

CONSTITUTION
of
[THE SCOTTISH SOCIETY OF
ARTISTS]
A Scottish Charitable Incorporated
Organisation

2023
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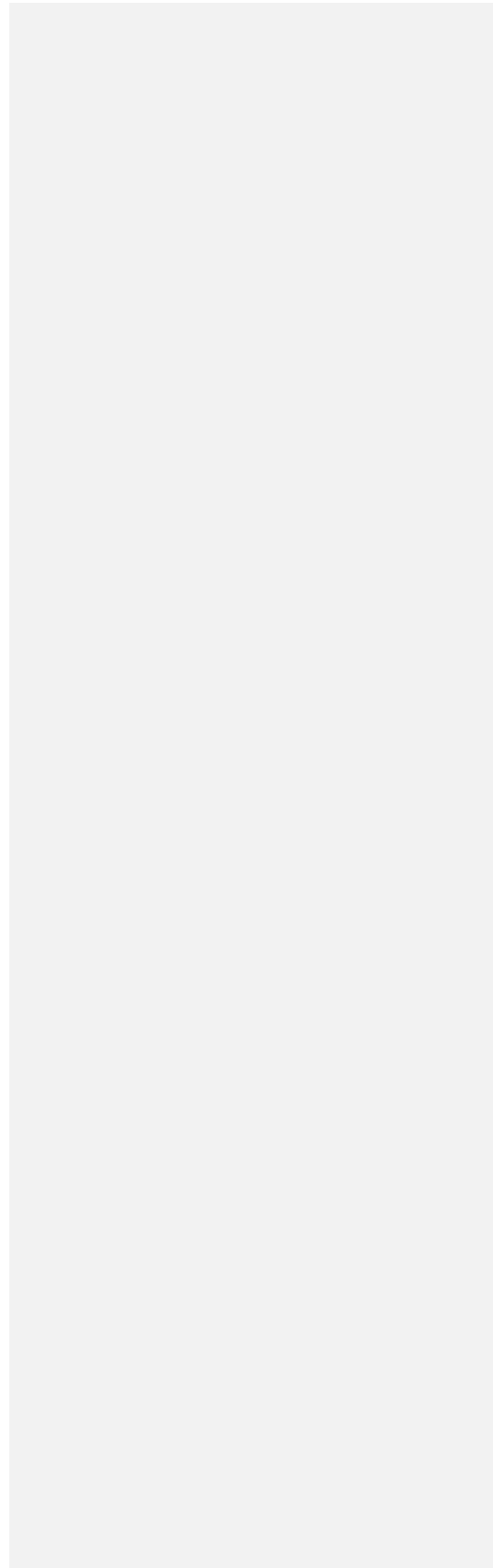
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CONSTITUTION
OF
[THE SCOTTISH SOCIETY OF ARTISTS]
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GENERAL

1 Interpretation

- 1.1 In this Constitution:
- 1.1.1 **Act** means the Charities and Trustee Investment (Scotland) Act 2005 and:
- 1.1.1.1 any statutory provision which adds to, modifies or replaces that Act; and
- 1.1.1.2 any statutory instrument issued in pursuance of that Act;
- 1.1.2 **Administrator** means the administrator of the Society appointed in accordance with clause 39.1.1
- 1.1.3 **Council** has the meaning given in clause 9.1;
- 1.1.1 **charity** means a body which is either a “Scottish charity” within the meaning of section 13 of the Act or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- 1.1.4 **Council Members** means the members of Council of the Society from time to time who, for the purposes of the Act, are the trustees of the Society;
- 1.1.2 **charitable** and **charitable purpose** means a charitable purpose under section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 1.1.5 **Constitution** means this Constitution;
- 1.1.3 **Member** means a Member of the Society from time to time;
- 1.1.4 **President** means the President of the Society appointed in accordance with clause 34.1;
- 1.1.5 **property** means any property, heritable or moveable, real or personal, wherever situated; and
- 1.1.6 **Chapters** means groups of Members organised geographically for the purposes of carrying on certain activities of the Society which groups may be **Regional Chapters** formed in a geographic region of the UK or **International Chapters** located in a country other than the UK; and
- 1.1.7 **Society** means [The Scottish Society of Artists].
- 1.2 Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted, provided

that such amendment, extension or re-enactment does not in the case of a defined word or meaning alter the substance of the definition.

