



SCOTTISH GLASS SOCIETY CONSTITUTION

NAME The name of the Society shall be 'THE SCOTTISH GLASS SOCIETY' (hereinafter called the 'Society').

1. AIMS

The aims of the Society shall be:

- 1.1. To encourage excellence in glass, to promote and raise the profile of our members.
- 1.2. To increase participation, interconnection and collaboration of our members and our public.
- 1.3. To provide greater opportunities for the public to be involved in Scottish Glass.
- 1.4. To aid Scotland-based students of glass through awards, bursaries, promotion and involvement.
- 1.5. To promote and advance public education in glass.
- 1.6. To foster links with other organisations interested in glass.

We shall achieve these aims through annual exhibitions, publications both physical and net-based, lectures, conferences, workshops and residencies.

2. MEMBERSHIP

- 2.1. Membership shall be open to all those who support the aims of the Society stated above.
- 2.2. There shall be four categories of membership:
 - 2.2.a. Individual members.
 - 2.2.b. Corporate membership shall be available to industrial and commercial organisations, schools, colleges, university departments, museums, galleries, etc.
 - 2.2.c. Student membership shall be available to those undergoing full time education.
 - 2.2.d. The Voluntary Board may from time to time appoint honorary members in recognition of their contribution to the aims of the Society. Each proposal to be ratified by the Annual General Meeting to a limit of five such members at any one time.

3. MANAGEMENT

3.1. Annual General Meeting

An AGM shall be held in October/November each year to:

- a) Receive the report of the Chair.
- b) Receive and adopt the accounts of the Society and the Treasurer's report.
- c) Elect a Voluntary Board to run the day to day business of the Society.
- d) Elect Auditor or Independent Examiner in accordance with legislative requirements.

e) Transact any other business.

21 days notice shall be given of the Annual General Meeting.

Each member shall have one vote and in the event of a tie the Chair, or in their absence the Vice Chair, shall have the casting vote.

In recognition of the wide geographic spread of members, the Voluntary Board reserve the right to offer members the opportunity to vote online or via a proxy in the event that the member is not able to attend a meeting in person.

3.2. Extraordinary General Meeting

An Extraordinary General Meeting shall be called at the request of 10 members of the Society or when determined by the Voluntary Board.

21 days notice of any such meeting shall be given.

3.3. Voluntary Board

3.3.a. The Voluntary Board of the Society shall consist of:

Chair

Secretary

Treasurer

Three to six Ordinary Members of the Voluntary Board

Each member shall have one vote and in the event of a tie the Chair, or in their absence the Vice Chair, shall have the casting vote.

3.3.b. The Voluntary Board shall be elected by the Annual General Meeting, and meet at least twice during the year.

3.3.c. A Vice Chair shall be elected by the Voluntary Board among their number at the first meeting after the Annual General Meeting.

3.3.d. The Voluntary Board shall have power to co-opt not more than three further members.

3.3.e. Office bearers shall be elected for three years and be eligible for re-election in that role for a further three years.

3.3.f. Ordinary Voluntary Board Members shall be elected for three years.

3.3.g. Two Ordinary Voluntary Board Members shall retire each year, and be eligible for re-election for a further term.

3.3.h. Any member of the Voluntary Board having served two terms must retire for at least one year.

3.3.i. The Voluntary Board shall have the power to fill casual vacancies among the office bearers subject to confirmation by the following Annual General Meeting.

3.3.j. The quorum for a Voluntary Board meeting shall be three persons, including at least one Office Bearer.

3.3.k. A Voluntary Board Member will cease to hold their position if:

i. he/she/they becomes an employee of the Society.

ii. he/she/they becomes incapable, for medical reasons, of carrying out Voluntary Board Member duties, but only if that has continued (or is expected to continue) for a period of more than six months.

iii. he/she/they gives written notice of their resignation from the Voluntary Board.

iv. he/she/they is absent (without good reason in the opinion of the board) from more than three consecutive regular meetings of the Voluntary Board, but only if the Voluntary Board resolves to remove them from office.

