

CONSTITUTION OF GALLOWAY FOREST ASTRONOMICAL SOCIETY

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A. OBJECTS AND POWERS

1. Galloway Forest Astronomical Society is an unincorporated association, registered in Scotland as a charity, number SC035033.
2. The Objects of the Society are to promote and advance public education in, and enjoyment of, the science of astronomy in Dumfries and Galloway and neighbouring areas, and generally to encourage a popular interest in astronomical study and observation.
3. In pursuit of these Objects, the Society shall:
 - (a) organise events for Society Members and for the general public, such as meetings, talks, lectures, conferences, film presentations, observation sessions, workshops, trips to places of astronomical interest, and outreach events including school visits;
 - (b) share relevant information with Society Members and others via such as our website, social media, and newsletters;
 - (c) engage with others including relevant individuals, community groups, educational establishments or other societies or charities, or local, Scottish or United Kingdom government authorities, departments or agencies and other bodies, all with a view to furthering the Society's Objects;
 - (d) carry out any other activities which further any of the Society's Objects.
4. So as to be able to pursue these Objects, the Society shall have the following powers:
 - (a) To purchase or otherwise acquire any appropriate equipment, property, subscriptions, rights or other assets;
 - (b) To sell or otherwise dispose of any of the above equipment, property, subscriptions, rights or other assets (subject to any restrictions attaching to any relevant grant or award).
 - (i) For the avoidance of doubt, the purchases and sales referred to above shall not be with a view to any commercial purpose;
 - (c) To seek or accept donations, grants, legacies or in any other way to raise funds that enable the Society to pursue its Objects, provided that no unduly restrictive conditions attach to such funds;
 - (d) To make donations in cash or in kind to relevant individuals, community groups, educational establishments or other societies, organisations or charities whose Objects are similar to or complementary to those of the Society;
 - (e) To effect any relevant insurance, which may include Officers' liability insurance.
 - (i) The Society shall ensure that an appropriate Public Liability Insurance policy is in place at all times;
 - (f) To engage and pay any professional adviser or consultant for the purposes of securing advice, training or other relevant services that help the Society pursue its Objects
 - (i) The Society shall not in any circumstances act as an employer;
 - (g) To incur any reasonable expenditure in pursuit of the Society's Objects, including but not limited to venue hire, refreshments, printing and promotional costs, IT support costs, and guest speaker fees;
 - (h) To charge a fee for Society events, whether for Society Members or for members of the general public;
 - (i) To manage surplus funds unlikely to be needed imminently by placing them in an appropriate savings account or bond that has statutory depositor protection;
 - (j) In exceptional circumstances, and only with the approval of the Management Committee, to borrow money and, if necessary, to offer up Society assets as collateral.

Charitable status

5. The Society shall ensure that none of its actions or activities jeopardise or annul the Society's status as a registered charity in Scotland, and also ensure that all actions and activities are for charitable purposes such that they fall within the relevant tax legislation exemptions.

B. MEMBERSHIP

1. Membership of the Society and hence participation in its activities is open to all who have an interest in astronomy. No discrimination will be tolerated against any Member or applicant for membership, whether on the basis of any legally-protected characteristic or for any other reason.
2. By becoming a Member of the Society, the Member agrees to abide by this Constitution and any other rules of the Society, to conduct themselves in a manner that is respectful, civil, reflects well on the Society, and supports and promotes its Objects.

Membership categories

3. The membership categories are:
 - (a) **Single membership:** Open to persons at least 18 years of age on the date of joining or renewing;
 - (b) **Family membership:** Up to four persons living in the same household, 16 years of age and over on the date of joining or renewing;
 - (c) **Student membership:** Open to persons 16 to 22 years of age on the date of joining or renewing, if in full-time education or training, or seeking employment;
 - (d) **Junior membership:** Open to persons under 16 years of age on the date of joining or renewing;
 - (e) **Honorary life membership:** The Management Committee may confer Honorary Life Membership upon any person deemed to have performed outstanding service to the Society or to astronomy generally;
 - (f) **Honorary President:** The Management Committee may invite any person of note in the astronomical community to be the Honorary President of the Society.
4. Attention is drawn to Section C on General Meetings and Section F on Safeguarding Policy with regard to the voting rights of Members under 18 years of age and their participation in Society events.

