaint is lodged.
28. All purchases for the Society's Library shall be made by the Librarian or in his/her absence, by the Assistant Librarian or Archivist, who shall comply with any purchasing policy which may be decided by the Council from time to time. Such purchases may be made at the Librarian or Assistant Librarian and Archivist's discretion, subject to such cash limits as may be decided by the Council from time to time. Purchases in excess of such limits shall require approval of Council.
29. The Society shall support the publication of the Scottish Journal of Geology according to the Minute of Agreement between the Edinburgh Geological Society and the Geological Society of Glasgow, dated 8<sup>th</sup> October 1964 and registered in the Books of Council and Session of the Registers of Scotland and also the Publishing Agreement made between the Edinburgh Geological Society, the Geological Society of Glasgow and the Geological Society Publishing House dated 10<sup>th</sup> December 2008.

#### ***AUDIT***

30. The Accounting Records of the Society must be maintained in accordance with OSCR procedures for Charities with a turnover of less than £100,000 pa and must be retained for six years from the end of each financial year. Accounts together with the Annual Return Form must be submitted to OSCR within nine months of the financial year end. The Independent Examiner of the Society shall be supplied with copies of the statement of

income and expenditure and the balance sheet intended to be laid before the Society at the Annual General Meeting and it shall be his/her duty to examine the same with the accounts and vouchers relating thereto and to report thereon. In the event of an Examiner ceasing to act during such Examiner's period of office, Council shall fill the vacancy by the nomination of a new Examiner. Such nominations shall be placed before the next Ordinary Meeting of the Society for its approval.

### **MEETINGS**

31. At least six Ordinary General Meetings of the Society which shall be concerned with aspects of Geology or its related sciences shall be held during the Session normally commencing on the second Thursday evening in October.
32. The Annual General Meeting, for which at least fourteen days notice shall be given to all members, shall be held during the month of November or December for the purpose of:
  - (a) receiving the report of the Council and of the accounts and balance sheet for the past year.
  - (b) election of Office Bearers and Ordinary Councillors.
  - (c) election of the Independent Examiner.
33. The Council may at any time call a Special General Meeting of the Society and it shall do so upon the written requisition of ten members of the Society stating the purpose for which the meeting is required.
34. At all meetings, except those dealing with the election of Honorary Members or alteration to the Constitution, the resolution of a majority of those present and entitled to vote shall be binding.
35. No business which requires to be put to the vote shall be transacted unless a quorum is present. At all Ordinary, Special or Annual General Meetings a quorum shall consist of thirty members of the Society who are entitled to vote.

### **VESTING OF PROPERTY**

36. The Property, including the investments, of the Society shall belong solely to the Ordinary, Associate and Honorary Members and shall be vested in the Society's Council or the Society's Nominees for the time being.  
No member shall at any time receive in money any dividend, gift, division or bonus, from the funds of the Society.

### **ALTERATION TO THE CONSTITUTION**

37. No alteration shall be made in the Constitution of the Society except at a meeting called specifically for that purpose.
38. Notice of any proposed alteration shall be given in writing a month in advance and the alteration shall not be adopted unless agreed to by two-thirds of the members present and entitled to vote.

## **GENERAL**

39. The management of the affairs of the Society in all matters not provided for in this Constitution shall be reserved for the Society in Ordinary or Special Meetings.

## **DISSOLUTION**

40. The Society may be dissolved by:
- (a) resolution of the Society passed at any Ordinary Meeting of the Society and confirmed by a further meeting of the Society called by giving not less than fourteen days notice, for the purpose,
  - (b) resolution of the outgoing Council following a failure to obtain a quorum for an Annual General Meeting on three separate duly notified occasions in one session, or
  - (c) resolution of the outgoing Council following the failure of the Society to fill sufficient of the offices to supply a quorum of the new Council.
41. In the event of dissolution of the Society under the foregoing Article, or by operation of law, the whole net assets of the Society remaining after discharge of its liabilities shall be given or transferred to a recognised charitable body or bodies with objects similar or the same as those of the Society as the Council shall decide.

## ***APPENDIX***

Code of Procedure to be used in applying Clause 11 of the Constitution of the Society as revised in 2007.

The Council shall not report any member in terms of Clause 11 without first giving reasonable notice to the Member of the complaint against him/her and the grounds thereof, considering fairly any representation which the member may make in writing to the Council thereanent, and, if desired by the Member allowing him/her a proper hearing on the complaint and his said representations, before a meeting of the Council duly convened for the purpose. The Council shall not report the Member unless the complainer by probation establishes the facts of the complaint beyond reasonable doubt. If either the complainer or the accused Member be a member of Council, he/she shall be excluded from the Council's adjudication.

Any report made by Council in terms of Clause 11 shall set forth clearly the complaint and the grounds thereof, an accurate and fair summary of any representations made by the member as aforesaid and a summary of the Council's reasons for making the report. The report shall be intimated to the Society, along with the billet for the meeting at which the report is to be considered. At such meeting, the Member shall be entitled to make representations upon the report. The meeting shall give fair and proper consideration to the report and representations before making any decision thereon.

In making oral representations at a hearing before the Council or to the Society as aforesaid, a Member may be represented by an agent or Counsel if he/she so wish.

Any question of fact or law (other than questions of malice, oppression, denial of justice, or other dole) disputed between the Member and the Society in relation to any complaint under Clause 11 shall be submitted, without recourse to statutory stated case, to the final decision of an arbiter nominated by the Sheriff Principal of Glasgow.

Clause 11 and this Code shall be without prejudice to the ordinary remedies at law for reparation arising out of the derelict of any Member.