



DOROTHY DUNNETT SOCIETY

CONSTITUTION

1 Type of organisation

- 1.1** The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation.

2 Name, Principal Office and Aims of the Society

- 2.1** The name of the organisation is the “Dorothy Dunnett Society”.
- 2.2** The principal office of the Society is in Scotland and shall remain in Scotland.
- 2.3** The Society may operate under the name “Dorothy Dunnett Readers’ Association” for any of its activities that it so chooses.
- 2.4** The Society shall seek to:
- a) Advance the education of the public concerning the history, politics, culture and religion of the 11th, 15th and 16th centuries by promoting the study of and research into such subjects generally and into such subjects particularly as they relate to the works of Dorothy Dunnett and to disseminate to the public the results of such research.
 - b) Foster the appreciation and recognition of the literary works of Dorothy Dunnett.
 - c) Ensure that the manuscripts, letters, reference materials and research papers of Dorothy Dunnett are preserved and are accessible.

3 Powers of the Society

- 3.1** In pursuance of the objects in Clause 2.4 the Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

4 General structure of the Society

- 4.1** The Society shall consist of:
- a) **ORDINARY MEMBERS** - who have the right to attend the General Meetings, to elect Charity Trustees, to serve on the Board if elected and to take decisions in relation to changes in the constitution.
 - b) **ASSOCIATE MEMBERS** who have the right to attend the General Meetings and to vote but not to serve as Charity Trustees.
 - c) **HONORARY MEMBERS** who have limited rights and responsibilities as laid down in Clause 5.6 of this constitution.

d) the **Board** - which shall hold regular meetings during the period between annual general meetings and generally control and supervise the activities of the Society; in particular the Board is responsible for monitoring and controlling the financial position of the Society. Members of the Board are the Charity Trustees of the Society.

5 Members

5.1 Liability of members

- 5.1.1 The members of the Society have no liability to pay any sums to help meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the Society is unable to meet its debts, the members will not be held responsible.
- 5.1.2 The members and charity trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005, (The 2005 Act) and clause 5.1.1 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.
- 5.2 Membership shall be open to any person or group interested in the objects of the Society on submission of an application for membership and the appropriate membership fee.
- 5.3 The Board may, at its discretion, refuse, or refuse to renew, membership, but this must be a unanimous decision of the Board. The applicant must be notified promptly in writing and any fee lodged with the Society returned. The excluded person shall have the right of appeal to the next General Meeting (GM).
- 5.4 No employee of the Society shall be eligible for membership. A member who becomes an employee of the Society shall automatically cease to be a member.
- 5.5 An Associate Membership may be taken out only in conjunction with a specified Ordinary Membership. Relevant notifications and communications for the Associate Member will normally take place via the associated Ordinary Member.
- 5.6 Honorary Memberships may be created from time to time. In each case memberships must be nominated by the Board and adopted by resolution of the GM. Such membership is intended to honour the recipient. The recipient will not have the rights or duties of an Ordinary Member, except as specified below:
 - a) They may attend the Annual General Meeting (AGM) and may speak by invitation of the chair.
 - b) They shall receive copies of the Society's magazine and all other notifications that an ordinary member shall receive.
 - c) They shall be required to pay no membership fee.
- 5.7 The Society may, from time to time, appoint an Honorary President by unanimous vote of the Board and by resolution of the AGM. The appointment will last from one AGM to the next, and may be renewed by the same process. This role will be held by an Ordinary Member of the Society who is not a member of the Board. The Honorary President will represent and promote the Society and will be expected to play a full part in the life of the Society. The Honorary President may attend and speak at Board meetings if invited, but will not vote and will not be a member of the Board.

- 5.8 Ordinary Members, Associate Members, Honorary Members and the Honorary President shall be bound by the aims and objects of the Society.
- 5.9 The Board shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership and the date on which they ceased to be a member.
- The Board shall ensure that the register is updated within 28 days of any change arising from:
- a) A resolution of the Board or passed by the members.
 - b) Notification to the Society.
- 5.10 If a member or Charity Trustee of the Society requests a copy of the register of members the Board must ensure that a copy is despatched to them within 28 days providing the request is reasonable. If the request is made by a member who is not a Charity Trustee of the Society, the Board may provide a copy which has the addresses redacted.
- 5.11 Any person who wishes to resign their membership must give written notice of withdrawal, and will not be entitled to a refund of any part of their membership fee.
- 5.12 Membership will lapse in the event of non-payment of the annual membership fee within three months of the due date providing the member has been given at least one written reminder. Associate Membership shall lapse if the associated Ordinary Membership lapses or is terminated.
- 5.13 A person may be expelled from membership by way of a resolution passed by not less than two-thirds of those present and voting at a General Meeting, providing:
- a) At least 21 days' notice of the intention to propose the resolution has been served on the member and the grounds for the proposed expulsion specified and
 - b) The member concerned is given the right to be heard at the meeting at which the resolution is proposed.
- 5.14 Membership of the organisation is not transferable by a member.

