

EDINBURGH PHOTOGRAPHIC SOCIETY

(FOUNDED 1861)

**AFFILIATED TO THE SCOTTISH PHOTOGRAPHIC FEDERATION
AND THE PHOTOGRAPHIC ALLIANCE OF GREAT BRITAIN**

CONSTITUTION

GENERAL

Type of Organisation

The organisation is a Scottish Charitable Incorporated Organisation (SCIO), with registration number SC017042.

Principal Office

The principal office of the organisation is at 68, Great King Street, Edinburgh, EH3 6QU.

Name

The name of the organisation is the "Edinburgh Photographic Society" (the "Society").

PURPOSE AND ACTIVITIES

Purpose

The purpose of the Society is to promote the study, awareness, appreciation and practice of the art, science and applications of photography amongst members of the Society and the general public.

Activities

To achieve the above purpose, the Society is entitled:

- (a) To hold meetings of the Society for reading and discussing communications bearing upon photographic art and science or the applications thereof, or upon subjects relating thereto.
- (b) To hold lectures, demonstrations, talks, courses and conferences open to members of the Society and to members of the Edinburgh and wider community either in person or online
- (c) To hold and promote exhibitions of an international, national or local character of photographs and pictures produced by photography or any process akin thereto, or of photographic equipment or apparatus.
- (d) To maintain a library of books, pamphlets, journals, magazines, manuscripts and photographs relating to the art or science of photography.
- (e) To assist other bodies of an educational nature in Edinburgh and the wider community by the provision of lectures or demonstrations or by lending equipment, books, journals, magazines, manuscripts and photographs.
- (f) To provide equipment and premises for the carrying out of these activities.
- (g) To provide assistance by way of grants, equipment or otherwise for research into any aspect of the art or science of photography.
- (h) To make reasonable charges to members of the Society, members of the public, bodies of an educational nature and others in connection with carrying out the purpose of the Society.

GENERAL STRUCTURE

The structure of the Society consists of:

- (a) The MEMBERS - who have the right to attend members' meetings (including all General Meetings) and have certain powers as defined in this constitution. The members appoint people to serve on the Council. They also take decisions on any changes to the constitution.
- (b) All or any of the members may participate in general meetings and the Annual General Meeting by means of electronic communication provided that throughout the meeting all persons participating are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting.
- (c) The COUNCIL – which holds regular meetings and generally controls the activities of the Society. The Council is responsible for monitoring and controlling the financial position of the Society and has responsibility for the management of the Society's property.
- (d) The TRUSTEES – who are appointed by members on an ex-officio basis. The Trustees are those members of Council occupying defined office bearer positions. The officers who are appointed Trustees are the Immediate Past President, President, Senior Vice-President, Junior Vice-President, Secretary and Treasurer. It is a duty of the Trustees to ensure that the Society meets all its legal and financial obligations. In all decision making, Trustees must operate within the context of and as members of the Council. In any question of doubt the decision of the Trustees will be binding.

The Society's financial year will commence on 1st September each year and Trustees and other Office bearers elected at the Previous AGM will take up office on this date (i.e. at the commencement of the next financial year).

POWERS

The Society has power to do anything that may be necessary, incidental or conducive to the attainment of the above purpose.

Amalgamation and Affiliation

The Society may amalgamate or affiliate with any other Society or Societies by resolution in a General Meeting, provided that this is consistent with the requirements for a SCIO.

Restrictions

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 purpose. The Society may reimburse a member's direct expenses when acting on behalf of the Society.

Members shall not use EPS rooms and equipment to fulfil paid commissions. The restriction does not apply to the sale of photographs taken or produced by EPS members within the EPS studio or darkroom

Property and Assets

The Society may purchase or dispose of property or equipment for the furtherance of its purpose. The whole property and assets of the Society are vested in the Trustees, any four being a quorum. On resolution of the Council, the said Trustees will have the power to borrow on security of the whole or any part of the said property and assets or to sell such property or assets, but power to sell the heritable properties of the Society or to borrow money on security of them will only be exercised in accordance with a resolution duly passed by a majority of members attending and voting at a General Meeting. The terms of such resolution will be evidenced by an excerpt from the minutes setting forth the terms of the resolution and the place and date of the meeting, said excerpt being duly certified by the President, Secretary and three members (other than office bearers) present at the meeting at which such resolution is passed.

