

# Constitution (Amended 2012)

## The Edinburgh Sutherland Association Constitution

Introductory provisions

### 1 The Association's Objectives

- (1) The Objectives of the Edinburgh Sutherland Association are to—
  - (a) give assistance where required to—
    - (i) natives of Sutherland,
    - (ii) other deserving persons to whom any category of Membership is open,
  - (b) aid the education of young natives of Sutherland,
  - (c) promote the culture of Sutherland (including its art, literature, music and language).
- (2) The Association may do anything that is conducive to the pursuance of its Objectives.

### 2 Key definitions etc.

- (1) The references in this document to the Edinburgh Sutherland Association (or the Association) are to that Association as instituted in 1866.
- (2) The references in this document to Sutherland are to the County of Sutherland as recognised on the appointed day for the purposes of the Land Register of Scotland.
- (3) The references in this document to a native of Sutherland are to a person—
  - (a) born or raised in Sutherland, or
  - (b) having a connection with Sutherland that is—
    - (i) familial or residential in another way, or
    - (ii) otherwise significant.
- (4) The provisions in this document—
  - (a) are for the continuing operation of the Association,
  - (b) come into force on the appointed day,
  - (c) supersede any equivalent provisions in force prior to the appointed day (in particular, those as from 6 June 1983).
- (5) The appointed day is 27 June 2012.

### 3 Alterations to this document

- (1) The provisions in this document may not be modified except by the approval of the Association at an AGM or SGM.
- (2) The Association's approval of a proposed modification requires the support of at least two-thirds of the Members of the Association who choose to vote at that Meeting (as voting is allowed by the applicable provisions in this document).
- (3) But the Association is not to consider the matter at that Meeting unless the proposed modification has been lodged with the Committee—
  - (a) by a Full Member of the Association, and
  - (b) at least one month in advance of that Meeting.
- (4) The references here to modification of provisions include amending, replacing or revoking them (wholly or partly).

Membership etc.

### 4 Membership of the Association

- (1) The categories of Member of the Association are—
  - (a) Full Member,

(b) Associate Member,

(c) Honorary Member.

(2) It is at the discretion of the Committee whether a person is to become or remain a Member of the Association (but this is subject to any provisions in this document about Membership of the Association).

## **5 Full Membership**

(1) Full Membership of the Association may be awarded to natives of Sutherland and their relatives (including spouses or partners).

(2) Full Membership may also be awarded to—

(a) an Associate Member (or anyone to whom Associate Membership is open),

(b) an Honorary member (or anyone to whom Honorary Membership is open),

if a nomination in favour of the award is made by a Full Member.

## **6 Associate Membership**

Associate Membership of the Association may be awarded to any person showing a keen interest in the Association.

## **7 Honorary Membership**

(1) Honorary Membership of the Association may be awarded to any person whom the Association considers deserving in recognition of services given to the Association.

(2) If such services have been given over a period of years, an Honorary Member may be awarded a position as an Honorary Office-Bearer.

(3) But there must not be more than three Honorary Office-Bearers at a time—

(a) an Honorary President,

(b) two Honorary Vice-Presidents.

## **8 Subscriptions and Roll**

(1) The Subscription rate for each category of Member of the Association is to be set (and administered) by the Association.

(2) For any category of Member, the Subscription may be set as a sum payable—

(a) annually, or

(b) once for life.

(3) But the Subscription may be waived in favour of any individual.

(4) The Association is to maintain a Roll of Members (with reference to each category of Membership).

Office-Bearers and the Committee

## **9 Office-Bearers of the Association**

(1) The Association is to have the following Executive Offices—

(a) the President,

(b) no more than two Vice-Presidents,

(c) the Secretary (or two joint Secretaries),

(d) the Treasurer (or two joint Treasurers).

(2) The Executive Officers of the Association are to be elected at an AGM or SGM of the Association.

(3) But—

(a) the office of Vice-President may be left vacant,

(b) the President or Vice-President may also hold the office of Secretary or Treasurer (or both).

(4) Every one of the Executive Officers is to stand down from office at each AGM.

(5) An Executive Officer—

(a) is allowed to stand down from office at any other time,

- (b) may be removed from office at a SGM.
- (6) A vacancy in any of the Executive Offices may be filled at a SGM.
- (7) An outgoing Executive Officer is always eligible for re-election.
- (8) Only a Full Member of the Association may be one of its Executive Officers.