6 General Meetings

- 6.1 The Board shall convene an Annual General Meeting (AGM) in each year, at which the Chair and the Treasurer shall present their reports for review by the members.
- 6.2 Not more than 15 months shall elapse between one AGM and the next.
- 6.3 Special General Meetings (SGMs) may be convened by the Board at any time or on the request of the membership (see Clause 6.11).
- 6.4 At least 28 days' notice must be given by the Board of any AGM or SGM. The notice must indicate the nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposal. Notice of every General Meeting shall be given in writing to all members of the Society and to all members of the Board; such a notice may be given personally or be sent to the member at the address last intimated by them to the Society.

- 6.5 No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a General Meeting shall be 20 members present in person.
- 6.6 If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence - or, if during a meeting a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 6.7 The business of the AGM must include:
- 6.7.1 A report by the Chair on the activities of the Society
 - 6.7.2 Consideration of the annual accounts
 - 6.7.3 The election/re-election of Charity Trustees
- 6.8 The AGM shall review the Expenses Policy and the membership fees. The membership fees and expenses policy may be varied by way of a resolution to that effect.
- 6.9 Each Ordinary Member (whether a Trustee or not) or Associate Member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
- 6.10 If there is an equal number of votes for and against any resolution the Chair shall have the casting vote.
- 6.11 The Board must arrange an SGM if they are requested to do so by a notice (which may take the form of two or more notices in the same terms, each signed by one or more members) by members who together amount to 20% or more of the total membership of the Society at the time, providing:
- a) The notice states the purposes for which the meeting is to be held, and
 - b) Those purposes are not inconsistent with the terms of this constitution, The 2005 Act or any other statutory provision.
 - c) The matter is of a nature or urgency that must be managed before the next AGM. If it is not, then the Board may decide to address the matter within the next AGM.
 - d) The Board may add such other business to any SGM as it considers appropriate.
- 6.12 If an SGM is to be held under the terms of Clause 6.11, the date for the meeting must not be later than 56 days from the date on which the Board received the notice.

Minutes

- 6.13 The Board must ensure that proper minutes are kept in relation to the proceedings at all General Meetings and Board meetings.
- 6.14 Minutes of General Meetings must include the names of those present, and should be signed by the Chair of the meeting.
- 6.15 The Board shall make available copies of the minutes referred to in Clause 6.13 to any member of the public submitting a written request for them and will apply appropriate redaction in accordance with Data Protection and personal privacy.

7 The Board of Trustees

- 7.1 Members of the Board are the Charity Trustees for the Society.
- a) The maximum number of Charity Trustees shall be 8 and the minimum 4.
 - b) At each AGM Members may elect any Ordinary Member to be a Charity Trustee.
 - c) The Board may at any time appoint any eligible member to be a Charity Trustee in order to fill a vacancy on the Board.
 - d) At each AGM all of the Charity Trustees shall retire from office, but shall be eligible for re-election.
 - e) A person shall not be eligible to be a Charity Trustee unless they are a member of the Society.
- 7.2 The Charity Trustees shall, immediately after the AGM, elect from among themselves a chair, a secretary and a treasurer, who shall serve in these roles until the next AGM or such time as they give notice of retirement from that role or cease to be members of the Board or the Society
- 7.3 A Charity Trustee shall automatically cease to be a Trustee (and thus Board Member) if:
- a) They are disqualified from being a Charity Trustee under the 2005 Act
 - b) They become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to last for a period of more than six months
 - c) They cease to be a member of the Society
 - d) They resign the office of Trustee by notice to the Board
 - f) They are absent (without permission of the Board) from more than three consecutive meetings of the Board and the Board resolves to remove the Trustee from office.
- 7.4 The Board shall maintain a register of Charity Trustees, setting out the full name and address of each Charity Trustee, the date on which they became a Charity Trustee, and any office held in the Society, and the date on which they ceased to hold office. The register must be updated within 28 days of any change.
- 7.5 If any person requests a copy of the register of the Charity Trustees, the Board must ensure that a copy is despatched to them within 56 days providing the request is deemed to be reasonable. If the request is made by a person who is not a Charity Trustee of the Society, the Board may provide a copy which has the addresses redacted if the Board is satisfied that including the information is likely to jeopardise the safety or security of any person or premises.
- 7.6 **Charity Trustees – general duties**
- 7.6.1 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the organisation; and in particular, must:

- a) Seek, in good faith, to ensure that the Society acts in a manner which is in accordance with the purposes
- b) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- c) In circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - put the interests of the Society before that of the other party
 - and, where any other duty prevents them 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.
- d) Ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of The 2005 Act.

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

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

7.6.3 Provided they have declared their interest – and have not voted on the question of whether or not the Society should enter into the arrangement – a Charity Trustee will not be debarred from entering into an arrangement with the Society in which they have a personal interest; and (subject to Clause 7.6.4 below and to the provisions relating to the remuneration for services contained in The 2005 Act), they may retain any personal benefit which arises from that arrangement.