LIABILITIES

Liability of the Society

The Society has no liability for injury to individuals caused by their own negligence while on the premises. The Society has no liability for loss of or damage to personal property brought on to the premises, unless such property is brought on to the premises at the request of the Society.

Liability of Trustees, Council and Members

The Trustees, Council and 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 liable.

Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and the above clause 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.

THE MEMBERS

Membership Eligibility

Membership of the Society is open to anyone aged 15 or over. Anyone under the age of 18 will be enrolled as a Junior Member and will have limited privileges.

Classes of Membership

The Society is composed of Honorary, Life, Ordinary, Country, Student, and Junior

Members. Honorary Members, Presidents and Vice-Presidents

Honorary Members are such persons as may be proposed by the Council and approved by a General

Meeting of the Society. They are entitled to all the privileges of membership covered by normal subscriptions and fees payable to the Society, with the exception of the free use of lockers.

The Society in a General Meeting may appoint Honorary Presidents and Honorary Vice-Presidents of the Society. They are entitled to all the privileges of membership covered by normal subscriptions and fees payable to the Society, with the exception of the free use of lockers.

Life Members

Any Member, on payment of the current Life Membership subscription and subject to approval by the Council, may become a Life Member of the Society. They are entitled to all the privileges of membership covered by normal subscriptions and fees payable to the Society, with the exception of the free use of lockers.

Ordinary Members

Ordinary Members are entitled to all privileges of membership on payment of current subscriptions and fees.

Country Members

Country Members are those residents outside a radius of twenty-five miles from the Society's premises. They are entitled to receive the publications of the Society and to attend all meetings. They may submit entries to the Society's competitions and exhibitions. They may also obtain access to the Society's Library and for such purpose may obtain keys to the premises under the same conditions as Ordinary Members.

They are not entitled to vote at the Annual General Meetings (AGM). Nor Special General Meeting (SGM).

They are entitled to use the Darkroom equipment in full as well as Studio facilities, also to enjoy any other privileges of membership subject to paying the appropriate full fee as shown in the Annual Subscriptions listing for such facilities.

Student Members

Student members must be undertaking a full time course at a University, College of Further Education or similar educational establishment at the time of joining or renewing their membership. They are entitled to all privileges of membership on payment of current subscriptions and fees. Student members are required to produce upon application for membership or annual renewal thereof, their matriculation card or other acceptable evidence as verification of their eligibility to this category of membership. When their eligibility to student membership ceases, they must intimate this to Council at the next renewal date and thereafter may be admitted by Council to ordinary membership of the Society, without further application by them.

Junior Members

Junior Members must be over the age of 15 and under the age of 18 at the time of joining. They are entitled to receive the publications of the Society and to attend all meetings. They may submit entries to the Society's competitions and exhibitions, but they are not entitled to vote at General Meetings or to have keys to the premises. They are not entitled to use the darkrooms or enlargers or studio, unless with special permission from the Secretary, when they may do so only when accompanied by an adult member who will be responsible for the safety of the Junior member and all equipment used. Junior members do not enjoy any other privileges of membership except those that may from time to time be determined by the Council.

Application for Membership

A form of application for membership is provided by the Society for anyone wishing to join the Society. On completion of the application form and payment of relevant subscriptions and fees, the Secretary or other delegated officer approved by Council may admit the applicant to membership forthwith or remit the application for consideration to Council who will grant or refuse the application, at its discretion.

If asked to consider an application, the Council must notify the applicant promptly of its decision (in writing or by e-mail) on whether or not to admit him/her to membership. If membership is refused, Council will ensure that all monies paid are reimbursed.

Membership Subscriptions

The Society determines rates for all annual subscriptions and fees for the forthcoming financial year at each Annual General Meeting. At this meeting, it also sets the initial enrolment fee, rates of subscription for Life Membership and reduced subscription rates for Joint Membership for spouses/civil partners, including for spouses/civil partners of Honorary or Life Members.

