



PERTSHIRE SOCIETY OF NATURAL SCIENCE

Scottish Charity No. SC 012718
Constitution and Rules

(approved by Members at the EGM 7pm Tuesday 13th July 2021)

(1) NAME: The Society shall be known as The Perthshire Society of Natural Science. Council, in agreement with the majority of the membership, may also use an operational name of a more contemporary nature with a wider appeal that is in keeping with the Objectives of the Society.

(2) STATUS: The Society is a charity registered in Scotland under Reference Number SC012718.

(3) OBJECTIVES: The Society's objectives are to advance the knowledge, understanding and appreciation of natural science, the natural and historic environment and related subjects, by means of meetings, lectures, excursions and other events and by the provision of books, maps and other materials for the use of its members and the wider community.

(4) POWERS: The Society has powers to achieve the Objectives, and manage the Society's business within terms of this Constitution, through an elected Council.

The Society may organize itself into Sections (as approved by Council), each representing particular interests compatible with the Objectives. Participation in all Section activities is open to all members of the Society, subject to subscription.

The Society will take out membership of similar organizations which are considered to be in the interests of and compatible with the objects of the Society. The Society will arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, and publications both material and virtual. The Society will borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate, and raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise. The Society will do all such other lawful things as are incidental or conducive to the attainment of the objectives.

(5) TRUSTEES: The members of the Council are the trustees. All property and funds belonging to the Society (except those which may be required by the Treasurer to meet current expenditure) shall be controlled on behalf of the Society by all the Trustees.

(6) COUNCIL: The business of the Society shall be regulated by an annually elected Council consisting of the Office Bearers of President, Vice President, Secretary, Treasurer; up to eight ordinary Councillors, to include at least one Councillor from each Section Committee; and the Past President of the Society. Councillors may delegate attendance at meetings to a member of the Society. Those so delegated will neither form part of a quorum nor have voting entitlement. Four members of Council shall form a quorum of whom one must be an Office Bearer. In the event of a split vote, the President, or stand in chairman, shall have the casting vote. The Council shall meet at least quarterly, either physically or virtually, and as often as it deems it necessary to carry out its role. Current communication technology shall be used when deemed appropriate by Council. Decisions arrived at using such technology will be of immediate effect, subject to email notified agreement by a quorum of Council, and recorded in the meeting minutes.

Subject to Council approval, Officers may hold meetings to make delegated decisions in pursuit of joint projects with other organizations. Outcomes will be reported at the next Council meeting.

The Secretary shall call an Extraordinary Council Meeting upon the receipt of a request agreed by three members designating the purpose for which the meeting is required. Notification will be sent to all Council members and any decision will require approval by a quorum of members, either at the meeting or by proxy through e-mails. No business, other than that which has been stated in advance, shall be brought forward at the meeting.

The Council, on behalf of the Society and its Sections, will take out and hold annually such insurances as are necessary and appropriate for the conduct of its business.

(7) SECTION COMMITTEES: A Section may only be created, modified and managed in accordance with a written statement of Section Objectives approved by Council. All Sections must at all times comply with the Constitution, Approved Policies and Guidance Notes of the Society.

Sections must demonstrate financial probity, compliance and familiarity with current legislation, and always act in the interests of the Society. The business of a Section will be managed by an annually elected Section Committee consisting of the Office Bearers of Chairman or President, Vice-Chairman or Vice-President if required, Section Secretary and Section Treasurer. Additional committee members may be elected or co-opted with Section committee approval.

(8) MEMBERSHIP: Membership of the Society shall be open to all persons who support the Objectives, subject

to the approval of Council. Membership may or will be suspended temporarily or permanently where the behaviour of a member has been contrary to the Objectives of the Society resulting in harm to the Society or any of its members. After notification has been sent to the member or members in question, and reasonable time has been given to answer why (in their opinion) the Objectives of the Society and its members have not been harmed, the decision will rest with Council.

The Council may appoint Honorary Members.

(9) SUBSCRIPTIONS: All members, except Honorary Members, shall pay an annual subscription. The amount of the annual subscription shall be determined at the Annual General Meeting (AGM), having regard to the report of the Council.

(10) FINANCE: The Treasurer is authorized by the Council to examine, prepare and meet such expenses as are necessary to provide speakers and any other running costs of the Society, subject to the requirements of Clauses 4, 6, 8 and 10. The Treasurer, with the approval and on instruction of the Council, is required to prepare annual accounts recording all of the financial business of the Society and to have these accounts independently examined and certified each year by a capable independent examiner elected and approved by members at each AGM. The Treasurer is also required to give a report to Council and members at the AGM and at any other time required by the business of the Society. The Treasurer is therefore required to keep appropriate records to enable this requirement to be met. These records will be retained by the Society for a period of not less than 10 years.

No other financial obligations shall be entered into without the consent of Council at one of its meetings.

(11) SIGNATORIES: The operation of all bank accounts held by the Society shall be carried out principally by the Treasurer. Any documentation regarding withdrawal from funds, will require to be signed by the Treasurer and one other signatory from a minimum of two chosen by the Council.