7.6.4 No Charity Trustee may serve as an employee (full-time or part-time) of the Society.

7.6.5 In accordance with Section 67 of The 2005 Act, no Charity Trustee will be given any remuneration by the Society for carrying out his/her duties as a Charity Trustee.

7.6.6 Notwithstanding Section 67 of The 2005 Act, the Society will pay reasonable expenses to Charity Trustees and members in respect of duties carried out in the furtherance of the aims and objectives of the Society and in accordance with the Expenses Policy approved by resolution at the AGM.

7.7 Any Charity Trustee may call a meeting of the Board or request the Secretary to call a meeting of the Board.

7.8 Decisions shall be made in a Board meeting by consensus or if there is no consensus by a majority vote. In the event that there is a vote and there is no majority the chair of the meeting shall have the casting vote.

7.9. A Charity Trustee must not vote at a meeting of the Board on any resolution which

relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Society and must withdraw from the meeting while an item of that nature is being dealt with.

- 7.10 For the purposes of Clause 7.9, an interest held by an individual who is “connected” with the Trustee under section 68(2) of The 2005 Act (e.g. husband/wife, partner, child, parent, sibling, grandchild) shall be deemed to be held by the trustee.
- 7.11 A Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he is an employee, director, member of the Board, officer or elected representative has an interest in that matter.
- 7.12 The minimum number of Charity Trustees required to be present for the Board meeting to be quorate shall be 3 and business may only be transacted if there is such a quorum.
- 7.13 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 7.14 If at any time the number of Charity Trustees falls below the number fixed as the quorum, the remaining Charity Trustees may act only for the purpose of filling vacancies or calling a general meeting.
- 7.15 The Board may, at its discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Board. Any such person shall not be entitled to vote.
- 7.16 The Board may delegate any of its powers to any sub-committee of one or more Charity Trustees and such other persons (if any) as the Board may determine; they may also delegate to the chair of the Society (or the holder of any other post) such of their powers as they may consider appropriate and accord with good governance.
- 7.17 Any delegation of powers under Clause 7.16 may be made subject to such conditions as the Board may impose and may be revoked or altered.
- 7.18 Under no circumstances can the Board delegate or abrogate any of the duties imposed on it by virtue of this constitution or The 2005 Act.

8 Annual Accounts

- 8.1 The Society shall maintain annual accounts which shall be independently examined and which shall be presented at the AGM for review by members.
- 8.2 The Board shall enter into a contract for services with an auditor or external examiner. The terms of this contract shall be reviewed annually by the Board.
- 8.3 The Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

9 Bank Accounts

9.1 A bank account (or bank accounts) shall be opened in the name of the Society. Cheques or electronic payments in excess of an amount agreed at an AGM shall require the signature (manual and electronic respectively) of two of the authorised signatories. This amount will remain in force until varied at a subsequent AGM. The authorised signatories shall be elected to this position annually by the Board and must be members of the Society.

10 Property

10.1 The title to all property vests in the organisation.

11 Dissolution

11.1 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 in The 2005 Act.

11.2 If a proposal by the Board to dissolve the Society is confirmed by a two-thirds majority of those present and voting at a general meeting, the Board shall have the power to dispose of any assets held by or on behalf of the Society; any assets remaining after satisfaction of any debts and liabilities of the Society shall be transferred to some other charitable body or bodies having objects similar to those of the Society; the identity of the body or bodies to which such assets are transferred shall be determined by the members at, or prior to, the time of dissolution.

11.3 For the avoidance of doubt, no part of the income or property of the Society shall (otherwise than in pursuance of the Society's charitable objects) be paid or transferred, directly or indirectly, to the members, either in the course of the Society's existence or on dissolution.

12 Constitutional Changes

12.1 The constitution may be altered by a resolution passed at a General Meeting by not less than two-thirds of those present and voting, providing due notice of the meeting and of the resolution is given in accordance with Clause 6.4 above.

12.2 No amendment to the constitution may be made if the effect would be that the Society would cease to be a charity.

13 Interpretation

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

- a) any statutory provision which adds to or modifies or replaces that Act, and
- b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 14.1 above.

13.2 In this constitution –

- a) "charity" means a body which is either a "Scottish Charity" within the meaning of Section 13 of the Charities and Trustee and Investment (Scotland) Act 2005 or a "charity" within the purposes of Section 1 of the Charities Act providing (in either case) that the objects are limited to charitable purposes.

- b) "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.
- c) "The Board of Trustees" and "The Board" are synonymous. All members of the Board are Trustees, and all Trustees are members of the Board.
- d) "In writing" shall include communication by email.
- e) In establishing a vote on any resolution or other decision, those members recording an abstention shall not be counted.
- f) Unless otherwise stated "Member" shall include Ordinary and Associate Members, but not Honorary members.