Subscriptions are payable on admission, and thereafter at the commencement of each financial year on 1st September. Members joining after 1st January pay one half of the membership subscription for the current financial year but pay facilities fees for the full year and the full initial enrolment fee.

Resignation from Membership

Any person who wants to resign from membership must give a written notice of resignation to the Society, signed by him/her. He/she will cease to be a member from the time when the notice is received by the Society.

Members may resign at any time, but resignation does not relieve a member of liability for the subscription due for the current financial year or for arrears. In the event of a member's subscription remaining unpaid for two months after it becomes due, the Council, after giving one month's notice, may at its discretion remove from the membership roll the name of any member whose subscription is three or more months in arrears, without prejudice to the Society's right to recover all subscriptions and fees due by such member. A member whose subscription lapses for a period not exceeding one financial year may rejoin without being liable for the initial enrolment fee.

A member may not transfer membership of the Society to another person.

Register of Members

The Council must keep a register of members, setting out for each member:

- His/her full name and address, telephone number and e-mail address.
- The date on which he/she was registered as a member of the Society
- The date on which he/she ceased to be a member

This register must also include these details for former members for at least six years from the date when they ceased to be a member. The Council will ensure that the register of members is updated within one month of any change.

If a member or Trustee of the Society requests a copy of the register of members, the Council must ensure that a copy is supplied to him/her within one month, providing the request is reasonable. If the request is made by a member (other than a Trustee), the Council may provide a copy that has addresses, telephone numbers and e-mail addresses blanked out.

Expulsion of a Member

Permanent Expulsion

The Council has power to expel any member who persistently or seriously offends against the rules of the Society or whose conduct, in the opinion of the Council, renders such member unfit for membership of the Society. Before any member is expelled, the Secretary will give to such member a minimum of seven days' notice in writing to attend a meeting of the Council and will inform the member of the complaint(s) made against him or her. No member will be expelled unless they have first had an opportunity of appearing before the Council to answer the complaints made against him or her. At least two thirds of the Council then present must vote in favour of expulsion.

Any member aggrieved by the decision of the Council to expel him or her may, within 14 days of the decision, give written notice to the Secretary of the Society that he or she wants the issue referred to a Special General Meeting of the Society.

On receipt of such notice, a Special General Meeting (SGM) will be convened as soon as practicable (but not sooner than 14 days or later than 28 days after the receipt of the notice) and the decision to expel the member will have no effect unless confirmed by a majority of those attending and voting at the SGM. In the event that a member expelled by a decision of the Council refers the issue to an SGM, it will be in the power of the Council to suspend such member from the rights and privileges of membership until such SGM is held.

At least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion. The member concerned will be entitled to speak on the resolution at the SGM at which the resolution is proposed.

Any member upon expulsion will forfeit all right and claim upon the Society and its property and funds.

Temporary Expulsion

Any Council Member or member of the House Committee who is of the opinion that the continued presence on the premises of any member of the Society is likely to be materially detrimental to the Society or other members may ask that member to leave the premises forthwith.

The member subject to such a temporary expulsion must comply and must also surrender any key which allows access to the premises. Such member will be entitled to the return of the key unless its withdrawal is ratified by at least two office bearers of the Society within seventy-two hours of its surrender. If the withdrawal is ratified, the member will be suspended from the rights and privileges of membership until the next Council meeting when the suspension will be lifted unless the Council then determine to initiate permanent expulsion proceedings against the member.

THE COUNCIL

The management of the Society is vested in a Council elected from Honorary, Life and Ordinary Members. The period of office for Council members newly elected at an AGM will commence at the start of the following society year on 1st September. The council may meet whenever necessary but there must be a minimum of one meeting per calendar quarter.

Powers of the Council

The Council has the power to implement programmes and projects aimed at fulfilling the Society's purpose and/or for the benefit of members. The Council may also introduce rules for the operation of the Society and its facilities.

Except where this constitution states otherwise, the Council manages the Society, its assets and its operations. A meeting of the Council at which a quorum is present may exercise all powers of the Society exercisable by the Council.

The members may, by way of a resolution passed at a General Meeting and with a two-thirds majority, direct the Council to take any particular step or direct the Council not to take any particular step. The Council must give effect to any such direction accordingly.