- 1.3 Words denoting the singular number only shall include the plural and *vice versa*.
- 1.4 Reference to any one gender shall include all the other genders.
- 1.5 Reference to persons shall include unincorporated associations, partnerships and bodies corporate.
- 1.6 Reference to any clause is to a clause of this Constitution.
- 1.7 The headings of this Constitution are inserted for convenience only and shall not affect its construction.
- 1.8 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 **Type of Organisation**

The Society will, upon registration, be a Scottish Charitable Incorporated Organisation (a SCIO).

3 **Scottish Principal Office**

The principal office of the Society will be in Scotland (and must remain in Scotland).

4 **Name of Organisation**

The name of the Society is [*The Scottish Society of Artists*].

5 **Purposes**

- 5.1 This clause 5 shall be interpreted as if it incorporates an over-riding qualification limiting the powers of the Society such that any activity which would otherwise be permitted by the terms of the Constitution may be carried on only if that activity furthers a purpose which is regarded as charitable.
- 5.2 The purpose of the Society is, for the benefit of people in Scotland and elsewhere, to advance the arts and culture by:-
 - 5.2.1 promoting the contemporary arts in Scotland by increasing audience and widening access;
 - 5.2.2 promoting Scottish art and culture in the international scene;
 - 5.2.3 providing exhibition opportunities for Members; and
 - 5.2.4 promoting educational projects to encourage a wider understanding and appreciation of contemporary art,

and to do all of the foregoing under a policy of equal opportunities, access and inclusion.

6 **Powers**

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

- 6.2 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.
- 6.3 Clause 6.2 does not prevent the Society making any payment which is permitted under clauses 48.4 or 48.5 (remuneration and expenses).

7 Liability of members

- 7.1 The Members of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the Members will not be held responsible.
- 7.2 The Members and Council Members have certain legal duties under the Scottish Charities Act; and clause 7.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties, or in breach of other legal obligations or duties that apply to them personally.

8 Liability of Charity Trustees

- 8.1 The Charity Trustees of the Society (in their capacity as Members) have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the Charity Trustees will not be held responsible.
- 8.2 The Charity Trustees have certain legal duties under the Act; and clause 8.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

9 General Structure

- 9.1 The structure of the Society consists of:
- 9.1.1 the Members - who have the right to participate in Members' meetings (including any annual general meeting) and have important powers under the Constitution; for example, the Members propose people to serve on Council and take decisions on changes to the Constitution itself;
- 9.1.2 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.
- 9.2 The people serving on Council are referred to in this Constitution as **Council Members**.

MEMBERS

10 Eligibility for and classes of membership

- 10.1 The Society shall have of the following classes of members:
- 10.1.1 *Honorary Members*, who shall be persons elected by the Council in recognition of their services to Art. They shall pay no fees or subscriptions and shall have no rights or liabilities in connection with the Society. All past Presidents, Administrators and Treasurers of the Society shall be awarded Honorary Life membership. (for privileges, see Rules XVIII and XLI)

- 10.1.2 *Elected Members*, who shall be artists who practise professionally one or more branches of the Visual Arts including Architecture and are elected by Elected Members serving on the Council.
 - 10.1.3 *Artist Members*, who shall be natural persons who are practising artists or practising architects.
 - 10.1.4 *Student Members*, who shall be a student currently undertaking full time study in any art and design discipline.
 - 10.1.5 *Graduate Members*, who shall be recent graduates who have completed studies in art or a related discipline within the last 2 years.
 - 10.1.6 *Associate Members*, who shall be persons who wish to support the Society and keep up to date with news. This membership is suited to curators, gallerists, educators and those with a professional interest in contemporary art in Scotland.
 - 10.1.7 *Corporate Members*, which shall be organisations, howsoever constituted, which wish to support the Society and keep up to date with news. An organisation which is an unincorporated association shall appoint a natural person in writing to be its representative and exercise its rights as a member on its behalf.
- 10.2 Employees of the Society are not eligible for membership; and a person who becomes an employee of the Society after admission to membership will automatically cease to be a Member.