Membership fees

5. Membership fees shall be decided by a General Meeting of the Society, having regard to the recommendations of the Treasurer.
6. The Membership year shall coincide with the financial year. Members who join more than halfway through the Membership year (that is, on or after 1st March) shall not be required to renew their Membership until the renewal date of the following calendar year.

7. Membership fees are due at the start of the Membership year. Any Member who has not paid their fees (or satisfied any other requirement for renewal) within three months shall be considered a Lapsed Member.
 - (a) Lapsed Members may rejoin the Society at any time during the remainder of the Membership year by paying their overdue fees (or satisfying any other outstanding obligation) in full. For the avoidance of doubt, their membership shall be back-dated to the time when their fees initially fell due.
 - (b) Lapsed Members do not have the right to take part in Society activities or to vote in General Meetings, but at the discretion of the Management Committee they may continue to be kept informed of Society activities.
8. Should a Member leave the Society, their Membership fees shall not be refunded unless the Management Committee decides that there are exceptional reasons for doing so.

Register of Members

9. The Management Committee shall maintain a register of Society Members, to include personal information such as (but not limited to) contact details, details relating to the payment of Membership fees, any relevant disability or vulnerability, and (in the case of Junior Members, Student Members under 18 years of age or Family Members under 18 years of age) dates of birth.
10. Attention is drawn to Section E on Data Protection and Privacy Policies.

Refusal, suspension and expulsion

11. The Management Committee may refuse on reasonable grounds to admit a person to the Membership and may suspend (for a temporary period) or expel any Member from Membership for a breach of the Society's rules, inappropriate behaviour, or for actions thought likely to bring the Society into disrepute.

C. GENERAL MEETINGS

1. An Annual General Meeting of the Society shall be held no more than three months after the end of the financial year.
 - (a) If for any reason an Annual General Meeting must be suspended or postponed, it is recognised that it may not be possible for the reconvened meeting to take place within this time frame.
2. The Management Committee may call an Extraordinary General Meeting to address any specific issue that is best not left until the next Annual General Meeting. Also, five or more Society Members may petition the Management Committee to call an Extraordinary General Meeting; such a petition shall not be unreasonably refused.
3. The Management Committee shall give Society Members not less than 21 days' notice of an Annual General Meeting or an Extraordinary General Meeting, and shall provide an agenda of the business to be dealt with. Details of any resolution to propose changes to the Society's Constitution must be provided with that notice.

4. If the Society Chair is not present and willing to act as chair of the General Meeting within 15 minutes after the time at which the meeting was due to commence, the members of the Management Committee present shall elect from among themselves the person who shall act as chair of that meeting.

Quorum and voting

5. No business shall be dealt with at any General Meeting unless a quorum of Members entitled to vote is present; the quorum for a general meeting shall be eight Members or one-third of the membership, whichever is the fewer, present in person.
 - (a) At the Management Committee's discretion, provision may be made for Society Members to attend online, provided that they have the ability to take full part in the General Meeting's proceedings, including in particular the ability to contribute and to vote.
 - (b) 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. Every registered and paid-up Member 16 years of age or over, including those who are part of a Family membership, Junior Members who have turned 16 years of age during their membership year, and Honorary Life Members, shall be entitled to vote at a General Meeting.
7. All resolutions except for those relating to changes to the Constitution shall be decided by a majority of those present and voting on a show of hands (or equivalent for those attending online). In the event of a tie the chair of the General Meeting shall have the casting vote.
 - (a) Any resolution to amend the Society's Constitution shall require a vote of two-thirds of the Society Members present and voting.
8. No Society Member may appoint a proxy to attend or vote on their behalf.

The business of the Annual General Meeting

9. The business of the Annual General Meeting shall include (but not be limited to):
 - (a) Acceptance of the minutes of the previous year's Annual General Meeting;
 - (b) A report by each Office Holder (or a consolidated report from all Office Holders) on the year's activities of the Society;
 - (c) Presentation of the annual financial accounts of the Society;
 - (d) The election or re-election of members of the Management Committee;
 - (e) The election or re-election of the Office Holders (Chair, Secretary and Treasurer);
 - (f) Any resolutions on which the Management Committee has given due notice;
 - (g) Any other business that Society Members attending wish to raise. However, the chair of the General Meeting may rule to restrict discussion and disallow voting on such matters if they have reasonable grounds for doing so, especially if such matters have not previously been notified to the Management Committee.