Council Members

The Council consists of:

- (1) The Trustees, namely, the Immediate Past President, President the Senior and Junior Vice- Presidents, Secretary, Treasurer and any Trustees not already appointed to the Council.
- (2) Other office bearers, namely the International Exhibition Secretary, the Webmaster and the Convener of the House Committee.
- (3) Up to twelve Council Members who will hold office for three years. At each Annual General Meeting the Council Members who have served on the Council for a period of three years will retire and they will not be eligible for re-election as Council Members at that meeting and will not be eligible for nomination and election as Council Members until the following Annual General Meeting.

The Council may co-opt one or more members to fill any vacancies arising during the year. Office bearers and Council Members so co-opted will, (subject in the case of Council Members to confirmation at the next Annual General Meeting) continue in office until the expiry of the period of office for which the office bearers or Council Members whose places they take had been elected. They will be eligible for re-election at the end of that period.

The Council has powers to co-opt up to three extra members to Council for a period not exceeding one year. These co-opted members may have been Council Members at any time previously.

Eligibility

A person is not eligible for election or appointment as a Council Member unless he/she is a member of the Society. A person is not eligible for election or appointment as a Council Member if he/she is disqualified from being appointed to such a role under the Charities and Trustee Investment (Scotland) Act 2005 or is an employee of the Society.

Procedure at Council Meetings

No valid decisions can be taken at a Council meeting unless a quorum is present. The quorum for Council meetings is 10 Council Members, including three Trustees, present in person.

If at any time the number of Council Members or Trustees in office falls below the number stated as the quorum, the remaining Council Members and Trustee(s) have power to fill the vacancies or call a General Meeting to fill the vacancies but are not able to take any other valid decisions.

The President of the Society or another Trustee will act as chairman of each Council meeting. If the President or appointed chairman is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairman of that meeting.

All decisions at Council meetings are made by majority vote. Every Council Member has one vote, which must be given personally. If there are an equal number of votes for and against any resolution, the chairman of the meeting is entitled to a second (casting) vote. For decisions relating to the legal and financial obligations of the Society, the Council's decision will not apply if opposed by a majority of the Trustees present.

The Council may, at its discretion, allow any person who is not a Council Member to attend and speak at a Council meeting but on the basis that he/she must not participate in decision-making.

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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Society. He/she must withdraw from the meeting while an item of that nature is being dealt with.

A Council Member is deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

For the purposes of the above clause, an interest held by an individual who is "connected" with the Council Member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) is deemed to be held by that Council Member.

Minutes

The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees. These minutes must include the names of those present; and (as far as possible) should be signed by the chairman and the person preparing the minutes.

Appointment of Sub-committees

The Council may appoint sub-committees, whether of their own number or other members of the Society, and delegate to them such powers as they see fit. A sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees.

The Council may also delegate to the chairman of the sub-committee (or the holder of any other post) such of their powers as they may consider appropriate but, when delegating powers, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council). Any delegation of powers may be revoked or altered by the Council at any time.

The Council may set the rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee. The Council may also pass byelaws and rules affecting the work of such sub-committees and alter and amend the same from time to time.

THE TRUSTEES

Number of Trustees

The maximum number of Trustees is seven. The minimum number of Trustees is six. Unless otherwise decided at a General Meeting, the Trustees will consist of the Immediate Past President, President, the two Vice-Presidents, the Secretary, the Treasurer plus any other member appointed by members at a General Meeting.

Eligibility

A person will not be eligible for election or appointment as a Trustee unless he/she is a member of the Society. A person will not be eligible for election or appointment as a Trustee if he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or is an employee of the Society.

Election, Retiral and Re-election of Trustees

At each Annual General Meeting (AGM), the members may elect any member to be an office bearer who is designated as a Trustee on an ex-officio basis. The Council may at any time appoint any other member to be a Trustee and this person will also be appointed as a Council Member.

At each AGM, all of the Trustees must retire from office - but may then be re-elected.

A Trustee retiring at an AGM will be deemed to have been re-elected unless:

- He/she advises the Council prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Trustee; or
- An election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- A resolution for the re-election of that Trustee was put to the AGM and was not carried.