11 Application for membership

- 11.1 Any person who wishes to become a Member must submit an application for membership (in writing or by email); the application will then be accepted in accordance with such arrangement as Council makes for the admission of Members from time to time.
- 11.2 The Society will notify each applicant promptly (in writing or by email) of its admission to membership.

12 Membership subscription

- 12.1 Annual subscriptions shall be determined by decision of the Council and may be changed from time to time in line with the inflation and other financial factors.
- 12.2 No person shall have any privilege as a Member of the Society until such subscription has been paid.
- 12.3 In the event of an annual general meeting wishing to review the subscriptions payable by any section of the membership of the Society, such a meeting shall be obliged to consider all subscriptions and payments due in terms of this clause 12 at the same time.
- 12.4 Members are able to make payment of the annual subscription by paying at time of becoming a Member or at renewal.

13 Register of Members

- 13.1 Council must keep a Register of Members, setting out:
 - 13.1.1 for each current Member:

- 13.1.1.1 their full name and address;
- 13.1.1.2 their current class of membership; and
- 13.1.1.3 the date on which they were registered as a Member of the Society;
- 13.1.2 for each former Member - for at least six years from the date on which they ceased to be a Member:
 - 13.1.2.1 their name; and
 - 13.1.2.2 the date on which they ceased to be a Member.
- 13.2 Council must ensure that the Register of Members is updated within 28 days of any change:
 - 13.2.1 which arises from a resolution of Council or a resolution passed by the Members of the Society; or
 - 13.2.2 which is notified to the Society.
- 13.3 If a Member or Council Member requests a copy of the Register of Members, Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Council Member), Council may provide a copy which has the addresses blanked out.

14 **Withdrawal from membership**

Any person who wants to withdraw from membership must submit a notice of withdrawal to the Society (either in writing or by email); they will cease to be a Member as from the time when the notice is received by the Society.

15 **Transfer of membership**

Membership of the Society may not be transferred by a Member.

16 **Re-registration of Members**

- 16.1 Council may, at any time, issue notices to the Members (either in writing or by email) 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 Council.
- 16.2 If a Member fails to provide confirmation to Council (in writing or by email) that they wish to remain as a Member of the Society before the expiry of the 28-day period referred to in clause 16.1, Council may expel them from membership.
- 16.3 A notice under clause 16.1 will not be valid unless it refers specifically to the consequences (under clause 16.2) of failing to provide confirmation within the 28-day period.

17 **Expulsion from membership**

Any person whose membership is no longer considered appropriate by the Members may be expelled from membership by way of a resolution passed by not less than three-quarters of those present and voting at a Members' meeting, providing the following procedures have been observed:-

- 17.1 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;
- 17.2 the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

18 **Termination of membership**

Membership of the Society will terminate on death.

DECISION-MAKING BY THE MEMBERS

19 **Members' meetings**

- 19.1 Council must arrange a meeting of Members (an **annual general meeting** or **AGM**) in each calendar year.
- 19.2 The gap between one AGM and the next must not be longer than 15 months.
- 19.3 The business of each AGM must include:
 - 19.3.1 a report by the President on the activities of the Society; and
 - 19.3.2 consideration of the annual accounts of the Society.

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

- 20.1 Council must arrange a special members' meeting if it is requested to do so by the President or by a notice (in writing or by email) from not less than 8 Members, providing:-
 - 20.1.1 the notice states the purposes for which the meeting is to be held; and
 - 20.1.2 those purposes are not inconsistent with the terms of this Constitution, the Scottish Charities Act or any other statutory provision.
- 20.2 A notice under clause 20.1 may take the form of:
 - 20.2.1 two or more documents in the same terms, each signed by one or more Members; and/or
 - 20.2.2 a number of emails, each issued by a Member;

and Council will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 8 Member threshold referred to in clause 20.1
- 20.3 If Council receive a notice under clause 20.1, 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.

21 **Notice of Motions**

All notices of motions relating to any alteration of the Constitution, or rules or regulations of the Society must be given in writing or electronically to the Administrator at least twenty-one days before a general meeting.

