

*Amended EGM 10th March 2010 Para 6 l (i), AGM 25th Sept 2010 para 4 (i) and AGM 6th Oct 2012

** Amended AGM 11 October 2014 Para 6 l (i), Para 4 f

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1. **Title:** The Society shall be known as the
Galloway Forest Astronomical Society
 (The Society shall be an unincorporated voluntary association seeking the status of a charity).

2. **The Objects of the Society** shall be:

- (a) This clause shall be interpreted as if it incorporates an over-riding qualification limiting the powers of the Society such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of Section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the Society’s objects shall be:
- (b) To promote and advance public education in the science of astronomy in the area of Dumfries & Galloway and generally to encourage a popular interest in astronomical study and observation.
- (c) To adopt the assets and undertakings of the Wigtownshire Astronomical Society, a charitable company limited by guarantee, incorporated on 16th December 2003, Company No. SC26098, and the Unincorporated Association of the same name which succeeded the Company

3. **Powers:**

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

- (a) The organisation and presentation for members and the general public of meetings, conferences, talks lectures, film shows, observation sessions, trade fairs, educational classes, exhibitions, workshops, press conferences, conferences, advertising campaigns, promotions and displays, and to assist any person corporation or organisation in relation thereto and to advertise and adopt such means as may seem expedient to promote the aims and services of the Society.
- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Society's activities.
- (d) To act as agents for the channelling of funds, grants or any other monies available from any source.
- (e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Society.
- (f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Society, subject to restrictions on assets acquired by means of any Grant or

Award.

(g) To borrow money, and to give security in support of any such borrowings by the Society.

(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 officers' liability insurance).

(j) To invest any funds which are not immediately required for the Society's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Society's objects.

(l) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Society's objects.

(m) To form any charitable company with similar objects to those of the Society, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Society's assets and undertaking.

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

(o) To accept or decline to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

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

1. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges and to construct, maintain and alter any buildings or erections and to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, equipment and all other effects of any description necessary or convenient or usually or normally used in connection with or for the purposes of any or all of the objects of the Society.

(r) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Society

(s) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation (whether incorporated or not, and whether in Great Britain or Northern Ireland) whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society, and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society of (from) any such charitable organisation, institution, society or body.

(t) The Society shall not act as an employer.

4. General Structure - Membership

The structure of the Society shall consist of:-

7. The **MEMBERS** - who have the right to attend the annual general meeting (and any special 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. Subject to para 9.

8. **Honorary Life Membership** may be conferred by a General Meeting upon any person deemed to have performed outstanding service to the Society.

(c) The **MANAGEMENT COMMITTEE** - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Society; in particular, the management committee is responsible for monitoring the financial position of the Society.

(d) Qualifications for membership – Equal Opportunities

Membership and participation in activities shall be open to all with an interest in Astronomy, regardless of their gender, sexual orientation, marital status, race, colour, nationality, ethnic origin, religion, beliefs or because of a disability, pregnancy or childbirth, or because they are a member or non-member of a trade union.

(e) Application for membership

(i) Any person who wishes to become a member must sign, and lodge with the Society, a written application for membership.

(ii) The management committee may, at its discretion, refuse to admit any person to membership.

(iii) The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

**** (f) Membership subscription and Categories of membership**

This shall be decided by a General Meeting of the Society, having regard to the recommendations of the Treasurer. Persons admitted to membership after 1st April each year shall pay 40% of the annual subscription for that year, and persons joining after 1st June shall pay 20% of the annual subscription for that year. The categories of membership shall be:

2. **Member**
3. **Junior** (under 16 years on joining)
4. **Student** (persons aged 16 – 22 years either in full-time education or training or seeking employment)
5. **Family** (persons living in the same household)

Each of the above members shall be entitled to one vote at General Meetings.

(g) Register of members

The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

(h) Withdrawal from membership

Any person who wishes to withdraw from membership shall sign, and lodge with the Society, a written notice to that effect; on receipt of the notice by the Society, s/he shall cease to be a member. In addition, any person who shall fail to pay the subscription by the due date shall cease to be a member.

(i) Suspension and Expulsion from membership

(A) The Committee may suspend any member from membership for a specified period for breach of rules, inappropriate behaviour to another member or member of the public or actions likely to bring the Society into disrepute. The member concerned will have the right to address the Committee, by attendance or otherwise, and may request a General Meeting to contest this decision.

If the reason is sufficiently serious, the Committee may recommend expulsion of the member to a General Meeting, as below.

(B) Any person may be expelled from membership by way of a resolution passed by majority vote at a General Meeting, 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 and the membership, 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
- (c.) in the event of suspension or expulsion, the member shall not be entitled to a refund of membership fee.

5. General meetings (meetings of members)

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

(b) **The business of each annual general meeting shall include:-**

- (i) a report by the each Officer, or consolidated report from all Officers, on the activities of the Society.
- (ii) consideration of the annual accounts of the Society
- (iii) the election/re-election of Officers (Chair, Secretary and Treasurer) & Members of the management committee.

(c) The management committee may convene a **special general meeting (Extraordinary General Meeting)** at any time.