Termination of Office

A Trustee will automatically cease to hold office if: -

- He/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- He/she ceases to be a member of the Society;
- He/she becomes an employee of the Society;
- He/she gives the Society a notice of resignation, signed by him/her;
- He/she is absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove him/her from office;
- He/she becomes incapable for medical reasons of carrying out his/her duties as a Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- He/she is not re-elected to an office bearer position, which includes a position as a Trustee on an ex-officio basis.
- He/she is removed from office by resolution of the Council on the grounds that he/she is considered to have committed a material breach of the code of conduct for Trustees;
- He/she is removed from office by resolution of the Council on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- He/she is removed from office by a resolution of members passed at a General

Meeting. Such a resolution by the Council or by members will be valid only if:

- The Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- The 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
- At least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

Register of Trustees

The Council will keep a register of Trustees. For each current Trustee this will show:

- His/her full name, address, telephone number and e-mail address;
- The date on which he/she was appointed as a Trustee; and
- Details (with dates) of any office held by him/her in the Society.

For each former Trustee, the register will show:

- The name of the Trustee;
- The date on which he/she was appointed as a Trustee;
- Details (with dates) of any office held by him/her in the Society; and
- The date on which he/she ceased to be a Trustee.

This record will be retained for at least six years from the date he/she ceased to be a Trustee.

The Council must ensure that the register of Trustees is updated within 28 days of any change, which arises from a resolution of the Council, a resolution passed by the members of the Society or is notified to the Society.

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

General Duties of Trustees

Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interests of the Society; and, in particular:

- Must seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purpose;
- Must act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of other people;
- In circumstances giving rise to the possibility of a conflict of interest between the Society and any other party, must put the interests of the Society before that of the other party;
- Must ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005;
- Where any other duty prevents him/her from fulfilling the above duties, must disclose the conflicting interest to the Council and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question.

In addition to the duties outlined above, all the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- That any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
- That any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a Trustee will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest; and (subject to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

No Trustee may serve as an employee (full time or part time) of the Society; and no Trustee may be given any remuneration by the Society for carrying out his/her duties as a Trustee. The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

Code of Conduct for Trustees

Each of the Trustees must comply with any code of conduct (including detailed rules on conflict of interest) prescribed by the Council from time to time. This code of conduct will be supplemental to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005. All relevant provisions of this constitution will be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

THE HOUSE COMMITTEE

In the management of the care and maintenance of the Society's property and equipment, the Council has the assistance of a House Committee. The House Committee consists of the Convener, the Treasurer and the Curator, ex officio, and such other members of the Society as the Convener may consider desirable subject to the approval of the Council. The members of this Committee retire at the end of April each year but are immediately eligible for re-appointment. The Council delegates to the Convener such powers as may in the opinion of the Council be necessary for the proper fulfilment of the duties of the House Committee.

DUTIES OF OFFICE BEARERS

President

All meetings of the Council and General Meetings will be chaired by the President, whom failing one of the Vice-Presidents or another Trustee present. The chairman will have a casting vote in addition to his deliberative vote.

The President will represent the Society at all external meetings and events or appoint a suitable stand-in where appropriate. It is a responsibility of the Senior and Junior Vice-presidents to provide this support as required.

Secretary

The Secretary will conduct the general secretarial business of the Society with such assistance as the Council may from time to time arrange.

Treasurer

The Treasurer, with such assistance as Council may from time to time arrange, will collect all moneys due to the Society, and, with the sanction of the Council, will pay all moneys due by the Society. The Society's funds will be lodged in a bank or other savings institution in the name of the Society.

At each meeting of the Council, the Treasurer will present an up to date statement of the Society's financial position.

At the close of each financial year, the Treasurer will prepare the annual accounts of the Society for presentation at the AGM, after completion and examination by the Independent Examiner of the Society.

The Treasurer will complete and submit the Annual Return to OSCR and/or such other body as is required by government legislation.

Curator

The Curator will exercise control over all possessions of historical interest in the Society's keeping.

Exhibition Secretary

The Exhibition Secretary will take charge of the business of his/her committee, arrange for itemised accounts to be kept and approved and ensure that all proceeds are paid into the Society's main account at the end of each financial year.