22 **Notice of members' meetings**

- 22.1 At least seven clear days' notice must be given of any AGM or any special members' meeting.
- 22.2 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 22.2.1 in the case of any resolution falling within clause 24.3 (requirement for three-quarters majority) must set out the exact terms of the resolution; and
- 22.2.2 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s).
- 22.3 The reference to **clear days** in clause 22.1 shall be taken to mean that, in calculating the period of notice:
- 22.3.1 the day after the notices are posted (or sent by email) should be excluded; and
- 22.3.2 the day of the meeting itself should also be excluded.
- 22.4 Notice of every Members' meeting must be given to all the Members of the Society, and to all the Council Members; but the accidental omission to give notice to one or more Members or Council Members will not invalidate the proceedings at the meeting.
- 22.5 Any notice which requires to be given to a member under this Constitution must be:
- 22.5.1 sent by post to the Member, at the address last notified by them to the Society; or
- 22.5.2 sent by email to the Member, at the email address last notified by them to the Society.
- 22.6 If Members and Council Members are to be permitted to participate in a Members' meeting by way of audio and/or audio-visual link(s) (see clause 23.1), the notice (or notes accompanying the notice) must:
- 22.6.1 set out details of how to connect and participate via that link or links; and
- 22.6.2 (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 following options:
- 22.6.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 22.6.2.2 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
- 22.6.2.3 (where clause 22.7 applies) submitting questions and/or comments in advance of the meeting.
- 22.7 Where a members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting Members to submit questions and/or comments in advance of the meeting,

which (subject to clause 22.8) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

- 22.8 Where clause 22.7 applies, the chairperson of a Members' meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

23 Procedure at Members' meetings

- 23.1 Council may if they consider appropriate (and must, if this is required under clause 23.2) make arrangements for members and charity trustees 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:
- 23.1.1 the means by which Members and 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 membership - a barrier to participation;
 - 23.1.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 22.6; and
 - 23.1.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Members and 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 Members and Council Members (if any) who are attending in person (and vice versa).
- 23.2 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 and Council 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; and on the basis that the requirements set out in paragraphs 23.1.1 to 23.1.3 will apply.
- 23.3 A Members' meeting may involve two or more Members or Council Members participating via attendance in person while other Members and/or Council Members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 23.4 The quorum for a Members' meeting is 20 members, present in person.
- 23.5 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 (or, if they are not a Member), will be deemed to be in attendance) at the meeting.
- 23.6 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; 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.
- 23.7 The President should act as chairperson of each Members' meeting.

- 23.8 If the President 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.

24 **Voting at members' meetings**

- 24.1 Every member has one vote, which must be given personally (subject to clause 24.6).
- 24.2 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 24.3.
- 24.3 The following resolutions will be valid only if passed by not less than three quarters of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 26):
- 24.3.1 a resolution amending the Constitution;
 - 24.3.2 a resolution expelling a person from membership under clause 17;
 - 24.3.3 a resolution removing a person from office as a Council Member under paragraph 45.1.7;
 - 24.3.4 a resolution approving the amalgamation of the Society with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 24.3.5 a resolution to the effect that all of the Society's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 24.3.6 a resolution for the winding up or dissolution of the Society.
- 24.4 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.
- 24.5 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.
- 24.6 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.
- 24.7 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting or thereafter.
- 24.8 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 in clause 24.6, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

25 **Technical objections to remote participation in Members' meetings**

- 25.1 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:
- 25.1.1 a Member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular Means;
 - 25.1.2 the Members' meeting need not be held in any particular place;
 - 25.1.3 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);
 - 25.1.4 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;
 - 25.1.5 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.

26 Written resolutions by Members

A resolution agreed to in writing (or by email) by all the Members will be as valid as if it had been passed at a Members' meeting; the date of the resolution will be taken to be the date on which the last Member agreed to it.

27 Minutes of Members' meetings

- 27.1 Council must ensure that proper minutes are kept in relation to all Members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 26.
- 27.2 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.
- 27.3 The records of resolutions kept under clause 27.1 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the Society.

