The Royal Philosophical Society of Glasgow

A Scottish Charitable Incorporated Organisation number CS 000012

a Scottish Charity number SC 015557

Proposed amendments to the Constitution of the Society to be considered at the Society’s AGM on 15th March 2023.

**THAT:** The Constitution of the Society as approved at the Extraordinary General Meeting of the predecessor company limited by guarantee held on 6th February 2013 be amended as follows:

1. In paragraph **I.8** delete the words: “either 40% of the previous year’s expenditure or”.

2. Replace paragraph **1.9** with “If the Society acts in contravention of **I.7** or **I.8** Council members shall be jointly and severally liable to make good to the Society costs and expenses insofar as attributable to the said contravention.”

3. Replace paragraph **III.1** with: “The Council of the Society shall comprise not more than thirteen elected Members of Council, and such additional members as may be co-opted under **III.10**.”

4. Replace paragraph **III.4** with: “All elected to the Council shall take office upon election and shall retire on the date of the Annual General Meeting closest to the third anniversary of their election.”

5. Replace paragraph **III.5** with: “Council shall make nominations for Office Bearers listed in **IV.1** to the Annual General Meeting. All who are elected members of Council with effect from the Annual General Meeting are eligible for nomination as an Office Bearer. If a post of Office Bearer falls vacant other than at an Annual General Meeting Council shall appoint a person to fill that office until the next Annual General Meeting. In the case of the President, that person must be an elected member of Council; for others the person may be a member of Council or become one under **III.9** or **III.10**.”

6. Replace paragraph **III.6** with: “A retiring member of Council shall be eligible for re-election on a maximum of two occasions. A re-elected member of Council shall retire on the date of the Annual General Meeting closest to the third anniversary of their re-election.” In determining the timing of re-election and retiral of those re-elected to Council on 15 March 2023 this paragraph as amended shall be deemed to have always applied.

7. In paragraph **III.7** replace the words “an office” with “election to the Council”

8. In paragraph **III.9** delete the words after “opportunity” and add as a new sentence: “The appointment shall terminate at the next following Annual General Meeting, at which meeting the individual may be nominated for election to the Council.”

9. In paragraph **III.10** replace the words after “Meeting” with “at which meeting the individual may be nominated for election to the Council.”

10. Add at the end of paragraph **III.14**, “In the event of an equality of votes the Chair of the meeting shall have a casting vote in addition to a personal vote.”

11. In paragraph **III.17** delete the final two sentences.

12. Immediately after paragraph **III.17** insert as new paragraph **III.18**: “A member of Council or a sub-committee may participate in a meeting by means of a conference telephone, video conferencing or similar communications equipment provided all those participating in the meeting can hear each other. A person participating in a meeting in this manner shall be deemed to be present at the meeting.”

13. Replace paragraph **IV.1** with: “The Office-Bearers of the Society shall be the President, the Honorary Treasurer and the Honorary Secretary.”

14. Delete paragraph **IV.2**.

15. Delete paragraph **IV.5c)** and in its place insert two sub-paragraphs: “**c)** that accounts are prepared for the year ending thirty-first July in each year; **d)** that any enquiries from the Independent Examiner appointed under **IV.8** are responded to promptly and accurately.”

16. In paragraph **IV.8** and in **VI.5 d)** replace the word “Accountant” with “Examiner” and in paragraph **VI.5 b)** replace “approved” with “examined”.

17. In paragraph **VI.4** replace “sixty” with “forty”.

18. Replace paragraph **VI.5 e)** with “Members of Council shall be elected;” and add as new sub-paragraph **VI.5 f)**: “Office Bearers shall be elected.”

19 Immediately after paragraph **VI.6** insert as new paragraph **VI.6A**: “Council may if they consider appropriate make arrangements for members to participate in a General Meeting by way of an audio-visual link which allows members to contribute to discussions at the meeting. The notice calling a meeting permitting virtual participation must set out details of how to connect, how to participate and how to vote.”