D. THE MANAGEMENT COMMITTEE

1. It is the responsibility of the members of the Management Committee, collectively and individually, to manage the affairs, activities and assets of the Society so as to pursue the Society's Objects.

2. In all aspects, the Management Committee shall give the fullest regard to the need for prudent financial management of the Society.

Election of Management Committee members

3. Members of the Management Committee are to be elected by the Membership at each Annual General Meeting.
4. Each member of the Management Committee shall retire from office at the Annual General Meeting but may offer themselves for re-election. There is no limit to the number of times a Management Committee member may put themselves forward for re-election.
5. A Management Committee member must be and remain a Member of the Society and be at least 18 years of age.
6. The Management Committee shall comprise a minimum of four and a maximum of seven members. In exceptional circumstances, the number of Management Committee members may be allowed briefly to fall to three.
7. If at any time the number of Management Committee members in office falls below the number required for quorum, the remaining Management Committee member(s) may act only for the purpose of filling vacancies by appointing co-opted members or of calling a General Meeting.

Office Holders

8. Within the Management Committee there are three Office Holders who shall be elected by the Membership at each Annual General Meeting:
 - (a) Chair
 - (b) Secretary
 - (c) Treasurer
9. Only in exceptional circumstances may a Management Committee member put themselves forward to hold two Offices. No Management Committee member may hold all three Offices.

Co-opted Management Committee members

10. Should the Management Committee find it necessary, they may co-opt additional Management Committee members.
11. Co-opted Management Committee members shall have all the same powers and authority as elected Management Committee members, including (but not limited to) their attendance at Management Committee meetings counting towards quorum and their entitlement to speak and vote at Management Committee meetings.
12. Any co-opted Management Committee member must stand down at the next Annual General Meeting and not subsequently be reappointed. However, they may put themselves forward for election to the Management Committee by the Membership at that Annual General Meeting.

Charity Trustees

13. Every member of the Management Committee, whether an elected member or a co-opted member, is also a Trustee of the Society for the purposes of relevant legislation regarding the management of a registered charity in Scotland.
14. In particular, this means that, as Trustees, every Management Committee member is legally required to act in the interests of the Society, to operate in a manner consistent with the Society's Objects, to act with care and diligence, and to manage any conflicts of interest. Furthermore, every member of the Management Committee may be held personally liable for the debts of the Society or for any failure to meet any statutory or regulatory obligation imposed on the Society as a charity.

Finances and annual accounts

15. The Management Committee, acting through the Treasurer, shall ensure that proper accounting records are maintained and that annual accounts are prepared in accordance with any applicable statutory requirements.
16. The Society's financial year shall run from 1 September to the following 31 August.
17. At least three members of the Management Committee should be authorised signatories to the Society's bank account and the signature (or bank-mandated electronic authorisation) of two of them shall be required for any payments or transfers out of the account.
 - (a) Signatories must be unconnected to each other in that they have no family, business or other connection that could give rise to a conflict of interest.
18. The Management Committee shall have the accounts audited by a suitably-qualified professional and a copy of the annual financial statements together with any other required information shall be submitted to the appropriate charity regulator.
19. The Management Committee shall maintain and periodically review a list of the Society's equipment and other assets.

Management Committee meetings

20. The Management Committee shall meet as frequently as necessary to discharge their responsibilities to manage the affairs and activities of the Society, but in any event at least quarterly.
21. Any member of the Management Committee may call a meeting of the Management Committee, or request that the Secretary do so.
22. No decisions shall be made at a meeting of the Management Committee unless a quorum of three members is present.
23. Matters arising at a meeting of the Management Committee shall be decided by a majority of votes, with the chair of the meeting having a casting vote.
24. If the Chair of the Society is not present and willing to act as chair of the Management Committee meeting within 15 minutes after the time at which the meeting was due to

commence, the members of the Management Committee present shall elect from among themselves the person who shall act as chair of that meeting.

25. The Secretary shall make a minute of every Management Committee meeting and circulate it in a timely manner to the members of the Management Committee. Management Committee minutes shall be made available to any Society Member on request.