(d) **Five members of the Society may request the Management Committee to call a General Meeting** at any time, to resolve specific issues. In such case these must be clearly set out by those requesting the meeting, and the Secretary shall convey these to the membership in the notice calling the special general meeting, as in (e) below.

(e) Notice of general meetings

(i) At least 14 clear days' notice in writing of any annual general meeting or special general meeting must be given to every member; 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 proposed alteration.

(ii) The reference to "clear days" in clause 12(a) 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.

(f) Procedure at general meetings

(i) No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 8 members or 1/3rd of the membership, whichever is the lower, present in person.

(ii) 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.

(iii) At 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.

(iv) Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

(v) A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the association, prior to the time when the meeting commences, a written proxy form, signed by him/her.

(vi) A proxy need not be a member of the association.

(vii) A member shall not be entitled to appoint more than one proxy to attend the same meeting.

(viii) A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

(viii) 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 persons present at the meeting and entitled to vote, whether as members or as proxies for members); 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.

(ix) If there is an equal number of votes for and against any resolution the chairperson of the meeting shall be entitled, if s/he wishes, to a casting vote, which s/he may cast for or against the proposal.

(x) Balloting (voting) shall only take place on items stated in the notice calling the general meeting, with the exception of a proposal to adjourn the meeting. Informal discussions on other items may be allowed at the discretion of the Chairperson of the meeting.

(xi) 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.

(xii) 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.

6. Management Committee (Trustees)

(a) Maximum number of management committee members

The maximum number of members of the management committee shall be: seven. Minimum, four.

(b) Eligibility

A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the Society.

(c) Election, retiral, re-election

1. At each annual general meeting, the members may elect any member to be an Officer (Chair, Secretary and Treasurer – or more than 1 post)) or a member of the management committee, subject to 6(a) above.

(d) The management committee may at any time appoint any member to be a member of the management committee to fill a vacancy (subject to 6.(a)). They may co-opt additional members for specific purposes.

(e) During each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election, subject to 6.(h) (i) below.

(f) Termination of office

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

- (i) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
- (ii) 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
- (iii) he/she ceases to be a member of the Society
- (iv) he/she resigns office by notice to the Society
- (v) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

(g) Register of management committee members

The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, 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.

(h) Officers (Office bearers)

(i) All of the Officers shall cease to hold office at that point in each annual general meeting when new elections are held, but shall then be eligible for re-election.

(ii) A person elected to any office shall cease to hold that office if he/she ceases to be a member or if he/she resigns from that office by written notice to the management committee to that effect.

(iii) Except as otherwise provided in this constitution, the Society and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the Society.

(iv) A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

(i) Personal interests

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

(ii) For this purpose, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

(iii) 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 relevant arrangement - a member of the management committee will not be debarred from entering into an arrangement with the Society 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 arrangement.

(iv) No member of the management committee may be given any remuneration by the Society for carrying out his/her duties as a member of the management committee.

(v) 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 of their duties.

(j) Procedure at management committee meetings

(i) Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

(ii) Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

(iii) 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 three.

(iv) 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.

(v) Unless he/she is unwilling to do so, the chair of the Society 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. The conduct of the meeting shall be set by the chairperson.

(vi) 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.

(vii) A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest 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.

(viii) For the purposes of clause 51, 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 any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

(k) Delegation to sub-committees

(i) 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 Society (or the holder of any other post) such of their powers as they may consider appropriate.

(ii) Any delegation of powers under clause 53 may be made subject to such conditions as the management committee may impose and may be revoked or altered.

(iii) The rules of procedure for any sub-committee shall be as prescribed by the management committee.

(l) Operation of accounts and holding of property

~~(i) The signatures of two out of three Officers shall be required in relation to all operations (other than lodgement of funds) on the bank and building Society accounts held by the Society.~~

~~*(i) The signatures of two out of three nominated Management Committee members shall be required in relation to all operations (other than lodgement of funds) on the bank and building Society accounts held by the Society.~~

**~~(i) The signatures of two out of three nominated and unconnected Management Committee members shall be required in relation to all operations (other than lodgement of funds) on the bank and building Society accounts held by the Society.~~

(ii) The title to all property (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 Society (and their successors in office) or in name of a nominee company holding such property in trust for the Society; any person or body in whose name the Society's property is held shall act in accordance with the directions issued from time to time by the management committee.

(m) Minutes

(i) 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, and (as far as possible) shall be signed by the chairperson of the meeting.

7. Finance, Accounting records and annual accounts

(a) The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

(b) 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.

(c) **Honorary Auditors:** If no external audit is required under relevant statutory regulations, a General Meeting shall appoint two members who are not committee members to scrutinise the annual accounts, prepared by the Treasurer for the following AGM, and shall approve them or otherwise prior to presentation to the next Annual General Meeting.

(d) **Financial Year.** This shall run from 1st September to the 31st August.

(e) **Membership year.** This shall be as the Financial Year. To continue in membership from a preceding year, a member must pay the subscription by 1st October.

(f) **Asset Register.** This shall be held and maintained by the Treasurer of the Society. It shall list the property owned or held in trust by the Society, and the value of items therein shall be reviewed each year to reflect current market value.