EXHIBITIONS

28 Powers by Council to arrange Exhibitions etc.

The holding of Exhibitions, banquets, concerts, lectures etc. shall be arranged by the Council who shall have power to make byelaws for their management, and to contribute out of the funds of the Society towards the expenses of the same.

29 Intimation of Exhibitions etc.

The Administrator shall, as early as possible, give intimation by electronic circular to each Member of the dates fixed as (1) Sending in day, (2) Collection day(s) for work not selected, (3) The opening of the exhibition and (4) the close of the exhibition and day(s) for collection of

hung work. All Members must abide by these dates and should work not be collected on the appointed days then Council has the right to dispose of it as it thinks fit.

30 Selection Committee

There shall be an elected Selection Committee consisting of five Elected Members including the President of the Society and two Artist Members. They shall have full powers of accepting or rejecting all works sent for exhibition, except those works specially invited by the Council.

31 Hanging and Arranging Committee

31.1 There shall be an elected Hanging and Arranging Committee consisting of six Elected Members including the President and two Artist Members.

31.2 The Hanging and Arranging Committee shall, on the completion of their work, hand over the Exhibition to the charge of the Council, who shall have power only to make recommendations to the said Committee, but not power to reject any of the works, nor to introduce any other exhibits.

31.3 The Council shall thereafter be responsible for the conduct of the Exhibition. The Council shall have power, if the Council deems fit, to invite a donation of such sum as it may from time to time decide, in respect of each work placed. The Hanging and Arranging Committee shall retain the right to reject any work previously selected if it agrees that a work is unsound, detrimental or in any way unsuitable for exhibition.

32 Members' privileges in relation to annual exhibitions

32.1 Elected Members can submit up to three pieces of work (or as advised by the Council) to any given Exhibition free of charge, this being included as part of their membership. Work selected for the exhibition will be subject to such fees as the Council shall determine from time to time. Elected Members will be charged a commission rate as stipulated by the host gallery on the sale price of all work sold in any given Exhibition. Elected Members will receive an invitation to the Private View and can visit the exhibition as many times as they wish free of charge.

32.2 Artist Members can submit up to two pieces of work to any given Exhibition free of charge, this is included as part of their membership. Work selected for the exhibition will be subject to such fees as the Council shall determine from time to time. Artist Members will be charged a commission as stipulated by the host gallery on the sale price of all work sold in the exhibition. Artist Members will receive an invitation to the Private View and can visit the exhibition as many times as they wish free of charge.

32.3 Honorary Members shall receive an invitation to the Private View and can visit the exhibition as many times as they wish free of charge.

32.4 Graduate and Student Members can submit one piece of work to any given Exhibition free of charge, this is included as part of their membership. Work selected for the exhibition will be subject to such fees as the Council shall determine from time to time. Graduate and Student and non-members will be charged a commission as stipulated by the host gallery on the sale price of all work sold in the exhibition.

32.5 Each Graduate and Student Member will receive an invitation to the Private View and can visit the exhibition as many times as they wish free of charge.

32.6 Non-members of the Society are invited to submit up to three pieces of work and pay such fees as the Council shall determine from time to time to certain (as decided by the Council) for certain Exhibitions. This amount may be reviewed by Council and altered at any time. Successful selected work will be required to pay such additional fees as the Council shall determine from time to time by way of hanging fee per work. No such submission fees are asked for from Honorary, Elected, Artist Members,

Graduate and Student Members. Non-members will be charged a commission as stipulated by the host gallery on the sale price of all work sold in any Exhibition.

33 **Regional Chapters**

- 33.1 The Society will establish and support the formation of [up to six] Regional Chapters and International Chapters.
- 33.2 Each Chapter will be managed by a regional leader, being an Elected Member of the Society elected by the Council.
- 33.3 The Chapters shall have the same objects as the Society.
- 33.4 The Chapters' general activities will be structured in relation to the Society's action framework as determined by the President and Council.

