



**ORKNEY
ARCHAEOLOGY
SOCIETY**

SCIO048044

CONSTITUTION OF ORKNEY ARCHAEOLOGY SOCIETY (OAS) SCIO

CONSTITUTION

of

ORKNEY ARCHAEOLOGY SOCIETY (OAS) [SCIO]

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GENERAL

Type of organisation

1. The organisation is a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

2. The principal office of the organisation is in Scotland (and must remain in Scotland).

Name

3. The name of the organisation is “Orkney Archaeology Society (OAS) [SCIO]”.

Purposes

4. Orkney Archaeology Society’s purpose is to educate and inform the people of Orkney, and beyond, about the art, heritage and culture of the people who have lived in Orkney from pre-historic times to the near present day. Orkney has a rich history of evidenced occupation over the last 8,000 years, and there is keen, and growing, interest in its past.

The Society will meet these objectives by;

- Arranging educational public meetings, talks and events which when possible will be free to attend and open to all. Some may be shared online via available technology.
- Undertaking fund raising activities to support organisations and individuals working to advance the understanding of Orkney archaeology and culture, supporting these where appropriate through grants.
- Encouraging the wider community to get involved in archaeology-based events.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation’s existence or on dissolution - except where this is

done in direct furtherance of the organisation's charitable purposes.

Liability of members

7. The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
8. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

9. The structure of the organisation consists of:-
 - a. MEMBERS (a member is a person who has paid-up membership of the Society) have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - b. the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
10. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

11. Membership is open to any individual aged 16 or over who supports the aims of the Society.
12. Employees of the organisation are not eligible for membership of the board

Application for membership

13. Application for membership may be made using a membership form or online through the OAS website.

14. The board may, at its discretion, refuse to admit any person to membership.

Membership subscription

15. Membership subscription is available as follows, with amounts as determined by the AGM;
 - Family (in one household)
 - Ordinary
 - Concessionary (senior/unwaged/student)
 - Joint concessionary (in one household)
 - Overseas Category

Register of members

16. The board must keep a register of members, setting out for each current member their full name and address and wherever possible, their email address to be used for communication of OAS news and events.
17. The board must ensure that the register of members is updated within 28 days of any change:
 - a. which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - b. which is notified to the organisation.
18. If a charity trustee of the organisation requests a copy of the register of members in connection with business for the Society, by agreement of the board a copy may be supplied to them within 28 days.

Withdrawal from membership

19. Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, either in writing or by email. Any member failing to pay their annual subscription when due will be issued with a reminder. Subsequent failure to pay will result in termination of their membership.

Transfer of membership

20. Membership of the organisation may not be transferred by a member.

Expulsion from membership

21. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' 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, specifying the grounds for the proposed expulsion;
 - b. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

22. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
23. The gap between one AGM and the next must not be longer than 15 months.
24. The business of each AGM must include:-
 - a. a report by the chair on the activities of the organisation;
 - b. consideration of the annual accounts of the organisation;
 - c. the election/re-election of charity trustees, as referred to in clauses 52 to 55.
25. The board may arrange a special members' meeting at any time.

Power to request the board to arrange a special members' meeting

26. The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
 - a. the notice states the purposes for which the meeting is to be held; and

- b. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 27. If the board receive a notice under clause 26, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

- 28. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 29. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
 - a. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - b. in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 30. The reference to "clear days" in clause 28 shall be taken to mean that, in calculating the period of notice,
 - a. the day after the notices are posted (or sent by e-mail) should be excluded; and
 - b. the day of the meeting itself should also be excluded.
- 31. Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 32. Any notice which requires to be given to a member under this constitution must be: -
 - a. sent by post to the member, at the address last notified by him/her to the organisation; *or*
 - b. sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

- 33. No valid decisions can be taken at any members' meeting unless a

quorum is present.

34. The quorum for a members' meeting is 15 members, If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
35. The chair of the organisation should act as chair of each members' meeting.
36. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.

Voting at members' meetings

37. Every member has one vote, which must be given personally.
38. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 39.
39. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 43):
 - a. a resolution amending the constitution;
 - b. a resolution expelling a person from membership under article 21;
 - c. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - d. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - e. a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - f. a resolution for the winding up or dissolution of the organisation.
40. If there is an equal number of votes for and against any resolution, the

chair of the meeting will be entitled to a second (casting) vote.

41. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot.
42. The chair will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting.