8. Clarification of personal gain.

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.

9. Alterations to the constitution

The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses above, BUT no amendment to the constitution may be made if the effect would be that the Society would cease to be a charity.

10. Interpretation

For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.

11. Public Meetings.

These may be held from time to time, for example when a guest speaker of renown is to appear. Admission charges to cover costs with a request for a donation to Society Funds shall be made, with a reduction for Society Members.

12. Winding up – Dissolution of the Society

(a) If the management committee determines that it is necessary or appropriate that the Society be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

(b) If a proposal by the management committee to dissolve the Society is confirmed by a two-thirds majority of those present and voting at the general meeting convened under 22(a), the management committee shall have power to dispose of any assets held by or on behalf of the Society - and any assets remaining after satisfaction of the 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 of the Society at, or prior to, the time of dissolution.

13. Data Protection Policy.

The Society will store data in the form of a list of members' names, addresses, telephone numbers and e mail addresses. Committee members will hold a copy, securely and in confidence, SOLELY for use in contacting members. The Society subscribes to the principles of Data Protection set out below, but the Society is exempt from registering (notifying) as a Data User since the use of data is limited. Members may examine their data entry, and if incorrect ask for it to be modified.

Data Protection Principles:

Personal Information must be

1. Fairly and Lawfully Processed
2. Processed for Specified Purposes
3. Adequate, relevant and not excessive
4. Accurate, and where necessary, kept up to date
5. Not kept for longer than is necessary
6. Processed in line with the rights of the individual
7. Kept secure
8. Not transferred to countries outside the European Economic Union

14. Galloway Forest Astronomical Society Child and Vulnerable Adult Protection Policy

(a) Responsibilities

Galloway Forest Astronomical Society will:

- (i) Promote the health and welfare of children and vulnerable adults by providing opportunities for them to take part in **astronomy-related activities** safely. The Management Committee shall delegate at least two of its members to submit to Disclosure Scotland checks, and such members shall be responsible for supervising all activities involving children and vulnerable adults.
- (ii) Respect and promote the rights, wishes and feelings of children and vulnerable adults.
- (iii) Promote and implement appropriate procedures to safeguard the well-being of children and vulnerable adults and protect them from abuse.
- (iv) Protect children and vulnerable adults from abuse and to minimise risk to themselves.
- (v) Ensure that an authorised official (one who has been subject to a Disclosure Scotland check carried out by the Society) be present at every Youth activity (should the Society organise such event) attended by a child or vulnerable adult parent or guardian of the child or vulnerable adult is not present.
- (vi) Require members to adopt and abide by this Child and Vulnerable Adult Protection Policy and these

Procedures.

(vii) Respond to any allegations of misconduct or abuse of children or vulnerable adults in line with this Policy and these Procedures.

(vii) Review and evaluate this Policy and these Procedures on a regular basis.

(b) Principles

The welfare of children and vulnerable adults is everyone's responsibility, particularly when it comes to protecting them from abuse. Children and vulnerable adults have a lot to gain from Society activities. Their natural sense of fun and spontaneity can blossom in a positive environment created by such organisations. It provides an excellent opportunity for them to learn new skills, become more confident and maximise their own unique potential. This Policy and these Procedures are based on the following principles:

(i) The welfare of children and vulnerable adults is of primary concern.

(ii) All children and vulnerable adults, whatever their age, culture, disability, gender, language, racial origin, socio-economic status, religious belief and/or sexual identity have the right to protection from abuse.

(iii) It is everyone's responsibility to report any concerns about abuse and the responsibility of the Social Work Department and the Police to conduct, where appropriate, a joint investigation.

(iv) All incidents of alleged poor practice, misconduct and abuse will be taken seriously and responded to swiftly and appropriately.

(v) All personal data will be processed in accordance with the requirements of the Data Protection Act 1998.

(c) Review

This Policy and these Procedures will be regularly monitored and reviewed:

(i) In accordance with changes in legislation and guidance on the protection of children and vulnerable adults or any changes within **Galloway Forest Astronomical Society**.

(ii) Following any issues or concerns raised about the protection of children or vulnerable adults within **Galloway Forest Astronomical Society**.

(iii) In all other circumstances, at least annually.

15. Initial members of the management committee

The initial members of the management committee, and the positions held by each, at the date of adoption of this constitution, shall be as set out below.

This constitution was adopted on 12th April 2006

Name	Address	Position	Signature
Mike Alexander	Craiglemine Cottage, Glasserton, Nr Whithorn DG8 8NE	Chair	
Alex Nixon	Ivy Cottage, Borgue, Kirkcudbright, DG6 4SN	Treasurer	
Robin Bellerby	"Glenamour", Newton Stewart, DG8 7AE	Secretary	
Ft Stephen Latham	St, Ninian's Church, Windsor Road, Newton Stewart DG8 6HP	Member	
Mark Nixon	Ivy Cottage, Borgue, Kirkcudbright, DG6 4SN	Member	
Jan Robertson	5 Castlehill, Whithorn, DG8 8PN	Member	
Steve Robinson	Bishopton Cottage, Whithorn, DG8 8DE	Member	