OFFICE BEARERS AND COUNCIL

34 **Office Bearers**

- 34.1 The Office Bearers of the Society shall consist of an Honorary President and Honorary Vice-President; and a President who shall be the Chairman of the Council and who must be an Elected Member.
- 34.2 The Office Bearers may delegate to any one of their own number or to such persons they think appropriate, such powers, tasks or roles as they may think fit.
- 34.3 The Office Bearers, may with the approval of Council engage and remunerate any person on an employed or self-employed basis, and on such terms as may be agreed with that person or individual, to attend to particular tasks or roles
- 34.4 The Office Bearers will always ensure that the person appointed pursuant to clause 34.3 will report to and be responsible to one or more of them and, as appropriate, the Administrator and/or the Treasurer, under such arrangements as the Office Bearers and Council may approve from time to time.

35 **Council Members**

The minimum number of Council Members is three and maximum number of Council Members shall be 11 being up to eight Elected Members and up to three Artist Members [who shall be elected by the Council from time to time.](#)

36 **Vacancies in Office Bearers etc.**

Any vacancy occurring during any year in the list of Office Bearers or Council Members may be filled up by the Council and the Member so appointed shall hold office for the unexpired term of the person whom such person succeeds and would then be eligible for formal election to the office.

37 **Sub-Committees**

The Council shall have power to appoint sub-committees, who shall only have power to make recommendations to the Council.

38 **Co-optation of Council Members**

The Council is further empowered to co-opt onto Council or onto a sub-committee a Member or Members of any category. The Council may also co-opt a non-member with appropriate

professional experience to advise the sub-committee or Council. Any such co-opted person shall act in a special advisory capacity and shall have no voting rights.

39 Administrator's and Treasurer

39.1 Administrator's duties

39.1.1 There shall be an Administrator, who will only be an employee of the Society if the Office Bearers specifically agree to that. The Administrator may act as Treasurer, if the Council so agrees.

~~39.1.2 The Administrator shall sign a non-disclosure agreement with the Society.~~

~~39.1.3~~ 39.1.2 The Administrator shall not be a Member of the Society. The Administrator shall conduct the business of the Society under the direction of the Council and shall keep all the necessary books, correspondence and records. ~~[The Office Bearers under Clause 4 may appoint a person to attend to administrative tasks or roles].~~

~~39.1.4~~ 39.1.3 The Administrator may be eligible for remuneration for work undertaken for the Society and/or for reimbursement of reasonable expenses incurred during the conduct of the Administrator's duties. The Council may annually review the level of remuneration and in doing so the Council should ensure that the Administrator is remunerated at a fair level for the work carried out bearing in mind the basis agreed on which the services will be provided by the position holder. Where exceptional additional projects occur, then additional payments should be agreed.

~~39.1.5~~ 39.1.4 The Administrator shall normally be required to be in attendance at any meetings of the Council but is empowered in the Administrator's absence to appoint a deputy.

39.2 Treasurer's duties

39.2.1 There shall be a Treasurer, who will only be an employee of the Society if the Office Bearers specifically agree to that and intimate it to the person who is the Treasurer. The Treasurer may act as Administrator if the Council so agrees.

~~39.2.2 The Treasurer shall sign a non-disclosure agreement with the Society.~~

~~39.2.3~~ 39.2.2 The Treasurer will be responsible for the financial transactions of the Society and shall be responsible for and may carry out this work subject to such directions as the Council may give from time to time. ~~[The Office Bearers under Clause 4 may appoint a person to attend to administrative tasks or roles.]~~

~~39.2.4~~ 39.2.3 The Treasurer may be eligible for remuneration for work undertaken for the Society and/or for reimbursement of reasonable expenses incurred during the conduct of the Treasurer's duties.

~~39.2.5~~ 39.2.4 The Council may annually review the level of remuneration and in doing so the Council should ensure that the Treasurer is remunerated at a fair level for the work carried out bearing in mind the basis agreed on which the services will be provided by the position holder. Where exceptional additional projects occur, then additional payments should be agreed."

Commented [AERB1]: What is intended here. Is this a person in addition to the Administrator?

40 Tenure of Office Bearer

The Office Bearers shall hold ~~Office for five~~ office for an initial term of three years and may be re-elected for a single further term of two years or until such times as such Office Bearer decides to end that tenure.