Convener of the House Committee

The Convener of the House Committee will preside as chairman at all House Committee meetings. In the absence of the Convener, the committee will appoint another member of the committee as chairman.

Webmaster

The Webmaster will be responsible for the presentation and maintenance of the Society's website. He/she will have authority to moderate any item suggested by members for inclusion on the site, after consultation with Council if it is deemed appropriate.

GENERAL MEETINGS OF SOCIETY MEMBERS

The Council must arrange an Annual General Meeting (AGM) of members. The Council may also call a Special General Meeting (SGM) of members at any time. Together, AGMs and SGMs are referred to as General Meetings in this document.

Power to Request the Council to Arrange a Special General Meeting

The Council must arrange an SGM if requested to do so by one or more notices, signed by 12 or more members of the Society and lodged with the Secretary, providing:

- Each notice states the purposes for which the meeting is to be held; and
- Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

If the Council receives such a notice, the date for the meeting, which is arranged in accordance with the notice, must not be sooner than 14 clear days and not later than 28 clear days from the date on which the Council received the notice.

Notice of General Meetings

At least 14 clear days' notice will be given of any AGM or SGM. The notice calling a General Meeting will specify what business is to be dealt with at the meeting. In the case of a resolution to alter the constitution, the notice must set out the exact terms of the proposed alteration(s); or in the case of any other resolution requiring a two-thirds majority must set out the exact terms of the resolution.

The reference to "clear days" in the clauses above will be taken to mean that, in calculating the period of notice, the day after the notices are posted (or sent by e-mail) should be excluded and the day of the meeting itself should also be excluded.

Notice of any General Meeting must be given to all members of the Society and all Trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting. An omission to notify any Trustees will invalidate the proceedings of the meeting.

Any notice, which requires to be given to a member under this constitution, must be sent by post to the member at the address last notified by him/her to the Society or sent by e-mail to the member, at the e-mail address last notified by him/her to the Society.

Annual General Meeting

The Council must arrange an AGM in each calendar year following the year of formation. Where possible, the AGM will be held on such date in April (or thereabouts) as the Council may direct and this date will be published in the syllabus. The gap between one AGM and the next must not be longer than 15 months.

The Business of the Annual General Meeting

The business of each AGM will include:

- A report by the chairman on the activities of the Society
- A presentation of the annual accounts of the Society for the previous financial year
- The election/re-election of Trustees, other Council Members and other office bearers
- Appointment of an Independent Examiner of Accounts

Election of Trustees and Members of Council

Candidates for positions as office bearers and Council Members must be proposed and seconded in writing to the Secretary not less than two weeks before the AGM. If the number of candidates exceeds the number of vacancies, an election will be held by ballot at the AGM. Members will be asked to confirm the appointment or re-appointment of Trustees and any Trustee not so appointed will immediately cease to act in this capacity.

Appointment of an Independent Examiner of Accounts

An Independent Examiner of Accounts for the ensuing year will be appointed at the AGM. This Independent Examiner will be appointed in accordance with the requirements of the current Charities Accounts (Scotland) Regulations. The Independent Examiner's report on the accounts for the preceding year will be presented at the meeting. Any vacancy occurring in the office of Independent Examiner during the year will be filled by an appointment by the Council.

Procedure at General Meetings

No valid decisions can be taken at any General Meeting unless a quorum is present. The quorum for a General Meeting will be 30 voting members, present in person.

If a quorum is not present within 15 minutes after the time at which a General Meeting was due to start - or if a quorum ceases to be present during a General 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.

The President of the Society will act as chairman of each General Meeting or appoint another Trustee present as an alternative chairman. If the President or appointed chairman of the meeting is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairman of that meeting.

Voting at General Meetings

Every member has one vote, which must be given personally. All decisions at General Meetings will be made by majority vote, with the exception of the following resolutions, which will be valid only if passed by not less than two thirds of those voting on the resolution:

- A resolution amending the constitution;
- A resolution expelling a person from membership;
- A resolution directing the Council to take any particular step (or directing the Council not to take any particular step);
- 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);
- 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);
- A resolution for the winding up or dissolution of the Society.

Chairman's Casting Vote

For decisions requiring a simple majority vote, if there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a second (casting) vote.