20. In paragraph **VI.7** replace “Ten” with “Five” and replace “fifteen” with “ten”.

21. In paragraph **VIII.4** replace “a Vice-President” with “the Secretary”.

22. Delete paragraph **VIII.6**

23. Add at the end of paragraph **VIII.8**: “Any reference to communication in writing shall include communication by electronic means.”

**Explanatory notes**

The Council proposes these changes to enhance the running and governance of the Society.

1. The Constitution requires members’ approval of large items of expenditure. At present what is large is defined by reference to both the previous year’s expenditure and the Society’s assets at the year end. With fluctuating expenditure (e.g., recently due to COVID) the expenditure measure causes uncertainty. Testing will now solely be by reference to 5% of the Society’s assets.

2. This clarifies that Council members’ liability for unauthorised expenditure is the extent of that unauthorised expenditure.

3. The Society’s Constitution currently provides for election of president, vice presidents, secretary, treasurer and ordinary members. Election will now be to Council. This is required to facilitate the proposed three-year term of office as a member of Council (see 4 below). The overall maximum number of elected members of Council will reduce from 17 under the current Constitution to 13.

4. Currently election as a member of Council is for one year only and stand for re-election annually. This doesn’t reflect reality – those elected to Council invariably serve for the full three-year term set by the current constitution, except for resignations for personal reasons. Election for three years aligns the Constitution with current practice and is common in most charities.

5. Appointment as an Office Bearer of the Society will be separate from election to Council. Proposals for Office Holders will be put to the AGM. The current maximum term of office of the president of two years is removed. Should the presidency fall vacant the successor must be appointed from amongst those elected to Council by the Society’s membership at an AGM.

6. Council consider the maximum period of Council membership too brief. With two exceptions, it is currently three years causing frequent turnover of Council membership and constant need to find new members. The new maximum period of membership of Council will be nine years.

7. Removing reference to “office” from the provision for proposing an individual for Council membership follows from the proposed change to the procedure for appointing the Society’s office holders (see 3 above).

8. This paragraph permits Council to fill casual vacancies. This change aligns the maximum period of service of such individuals to the nine-year period of those initially elected to Council membership.

9. This paragraph provides for co-option to Council. This change aligns the maximum period of service of such individuals to the nine-year period of those initially elected to Council membership.

10. Whilst the Constitution deals with the (unlikely) possibility of a deadlocked vote at an AGM, there is currently no provision dealing with the possibility of a deadlocked vote at a Council meeting. The proposed wording replicates the existing provision for general meetings of members.

11. Council considers that the rules in the constitution for the quorum and voting at sub-committees of the Council are over prescriptive.

12. The current constitution does not permit virtual participation in Council meetings. In 2020 the Government introduced temporary regulations permitting charities to hold virtual meetings which have expired. Whilst in-person Council meetings have resumed, this change will permit virtual meetings should the need arise.

13. This abolishes the positions of Vice President and Past President.

14. This abolishes the position of honorary Vice-President.

15. This corrects drafting errors in the Constitution. The Society’s accounting year end has always been, and remains, 31 July, not 31 August. The constitution conflates the Treasurer’s obligations to ensure accounts are prepared and to respond to enquiries raised by the Independent Examiner. They will now be in separate sub-paragraphs. There is no change of substance to the Constitution.

16. In Scottish charity legislation the person who reviews a charity’s accounts is the Independent Examiner. These changes align the Society’s constitution with legislative terminology.

17. The constitution requires members to be given 60 days’ notice of the date of the AGM. This will be reduced to 40 days.

18. This change to procedure at AGMs is a consequence of the changes to paragraph **III.1** and **III.5** of the Constitution (per 3 & 4 above).

19. This makes provision for virtual attendance at general meetings of members.

20. This reduces the minimum number of members to be present at a general meeting for the meeting to be quorate. For any proposal to amend the Constitution a meeting will require 10% in place of 15% of the Society’s membership and for all other business 5% in place of 10%.

21. As a consequence of abolishing the posts of Vice-President, when the President is unavailable the Secretary will deputise.

22. If a period of notice includes any days in the months of July or August the constitution effectively doubles the period of notice required for such days. This removes this doubling and all days in the year will be undifferentiated.

23. This allows for communication by email or other electronic forms of communication.