Commented [AERB2]: For discussion

41 Re-election of Council

- 41.1 Members of Council shall hold office for five years and shall not be eligible for re-election till after the lapse of one year. In the event of any Member of Council being absent from three consecutive meetings of Council without adequate reason duly notified, the Council shall have the power to declare such Council Member's membership of the Council lapsed.
- 41.2 The vacancy thus created shall be filled in accordance with the provisions of clause 36.

42 Nominations for the President and Council

- 42.1 Nominations for the office of President (a Council Member not being debarred from being elected to this office by virtue of clause 44 hereof) and vacancies on the Council must be sent either in writing or electronically to the Administrator at least 14 days before the annual general meeting. These nominations shall be duly invited from the Members of the Society by circular.
- 42.2 Nominations to either Exhibition Committee will be invited no later than 14 days before the said annual general meeting and voting will be by electronic ballot within one month of said meeting taking place.

43 Postal/ Electronic Ballot

In an election of any Office Bearer or Council Members, voting may, at the discretion of the Council, be conducted by postal or electronic ballot prior to the annual general meeting; and in the event ballot forms will be sent by the Administrator to the Members at least seven days before such meeting and the completed papers/email forms must be with the Administrator at least twenty four hours prior to such meeting.

44 Appointment of Trustees

- 44.1 A person will not be eligible for appointment to the Council if that person is:
- 44.1.1 disqualified from being a charity trustee under the Act; or
 - 44.1.2 an employee of the Society.
- 44.2 Subject to clause 44.1, 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 as Council Members with effect from the date of incorporation of the Society.

45 Termination of Office

- 45.1 A Council Member will automatically cease to hold office if:
- 45.1.1 that Council Member becomes disqualified from being a charity trustee under the Act;
 - 45.1.2 that Council Member becomes incapable for medical reasons of carrying out that Council Member's duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

- 45.1.3 that Council Member becomes an employee of the Society;
- 45.1.4 that Council Member gives the Society a notice of resignation, signed by him;
- 45.1.5 that Council Member is absent (without good reason, in the opinion of Council) from more than three consecutive meetings of Council - but only if Council resolves to remove him from office;
- 45.1.6 that Council Member is removed from office by resolution of Council on grounds that such Council Member is considered to have been in serious or persistent breach of that Council Member's duties under section 66(1) or (2) of the Act; or
- 45.1.7 such Council Member is removed from office by resolution of Members on the grounds that that Council Member's removal is in the best interests of the Society.

45.2 A resolution under clause 45.1.6 or 45.1.7 shall be valid only if:

- 45.2.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for that Council Member's removal is to be proposed;
- 45.2.2 the Charity Trustee 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
- 45.2.3 at least three quarters (to the nearest round number) of the Council Members then in office or of the Members (as the case may be) vote in favour of the resolution.

46 Register of Charity Trustees

Council must keep a register of Council Members, setting out

- 46.1 for each current Council Member:
 - 46.1.1 that Council Member's full name and address; the date on which that Council Member was appointed as a Council Member; and
 - 46.1.2 any office held by him in the Society;
- 46.2 for each former Council Member - for at least 6 years from the date on which such Council Member ceased to be a Council Member:
 - 46.2.1 the name of the Council Member;
 - 46.2.2 any office held by him in the Society; and
 - 46.2.3 the date on which such Council Member ceased to be a Council Member.
- 46.3 The Council must ensure that the register of Council Member is updated within 28 days of any change:
 - 46.3.1 which arises from a resolution of the Council; or
 - 46.3.2 which is notified to the Society.

- 46.4 If any person requests a copy of the register of Council Members, the Council must ensure that a copy is supplied to him within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the Society, the Council may provide a copy which has the addresses blanked out - if the Society is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

47 Powers of the Council

- 47.1 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.
- 47.2 A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