Written resolutions by members

43. A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

44. The board must ensure that proper minutes are kept in relation to all members' meetings.
45. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.
46. The board shall make available copies of the minutes referred to in clause 44 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 90.

BOARD

Number of charity trustees

47. The maximum number of charity trustees is 15
48. The minimum number of charity trustees is 6

Eligibility

49. A person will not be eligible for election or appointment to the board unless they are, or immediately become, a member of the organisation.
50. A person will not be eligible for election or appointment to the board if they are: -
 - a. disqualified from being a charity trustee under the Charities and

Trustee Investment (Scotland) Act 2005; or

- b. an employee of the organisation.

Initial charity trustees

51. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retirement, re-election

52. At each AGM, the members may elect any member (unless such member is debarred from membership under clause 50) to be a charity trustee.
53. The board may at any time appoint any member (unless such member is debarred from membership under clause 50) to be a charity trustee.
54. At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 55.
55. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
 - a. they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
 - b. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - c. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

56. A charity trustee will automatically cease to hold office if: -
 - a. said trustee becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - b. said trustee becomes incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - c. said trustee becomes an employee of the organisation;
 - d. said trustee gives the organisation a notice of resignation, signed

by them personally;

- e. said trustee is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
- f. said trustee is removed from office by resolution of the board on the grounds that said trustee is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 73);
- g. said trustee is removed from office by resolution of the board on the grounds that said trustee is considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- h. said trustee is removed from office by a resolution of the members passed at a members' meeting.

57. A resolution under paragraph g, h or i shall be valid only if: -
- a. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - b. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - c. (in the case of a resolution under paragraph g or h) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

58. The board must keep a register of charity trustees, setting out
- a. for each current charity trustee:
 - i. their full name and address;
 - ii. the date on which they were appointed as a charity trustee; and
 - iii. any office held by them in the organisation;
 - b. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:

- i. the name of the charity trustee;
 - ii. any office held by them in the organisation; and
 - iii. the date on which they ceased to be a charity trustee.
- 59. The board must ensure that the register of charity trustees is updated within 28 days of any change:
 - a. which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - b. which is notified to the organisation.
- 60. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 61. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 62. In addition to the office-bearers required under clause 61, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 63. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 61 or 62.
- 64. A person elected to any office will automatically cease to hold that office: -
 - a. if they cease to be a charity trustee; *or*
 - b. if they give to the organisation a notice of resignation from that office, signed personally or by a legal appointee.

Powers of board

- 65. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.

66. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
67. The members may, by way of a resolution passed in compliance with clause 39 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

68. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
 - a. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 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 between the organisation and any other party:
 - i. put the interests of the organisation before that of the other party;
 - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - d. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
69. In addition to the duties outlined in clause 68, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - a. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - b. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
70. Provided said trustee has declared their interest - and has not voted on the question of whether or not the organisation should enter into the

arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which said trustee has a personal interest; and (subject to clause 70 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

71. No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
72. The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

73. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
74. The code of conduct referred to in clause 68 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

75. Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
76. At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

77. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 6 charity trustees, present

in person.

78. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 48, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
79. The chair of the organisation should act as chair of each board meeting.
80. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.
81. Every charity trustee has one vote, which must be given personally.
82. All decisions at board meetings will be made by majority vote.
83. If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
84. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee- but on the basis that they must not participate in decision-making.
85. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which h they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
86. For the purposes of clause 85: -
 - a. an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
 - b. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which the said trustee is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

87. The board must ensure that proper minutes are kept in relation to all

- board meetings and meetings of sub-committees.
88. The minutes to be kept under clause 87 must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.
 89. The board shall (subject to clause 90) make available copies of the minutes referred to in clause 87 to any member of the public requesting them.
 90. The board may exclude from any copy minutes made available to a member of the public under clause 89 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

91. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
92. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
93. When delegating powers under clause 91 or 92, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
94. Any delegation of powers under clause 91 or 92 may be revoked or altered by the board at any time.
95. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

96. Subject to clause 97, the signatures of two out of four signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society

accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.

97. Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 96.

Accounting records and annual accounts

98. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
99. The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

100. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
101. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

Alterations to the constitution

102. This constitution may (subject to clause 103) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 39) or by way of a written resolution of the members.
103. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

104. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- a. any statutory provision which adds to, modifies or replaces that Act; and any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph a above.
105. In this constitution: -
- a. “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - b. “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.