(12) DISPOSAL OF FUNDS: Any surplus arising from subscriptions, donations, or any other income, shall be applied to the objective and powers of the Society, and not in any other manner. No funds, whether surplus or those accrued within the normal course of the business of the Society, shall be distributed in any way to members, members of Council or Office Bearers.

(13) ELECTION OF OFFICERS AND COUNCIL: The offices of President, Vice President and Past President may each be held for a maximum of three years. All Councillors shall resign at the Annual General Meeting and may be re-elected to serve a further year, except for the two longest serving councillors who may only remain on Council if they are voted in as President. They may then serve a maximum of three further years in this office (and a further three years as Past-President). Retiring members of Council should be replaced by members who meet the requirements of clause (6) above for section representation. The Secretary's and Treasurer's tenures are not restricted but are subject to election at each Annual General Meeting.

(14) ANNUAL GENERAL MEETING: The Annual General Meeting (AGM) shall be held within fifty six weeks of the previous one. It will be publicised, at least four weeks before the date it is to be held, usually in the Society's programme of winter talks and on the Society's website. Further circulation of information as required thereafter shall be provided by email to all members who have agreed to be registered on the Society's email list, by post to members who do not have access to e-mail and by announcements at Ordinary Meetings. This provision shall also apply to Clause 15 and 16.

A quorum comprising ten members, in addition to at least one Office Bearer, is required to be present before any business is approved. Should there be no quorum present, another AGM shall be called within a week and if at such a meeting no quorum is present, those members attending shall become the quorum. In all voting matters, the decision of the majority of the members present shall be binding on those absent, abstaining or dissenting.

The Council shall circulate, fourteen days prior to the AGM, an agenda, a financial report and statement and a President's report. The Council for the ensuing year shall be elected. Any vacancy among the Council members can be filled until the next AGM by the Council co-opting any eligible member of the Society. The Council may also co-opt until the next AGM not more than 3 members of the Society whom the Council feels are able to make a special contribution to the Council's work. A capable independent examiner for the accounts of the ensuing year shall be selected and approved by members.

(15) EXTRAORDINARY GENERAL MEETINGS: The Council may at any time call an Extraordinary General Meeting if it shall seem expedient, or the Secretary shall call such a meeting upon the receipt of a written requisition signed by five members designating the purpose for which the meeting is required. Any such meeting shall be suitably advertised and the business stated, at least fourteen days in advance. No business, other than that which has been stated in advance, shall be brought forward at the meeting. A quorum comprising ten members, in addition to at least one Office Bearer, is required to be present before any business is approved at an Extraordinary General Meeting.

(16) MOTIONS AFFECTING THE CONSTITUTION: Notice of motions affecting the Constitution of the Society must be given at least four weeks before the meeting at which they are to be discussed (AGM or EGM). Three quarters of the votes of the members present shall be necessary to carry such motions; or any amended motion proposed by the chair of the meeting following remarks or suggestions from the floor.

(17) ORDINARY MEETINGS: No business relative to the management of the Society (except as mentioned above), or relative to the conduct of its Officers, shall be brought forward at Ordinary Meetings. An 'Ordinary

Meeting' by definition is for the membership's enjoyment of the Society's activities, such as talks and excursions.

(18) WELFARE OF MEMBERS: The Council and Section Committees will review procedures, policies and guidance annually to ensure:

- visits and outings for members and others are preceded by risk assessments to identify possible hazards so that they may be avoided or mitigated as far as possible
- members' personal information is not divulged to third parties
- sensitivity to safeguarding those who may be vulnerable.

(19) DISSOLUTION: The Society shall be dissolved on a formal motion to that effect being carried and recorded by a majority vote of at least three-quarters of the members present at an Annual or Extraordinary General Meeting of the Society. On dissolution, the assets of the Society shall be dispersed as set out in the disposal of assets statement last recommended by Council and approved by the membership at the fore-mentioned AGM or EGM.

(20) DISPOSAL OF ASSETS: On the dissolution of the Society the remains of its its property and funds, after satisfaction of all debts and liabilities, shall transfer to a registered charity, to be chosen by the Society's Council. Council shall choose a charity which, as far as possible, has aims compatible with those of the Society, is willing and able to receive, curate and make accessible the Society's records, collections and other property, and has an effective connection with Perthshire. The transfer shall include all property housed in Perth Museum and Art Gallery (the Society's books, furnishings, photographs, catalogues and plaques) and the Society's minute books, accounts and correspondence. All financial funds held by the Society shall also be transferred to the said charity, for the maintenance of the aforesaid property solely for charitable purposes and for the benefit of the public, and to reflect the national recognition of one of most successful societies of its kind.

Approved at the Annual General Meeting of the Perthshire Society of Natural Science, held on
.....,revoking all previous versions of the Constitution and certified as a true copy and signed as such by the President, Secretary and Treasurer of the Society.

.....(date)
(write "certified as a true copy")

.....(signed)
President PSNS, address

.....(date)
(write "certified as a true copy")

.....(signed)
Secretary PSNS, address

.....(date)
(write"certified as a true copy")

.....(signed)
Treasurer PSNS, address