- v. he/she/they is relieved of their duties by resolution of the Voluntary Board on the grounds that he/she/they is considered to have committed a serious breach of the Voluntary Board Member Code of Conduct.
 - vi. he/she/they is removed from office by a resolution of members passed at a members' meeting.
- 3.3.l. A resolution under paragraph 3.3.k.v. or 3.3.k.vi. shall be valid only if the following conditions are met:
- i. the Voluntary Board Member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her/their removal is to be proposed.
 - ii. the Voluntary Board Member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote.
 - iii. (in the case of the resolution under paragraph v) at least two thirds of the members of the Voluntary Board vote in favour of the resolution.
- 3.3.m. Any member of the Voluntary Board may request a leave of absence by submitting a formal request to a meeting of the Voluntary Board.

4. FINANCE

4.1. Membership fees

- 4.1.a. The annual membership fee shall be fixed from time to time by the Voluntary Board with the approval of the next Annual General Meeting.

4.2. General

- 4.2.a. All monies raised by or on behalf of the Society shall be applied to further the aims of the Society and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society and fees to professional and technical advisers or the repayment to members of the Voluntary Board hereof of reasonable out of pocket expenses.
- 4.2.b. The Voluntary Board reserves the right to charge reasonable fees for the activities and products the Society provides in order to cover the costs of the Society's ongoing work.
- 4.2.c. The Treasurer shall keep proper accounts of the finances of the Society.
- 4.2.d. The accounts shall be audited at least once a year by an auditor or reported on by an independent examiner in accordance with legislative requirements.

5. AMENDMENTS TO THE CONSTITUTION

Any proposal for the amendment of the Constitution shall be submitted in writing to the Secretary not less than two months before the Annual General Meeting.

Any such amendment must be approved by 75% of the membership present and voting at such a meeting.

6. DISSOLUTION

In the event of the dissolution of the Society, which must be agreed by 75% of the membership present and voting at an Annual General Meeting or Extraordinary General Meeting, any assets remaining after the satisfaction of all debts and liabilities shall not be paid or distributed among the members of the Society but shall be given or transferred to a recognised charitable body or bodies having aims similar to those of the Society as decided by such AGM or EGM.

7. THE LOGO

The Logo of Scottish Glass is in the sole possession of the Society and members are strictly forbidden to use it for trading purposes. Permission to use it for any other reason may only be granted by the Chair and Voluntary Board. Misuse of the logo by a member or members may result in their expulsion from the Society.

This document is hereby certified as being a true copy of the Constitution of the Scottish Glass Society as adopted at the Annual General Meeting of the Society held #####, at #####.

PROPOSED AMENDMENTS –

1. Changed to gender neutral language throughout.
2. Changed references from 'committee' to 'voluntary board' throughout.
3. Changed the requirement for an 'annual juried exhibitions' to an 'annual exhibition'. (1.1)
4. Removed requirement for a report from the Secretary at the AGM (3.1.a)
5. Changed references from 'Acting Vice Chair' to 'Vice Chair' (3.1.e / 3.3.a)
6. Reduced the notice required for AGMs and EGMs to 21 days from 28 days (3.1.e / 3.2)
7. Made clear the provision for online / proxy voting. (3.1.e)
8. Changed number of ordinary board numbers to 3-6 from 6 (so 6-9 board members including Office Bearers). (3.3.a)
9. Increased additional term option for Office Bearers to 3 years, from 2 years. (3.3.e)
10. Increased term of election for ordinary members of the Voluntary Board to 3 years, from 2. (3.3.f)
11. Changes to quorum rules – 3 members of the Voluntary Board required for a quorum, including at least one Office Bearer. (3.3.j)
12. Addition of section regarding circumstances where the board member will cease to hold their position. (3.3.k / 3.3.l / 3.3.m)
13. Changed 'subscriptions' to 'membership fees'. (4.1)
14. Removed timing clause for membership fees as you can now join all year round. (4.1.b)
15. Changed reference from 'Honorary Treasurer' to 'Treasurer'. (4.2.c)
16. Change 'there shall be no entry fees' to: 'The Voluntary Board reserves the right to charge reasonable fees for the activities and products the Society provides in order to cover the costs of the Society's ongoing work'. (4.1.c)