Suspension and termination of office

26. If a member of the Management Committee is for any reason unable or unwilling to continue their duties, whether permanently or temporarily, the Management Committee may decide to suspend or terminate their membership of the Management Committee, as they feel the circumstances warrant.
27. If the Management Committee member is also an Office Holder, the Management Committee may appoint an Acting Office Holder from within the Management Committee. For the avoidance of doubt:
 - (a) A Member of the Society may be co-opted onto the Management Committee as set out above, and then immediately be appointed as an Acting Office Holder.
 - (b) Even in these circumstances, no Member of the Management Committee may hold more than two Offices.

Fees, expenses and conflicts of interest

28. No Management Committee member shall be paid any fees or other remuneration for their services.
29. Management Committee members are entitled to claim travel and other expenses reasonably incurred by them in connection with their attendance at Society meetings or events, or otherwise in connection with their duties.
30. 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.
 - (a) Such a Management Committee member shall be debarred from voting on the question of whether or not the Society should enter into that arrangement.
 - (b) A Management Committee member shall be deemed to have a personal interest in an arrangement if any partner or other close relative or if any business in which they have a commercial or remunerative interest has an interest in that arrangement.
 - (c) Subject to the above, if a majority of the remaining members of the Management Committee vote in favour of entering into such an arrangement, a Management Committee member may retain any personal benefit which they gain from their participation in that arrangement.

E. DATA PROTECTION AND PRIVACY POLICIES

1. The Management Committee shall have the fullest regard to the needs of data protection. The Management Committee shall maintain and regularly review its data protection and privacy policies, giving consideration to legislative and regulatory requirements, technological developments and appropriate best practice.

2. Data may be stored for the purposes of the effective and efficient management of the Society's affairs and to communicate with Members, subject to the following principles that personal information must be:
 - (a) Fairly and lawfully processed;
 - (b) Processed for specified purposes;
 - (c) Adequate, relevant and not excessive;
 - (d) Accurate, and where necessary, kept up to date;
 - (e) Not kept for longer than is necessary;
 - (f) Processed in line with the rights of the individual;
 - (g) Kept secure.
3. The Society shall never sell or otherwise make available personal data to any third-party organisation, unless required to share specific information with lawful authorities.
4. The Society shall never accept payment from a third-party organisation for contacting Society Members on its behalf.

F. SAFEGUARDING POLICY

1. The Society welcomes Members under the age of 18 and vulnerable adults, and comes into contact with children and vulnerable adults in the course of its outreach events with the general public. To that end, the Management Committee places the highest importance on maintaining, regularly reviewing and implementing its safeguarding policy, ensuring that:
 - (a) The welfare of children and vulnerable adults is of primary concern;
 - (b) The rights, wishes and needs of children and vulnerable adults are appropriately catered for;
 - (c) All children and vulnerable adults have the right to protection from abuse;
 - (d) The safeguarding policy is adhered to by all Members of the Society;
 - (e) Any allegations of misconduct or abuse are treated with the utmost seriousness and dealt with swiftly and thoroughly;
 - (f) It is understood that safeguarding is everyone's responsibility.
2. In accordance with the Society's safeguarding policy, the Management Committee may set conditions relating to attendance at specific Society events such as accompaniment by an appropriate adult or carer.

G. WINDING UP – DISSOLUTION OF THE SOCIETY

1. If the Management Committee determines it necessary or appropriate, it shall convene a General Meeting of the Society's Members to propose that the Society be dissolved. If the proposal is approved by a two-thirds majority of those present and voting at the general meeting, then the Management Committee shall immediately inform the relevant charity regulation authority in Scotland.
2. The Management Committee shall have the power to dispose of any assets held by or on behalf of the Society. Any assets remaining after satisfaction of the debts and liabilities of the Society shall be transferred to some other charitable body or bodies that have objects similar to those of the Society, or to appropriate educational establishments, subject to the approval of the Members of the Society.

3. For the avoidance of doubt, any remaining assets shall not be distributed to Members of the Society but shall instead be distributed for charitable purposes.

H. APPROVED

1. This Constitution was duly approved by the Members of the Galloway Forest Astronomical Society at a General Meeting held on 10 November 2023 and, with the Office of the Scottish Charity Regulator (OSCR) having given its consent to the amendment to the Objects clause at A.2 on 7 February 2024, was ratified by the Management Committee on 22 February 2024. It supersedes in its entirety the Constitution adopted on 12th April 2006.