Voting Procedure

A resolution put to the vote at a General Meeting will be decided on a show of hands, unless the chairman (or at least two other members present at the meeting) ask for a secret ballot.

The chairman will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Minutes

The Council must ensure that proper minutes are kept in relation to all General Meetings.

Minutes of General Meetings must include the names of those present and must be signed as a correct record of the meeting by the person preparing the minutes and the chairman of the meeting.

The Council will make copies of the minutes available to any member requesting them.

APPROVED GROUPS OF MEMBERS

Approved groups of members may address particular specialist interests within the Society or may undertake specific activities on behalf of members. Any group of members of the Society, which has made provisions that, in the opinion of the Council, are satisfactory for the election or appointment of a secretary of the group, may be approved by resolution of the Council, and thereupon will be an approved group of members of the Society.

An approved group of members will cease to be such if the approval is at any time withdrawn by resolution of the Council.

SOCIETY'S FUNDS

The Society's funds must be held in appropriate accounts of financial institutions in the U.K., which have been granted the relevant licence by the Bank of England. The Council must approve all changes to the selected accounts. The Council also has power to invest any surplus funds of the

Society in any investment which falls within the definition of either "narrower range investments" or "wider range investments" in terms of the Trustee Investments Act 1961 as amended by the Charities (Trustee Investments Act 1961) Order 1995. In this context "surplus funds" mean such funds as

are not required to meet liabilities currently due plus such reserve as the Council consider appropriate and prudent to cover future liabilities and accrued charges.

The signatures of two signatories appointed by the Council are required in relation to all operations on the main accounts held by the Society (other than the lodging of funds) with a value above £500 (Five Hundred Pounds). Operations with a value of £500 or less require one signature. All these signatories must be Trustees.

Transactions on all other accounts, including the use of electronic facilities for the operation of any account, must be restricted to transfers from or to the Society's current account.

Accounting records and annual accounts

The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

The 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), the Council must ensure that an audit of the accounts is carried out by a qualified auditor.

GUESTS

No non-members are allowed access to the Society's premises except on such occasions and for such purposes (including attendance at public meetings, or public lectures and public exhibitions) as the Council may specifically permit, or if introduced and accompanied by a member of the Society.

However, non-members are not permitted access to the darkrooms without the permission of the Secretary (or other official authorised by the Council to grant such permission) nor will they be permitted access to such other parts of the premises as may from time to time be declared by the Council to be inaccessible to non-members.

No member may introduce as a guest to the premises any former member who has been expelled from the Society nor any member under suspension from the rights and privileges of membership unless such prohibition is waived by the Council.

Non-members are not entitled to the use of Darkroom, Digital or Studio facilities unless with the special permission of the Council.

Any Council Member or member of the House Committee who considers that the continued presence of a non-member within the premises may be detrimental to the security of the premises or the property therein or otherwise detrimental to the Society or its activities may ask such non-member to leave without ascribing a reason and such non-member will thereafter have no entitlement to continue to remain on the premises. Any exercise of such power by a member of the Council or of the House Committee will be reported by such member to the Council as soon as practicable, with the reasons for the exercise of the power.

MISCELLANEOUS

Winding-up

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 Charities and Trustee Investment (Scotland) Act 2005.

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 purpose of the Society as set out in this constitution.

Alterations to the Constitution

This Constitution will not be altered except at a General Meeting of the Society. Any alterations proposed to the Constitution, and any motion proposing an alteration of the existing status of the Society, must be intimated to the Secretary in writing, and posted on the notice board for a minimum of 28 days preceding the meeting at which the alteration is to be submitted. All alterations must be approved by a majority of two-thirds of the members present and voting at such a General Meeting. The chairman or any two or more members present may require any vote at such a meeting to be taken by secret ballot.

The Society will recognise that the Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purpose, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

- any statutory provision which adds to, modifies or replaces that Act; and
- any statutory instrument issued in pursuance of that Act or in pursuance of any related statutory provision.

In this constitution:

- All references to “chairman” are not gender specific and apply equally to men and women acting in that role;
- “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 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;
- “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- “Trustee” means a “charity trustee” within the meaning of the Charities and Trustee Investment (Scotland) Act 2005.

END

April 2021
Martin Ashford
Treasurer