#### **10 Committee of the Association**

- (1) There is to be a Committee of the Association with the following Committee Members—
  - (a) the Executive Officers of the Association,
  - (b) from among the other Members of the Association (within any category of Member), no more than 15 Ordinary Officers.
- (2) Each Ordinary Officer is to be elected or re-elected to the Committee Membership at an AGM of the Association.
- (3) An Ordinary Officer—
  - (a) is allowed to leave the Committee at any time,
  - (b) may be removed from the Committee at a SGM.
- (4) If a vacancy in the Committee's Membership arises between AGMs, the Committee may co-opt onto the Committee as an Ordinary Officer any Member of the Association (within any category of Member).
- (5) An Ordinary Officer so co-opted is to be regarded as if elected on the date of co-option.

#### **11 The Committee's functions**

- (1) The activities of the Association are to be performed in its name by the Committee.
- (2) The Committee—
  - (a) is to hold Committee Meetings from time to time for the disposal of its business,
  - (b) may—
    - (i) fix a quorum for its Meetings,
    - (ii) otherwise regulate its own procedure (subject to any clear rule to the contrary).
- (3) All Committee Members present at a Committee Meeting may participate equally in the proceedings, but—
  - (a) the President (or a Committee Member nominated by the President) is to chair the Meeting,
  - (b) the President (or such a Member) has a casting vote.
- (4) Except as otherwise provided for, decision-making by the Committee is to be by a simple majority of the Committee Members present at the relevant Committee Meeting.

#### **12 Delegation to sub-committees**

- (1) The Committee may appoint sub-Committees to which it may delegate business.
- (2) Except as otherwise provided for (including as respects the Committee), decision-making by a sub-Committee is to be by a simple majority of the sub-Committee Members present at the relevant sub-Committee Meeting.
- (3) But a decision taken by a sub-Committee is binding only if ratified by—
  - (a) the President, or
  - (b) the Committee.
- (4) Where ratified by the President, such a decision continues to have effect beyond the next Committee Meeting only if ratified additionally by the Committee at that Meeting.

The AGM & SGMs

#### **13 Annual Meeting**

- (1) An Annual General Meeting (AGM) of the Association is to be held annually on a date set from year-to-year by the Committee.
- (2) The Association must send 14 days advance notice of the AGM to all Members of the Association (within any category of Member).

- (3) To be dealt with at the AGM are—
  - (a) the election of—
    - (i) the Executive Officers of the Association,
    - (ii) the Ordinary Officers of the Committee,
  - (b) the appointment of an Auditor as an Honorary Member of the Association.
- (4) Also to be dealt with at the AGM are any other matters that have been intimated in the notice of the Meeting,
- (5) Voting at the AGM—
  - (a) is by Full Members of the Association only,
  - (b) may be signified in person or by proxy.
- (6) Except as otherwise provided for, decision-making by the Association at the AGM is to be by a simple majority of the Full Members so voting.

#### **14 Special Meeting**

- (1) A request may be made to the Association for a Special General Meeting (SGM) of the Association.
- (2) The request is valid only if it—
  - (a) has the support of at least 6 Members of the Association (within any category of Member),
  - (b) specifies the matters to be dealt with at the SGM.
- (3) An SGM is to be held within 21 days from the Association's receipt of a valid request for the Meeting.
- (4) The Association must send 14 days advance notice of an SGM to all Members of the Association (within any category of Member).
- (5) To be dealt with at a SGM are—
  - (a) the matters specified in the request for the Meeting,
  - (b) any related matters raised at the Meeting by a Member of the Association present (within any category of Member).
- (6) Voting at an SGM is as at the AGM.
- (7) Except as otherwise provided for, decision-making by the Association at an SGM is to be by a simple majority of the Full Members so voting.

#### Administration of funds

#### **15 Use of funds**

- (1) The Association's funds are to be—
  - (a) deposited at a bank whose headquarters are in Scotland, or
  - (b) with the Committee's agreement, invested or kept in some other way.
- (2) A payment from the funds requires to be backed by the signature of the President as well as that of the Treasurer (if a different person).
- (3) But no payment is to be made from the Association's funds without the Committee's authority.
- (4) The Committee may give its authority for the making of a payment—
  - (a) generally for all or any particular purposes (with or without exceptions), or
  - (b) specifically by reference to an individual matter.

#### **16 Giving financial help**

- (1) In pursuance of its objectives, the Association may give grants to any person or body.
- (2) An application for a grant is to be—
  - (a) made to the Association in writing,
  - (b) considered at the next Committee Meeting.
- (3) The giving of the grant is at the Committee's discretion.