

## CONSTITUTION

of

### The Scottish Gemmological Association

**Note: throughout this document 'the association' refers The Scottish Gemmological Association**

#### Name

**1.** The name of the association is **The Scottish Gemmological Association**

#### Objects

2. The association's objects are: To promote interest in and the study of Gemmology in Scotland

#### Powers

**2.** In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-

(a) to promote the study of Gemmology in Scotland by holding talks, conferences, field trips, exhibitions, demonstrations and any other events which further the research and study of Gemmology

(b) when possible to make available on loan suitable text books and collections of instruments and gem materials, to award prizes and to do anything that will further the research and study of Gemmology

(c) to purchase, sell, lend or otherwise distribute books, instruments, or other items which the association may think desirable for the furtherance of its objects

(d) to carry on any other activities which further any of the above objects.

(e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.

(f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.

(g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.

(h) To engage such consultants and advisers as are considered appropriate from time to time.

(i) To effect insurance of all kinds (which may include liability insurance for the officerbearers and management committee).

(j) To liaise, co-operate, merge or affiliate with gemmological associations in other areas, with a view to furthering the association's objects.

(k) To support any charitable body, and to make donations for any charitable purpose falling within the association's objects.

(l) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.

(m) To accept sponsorship, grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them which are not contrary to the Objects of Clause 2).

(n) To set aside income as a reserve against future expenditure.

(o) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

### **General structure**

**3.** The structure of the association shall consist of:-

(a) the MEMBERS - who have the right to attend the annual general meeting (and any other meetings including an extraordinary general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself.

(b) the MANAGEMENT COMMITTEE - who hold meetings as necessary during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

### **Qualifications for membership**

**4.** Membership shall be open to members of the Gemmological Association of Great Britain and any interested parties.

### **Application for membership**

**5.** Membership of the SGA is available on application, subject to Clauses 7, 8 and 9.

**6.** Applications for membership shall be made in writing to the Association and shall be duly proposed and seconded by members of the Association. Alternatively, an application for membership accompanied by a statement of interest will be considered.

**7.** The management committee may, at its discretion, refuse to admit any person to membership.

**8.** New applications for membership shall be circulated by email to the Committee for approval. Alternatively the management committee shall consider an application for membership at the first management committee meeting which is held after receipt of the application; the Membership Secretary shall, within a reasonable time after the meeting, notify the applicant of the decision on the application.

### **Membership subscription**

**9.** The subscription scale shall be set by the Management Committee for approval by the membership.

### **Register of members**

**10.** The management committee shall maintain a register of members, setting out the full name, address, telephone number and, when available, e-mail address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

## **Withdrawal from membership**

**11.** Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, he/she shall cease to be a member.

## **Expulsion from membership**

Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-

(a) 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

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

## **General meetings (meetings of members)**

**12.** The management committee shall convene an annual general meeting in each year; not more than 15 months shall elapse between one annual general meeting and the next.

**13.** The business of each annual general meeting shall include:-

(a) a report by the chair on the activities of the association

(b) consideration of the annual accounts of the association

(c) election/re-election of members of the management committee, as referred to in clauses 30, 31 and 32.

**14.** An extraordinary or special general meeting may be called at any time:-

(a) by the management committee

Or (b) if the Secretary receives a request from at least 5 members, stating the purpose of the extraordinary or special general meeting.

## **Notice of general meetings**

**15.** At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or extraordinary general meeting; the notice must indicate the general 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 proposed alteration.

**16.** The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted and also the day of the meeting should be excluded.

**17.** Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the association, and to all the members of the management committee.

## **Procedure at general meetings**

**18.** No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 12 members, or one tenth of total membership, whichever is the lesser.

**19.** 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 chairperson of the meeting.

**20.** The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

**21.** The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

**22.** If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

**23.** A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two members present in person at the meeting; a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

**24.** If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Management committee members**

**25.** The management committee will consist of office bearers (Chairperson, Secretary and Treasurer) and no less than four and no more than **eight** other members of the association.

### **Eligibility**

**26.** A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association and is resident in Scotland with the exception of up to two members elected by the Committee to reflect the non Scotland resident membership. Such members will not be required to attend General or Annual General Meetings in person but may contribute by email /phone / Skype or similar as available.

### **Election, retiral, re-election**

**27.** The management committee may make by-laws governing the conduct of elections, including the phased rotation of committee members as set out in Clauses 31 and 32.

**28.** The management committee will be elected at the AGM, each member of the management committee serving for a three year term.

**29.** At each annual general meeting, one third of the members of the management committee shall retire from office - but shall then be eligible for re-election.

### **Termination of office**

**30.** A member of the management committee shall automatically vacate office if:-

(a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months

(b) he/she ceases to be a member of the association

(c) he/she resigns office by notice to the association

(d) he/she is absent from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

### **Register of management committee members**

**31.** The management committee shall maintain a register of management committee members, with the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

### **Officebearers**

**32.** The members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

### **Powers of management committee**

**33.** The management committee may appoint an Honorary President. The Honorary President will have no management committee voting rights unless elected by the members.

**34.** The management committee may at any time co-opt any member to support the management committee. Co-opted members of the management committee will have no voting rights.

**35.** Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.

**36.** A meeting of the management committee at which a quorum of five voting members is present may exercise all powers exercisable by the management committee.

### **Personal interests**

**37.** A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 52) from voting on the question of whether or not the association should enter into that transaction or other arrangement.

**38.** For the purposes of clause 40, a person shall be deemed to have a personal interest in a transaction or other arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** employee or any limited company of which he/she is a substantial shareholder, director or employee, has a personal interest in that transaction or other arrangement.

**39.** Provided

(a) he/she has declared his/her interest

(b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and

(c) the requirements of clause 44 are complied with,

a member of the management committee will not be debarred from entering into a transaction or other arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any

personal benefit which he/she gains from his/her participation in that transaction or other arrangement.

**40.** No member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.

**41.** Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then the management committee members must be satisfied that it would be in the interests of the association to enter into that transaction or other arrangement.

**42.** The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out the work of the association.

### **Procedure at management committee meetings**

**43.** The management committee shall meet as often as required and a record shall be kept of all meetings. Questions arising at a meeting of the management committee shall be decided by a majority of votes of those present; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

**44.** No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be five.

**45.** If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

**46.** Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

**47.** The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

**48.** A management committee member shall not vote at a management committee meeting on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.

**49.** For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** employee or any limited company of which he/she is a substantial shareholder, director or employee, has a personal interest in that matter.

### **Conduct of members of the management committee**

**50.** Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association. By acting in the interests of the association the management committee should

(a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)

(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 of interest between the association and any other party:

(i) put the interests of the association before that of the other party, in taking decisions as a member of the management committee;

(ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question.

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

**51.** The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.

**52.** Any delegation of powers under clause 55 may be made subject to such conditions as the management committee may impose and may be revoked or altered.

**53.** The rules of procedure for any sub-committee shall be as prescribed by the management committee.

### **Operation of accounts and holding of property**

**54.** The signatures of two out of three signatories appointed by the management committee shall be required in relation to all non digital operations (other than lodgement of funds) on the bank and/or building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the management committee. Digital payments can be approved and made by the Treasurer on behalf of the Organisation, with payments being reviewed retrospectively at the following Committee Meeting.

**55.** The title to all and any property and assets of the association (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

### **Minutes**

**56.** The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present.

### **Accounting records and annual accounts**

**57.** The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

**58.** The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