COUNCIL MEMBERS' DUTIES

48 General Duties

- 48.1 Each of Council Members has a duty, in exercising functions as a Council Member, to act in the interests of the Society; and, in particular, must:
- 48.1.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
 - 48.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 48.1.3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - 48.1.3.1 put the interests of the Society before that of the other party;
 - 48.1.3.2 where any other duty prevents him from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question; and
 - 48.1.4 ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Act.
- 48.2 In addition to the duties outlined in clause 48.1, all of the Council Members must take such steps as are reasonably practicable for the purpose of ensuring:
- 48.2.1 that any breach of any of those duties by a Council Member is corrected by the Council Members concerned and not repeated; and
 - 48.2.2 that any Council Members who has been in serious and persistent breach of those duties is removed as a trustee.
- 48.3 Provided a Council Members has declared the Council Member's interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a Council Members will not be debarred from entering into an arrangement with the Society in which that Council Member has a personal interest; and (subject to clause 51.1 and to the provisions relating to remuneration for services

contained in the Act) that Council Member may retain any personal benefit which arises from that arrangement.

- 48.4 No Council Members 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 that Council Member's duties as a Council Member.
- 48.5 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. All members of Selection, Hanging and Arranging and Professional Members Committees shall be entitled to reimbursement of reasonable travel expenses incurred in the execution of their committee duties.
- 48.6 Any Member undertaking work connected with special Society projects where funding has been obtained from outside sources, shall be entitled to fair and agreed remuneration for this work. This shall also apply to members of Council and to the President or any Office Bearers.
- 48.7 Should any Member of the Society, including the President or any Council Member, wish to undertake activities or research into projects etc. for which they would like the Society to bear any financial responsibility, should the anticipated expense exceed the amount of £150, the Member must make a formal written or electronic application to Council for approval of undertaking such activities. The application must include a budget and details of benefits to be gained by the Society from its support of such activities. No expense beyond the base figure of £150 will be covered by the Society without such application and approval by the President and Council. Any figure requested below £150 shall be made verbally to and considered at Council meetings and voted on accordingly.

49 **Code of Conduct for Council Members**

- 49.1 Each of the Council Members shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Council from time to time.
- 49.2 The code of conduct referred to in clause 49.1 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 Act; and all relevant provisions of this Constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY COUNCIL MEMBERS

50 **Notice of Council Meetings**

- 50.1 Any Council Member may call a meeting of the Council.
- 50.2 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.

51 **Procedure at Council Meetings**

- 51.1 No valid decisions can be taken at a Council meeting unless a quorum is present; the quorum for Council meetings is two thirds of all Council Members.
- 51.2 If at any time the number of Council Members in office falls below the number stated as the quorum in clause 51.1, the remaining Council Members will have power to fill the vacancies or call a Members' meeting - but will not be able to take any other valid decisions.

- 51.3 The President should act as chairperson of each Council meeting. If the President 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.
- 51.4 Every Council Member has one vote, which must be given personally.
- 51.5 All decisions at Council meetings will be made by majority vote.
- 51.6 The Council may, at its discretion, allow any person to attend and speak at a Council meeting notwithstanding that such Council Member is not a Council Member - but on the basis that such Council Member must not participate in decision-making.
- 51.7 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 such Council Member has a personal interest or duty which conflicts (or may conflict) with the interests of the Society; such Council Member must withdraw from the meeting while an item of that nature is being dealt with.
- 51.8 For the purposes of clause 51.7:
- 51.8.1 an interest held by an individual who is **connected** with the Council Member under section 68(2) of the Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Council Member; and
- 51.8.2 a Council Member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which that Council Member is an employee, director, Member of the management committee, officer or elected representative has an interest in that matter.

52 Minutes

- 52.1 Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees.
- 52.2 The minutes to be kept under clause 52.2 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

53 Operation of Accounts

- 53.1 Subject to clause 53.2, the signatures of two out of three 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.
- 53.2 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 consistent with the approach reflected in clause 53.1.

54 Accounting Records and Annual Accounts

- 54.1 Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 54.2 Council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Council

consider that an audit would be appropriate for some other reason), Council should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

55 **Winding-Up**

- 55.1 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 Act.
- 55.2 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.

56 **Alterations to the Constitution**

- 56.1 This Constitution may (subject to clause 56.2) be altered by resolution of Members of the Society passed at a Members' meeting (subject to achieving the three quarters majority referred to in clause 24.3) or by way of a written resolution of the Members.
- 56.2 The Act prohibits taking certain steps without the consent of the Office of the Scottish Charity Regulator (OSCR).