

THE CONSTITUTION
of
THE ROYAL PHILOSOPHICAL SOCIETY OF GLASGOW

A Scottish Charitable Incorporated Organisation

Company number CS000012

Scottish Charity number SC 015557

Founded 9th November 1802

Predecessor limited company incorporated 30th April 1879

Transfer to SCIO effective 6th March 2013

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I. GENERAL

1. This Society continues the Association which, by command of His Majesty, King Edward VII (dated 27th March, 1901), was conferred with the title 'THE ROYAL PHILOSOPHICAL SOCIETY OF GLASGOW', itself continuing the Association which existed from 1802 to 1901 under the name of 'The Philosophical Society of Glasgow'.
2. The Society shall be constituted as a Scottish Charitable Incorporated Institution (SCIO). The Principal Office of the Society shall be situated in Scotland.
3. The objects of the Society are to aid the study, diffusion and advancement of the arts and sciences, with their applications, and the better understanding of public affairs.
4. The Society shall consist of Members who shall have the privileges and obligations set out below.
5. The overall control of the affairs of the Society shall rest with the Members as expressed through Annual or Extraordinary General Meetings. Subject to that control the direction and management of the Society shall rest with the Council, all the members of which shall be the Trustees.
6. In pursuance of these aims the Society may:
 - a) open and manage a bank account or accounts;
 - b) invest such of its moneys as are not immediately required;
 - c) borrow money to such an extent, and upon such security, as may be necessary;
 - d) purchase and hold heritable property, or alternatively sell the same;
 - e) construct, alter, and maintain any buildings necessary or convenient for its purposes;
 - f) hire premises and/or facilities;
 - g) employ or contract with staff or professional agents; and
 - h) undertake any such other lawful action, including entering into other appropriate contracts, as may be conducive to its charitable aims.
7. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society, and payment shall only be made to any officers, members or servants of the Society in return for goods or services provided to it under the aegis of the Council.
8. The Council shall consist of the Office-Bearers and Ordinary Members of Council set out in Sections III and IV.1 below. It shall be the fiduciary role of the Council to ensure compliance with applicable charity laws. The Council shall exercise all the Society's powers, save that any single proposal to expend a sum greater than 5% of the net assets of the Society (as defined in VIII.2) must be approved by a General Meeting.
9. If the Society act in contravention of I.7 or I.8, Council members shall be jointly and severally liable to make good to the Society the costs or expenses incurred in contravention of I.7 or I.8.
10. If the Society 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. Any surplus assets available to the Society 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 Society as set out in this constitution.
11. Amendments to these Rules and Standing Orders may be proposed at any General Meeting of the Society, called in accordance with VI.4 or VI.6 and the Standing Orders. The proposed amendments must be intimated in the notice of the meeting, and, to be adopted, shall require a two-thirds majority of those voting.

II MEMBERSHIP AND SUBSCRIPTIONS

1. Members of the Society shall be those persons who have submitted an application to the Council in such form as it may from time to time prescribe, have paid the appropriate Annual Subscription for the current Session and have thereby accepted the rules of the Society. Membership is open to all aged sixteen years or over.
2. The Annual Subscription to the Society shall be fixed, and may from time to time be changed, by a motion in the name of the Council being adopted by resolution of a General Meeting.
3. Discounted rates of Annual Subscription may be offered to such categories of member as agreed under the procedure specified in the preceding paragraph.
4. Annual membership subscriptions shall fall due on the first day of each Session, and, whenever paid, shall be valid until the last day of that Session.
5. Any member has the right to resign from the Society at any time in a session. Resignations must be tendered in writing to the Honorary Secretary.

III COUNCIL

1. 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**.
2. Only members of the Society shall be eligible for membership of Council.
3. Elections to the Council shall normally take place at the Annual General Meeting.
4. All elected to 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. 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. 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.
7. Nominations for election to the Council may be made either by Council or by any three members of the Society in accordance with **VI.4**.
8. Any member of Council wishing to resign shall inform either the President or the Honorary Secretary of this intention in writing. If the President resigns, the notification should be in writing to the Honorary Secretary; if the Honorary Secretary resigns, the notification should be in writing to the President. Such notifications will be communicated to the next available Council meeting.
9. Vacancies in the Council arising during a Session may be filled by resolution of Council, any such appointment being notified to the membership at the first convenient opportunity. The appointment shall terminate at the next following Annual General Meeting, at which meeting the individual may be nominated for election to the Council.
10. The Council may, if it considers this beneficial to its management of the Society, co-opt no more than three additional members onto Council to undertake particular responsibilities. Such persons shall have the right to attend and speak but not to vote at Council meetings. Such co-options shall be effective until the next Annual General Meeting, at which meeting the individual may be nominated for election to the Council.

11. The Council shall normally meet at least six times during each Session. Ordinary meetings of Council shall be called at the discretion of the President, and the notice of the meeting shall state the business to be brought forward.
12. An extraordinary meeting of the Council shall be called by the President not more than fourteen clear days after receipt of a requisition specifying the business to be discussed, and signed by five Council members.
13. At any Council meeting, only elected members shall have the right to vote. Seven Council members shall constitute a quorum for a Council meeting. In the absence of a quorum, the meeting shall be continued to a new date at least one week later, of which notice shall be given to all Council members.
14. Council members shall declare any conflict of interest, and be prepared to withdraw if necessary from discussion of the topic concerned. Voting shall be by simple majority of those present. In the event of an equality of votes the Chair of the meeting shall have a casting vote in addition to a personal vote.
15. Minutes shall be kept of Council proceedings, and any member of the Society shall be entitled to see such Minutes on request.
16. The Council shall organise the Society's programme of lectures, discussions and any other activities it deems fit in accordance with the Society's objectives (I.3).
17. The Council may establish such sub-committees as it may from time to time see fit. Members of the Society who are not members of Council shall be eligible for membership of such sub-committees, but the Chair shall be a Council member who shall report on its proceedings to that body.
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.

IV OFFICE-BEARERS AND OFFICIALS

1. The Office-Bearers of the Society shall be the President, the Honorary Treasurer, and the Honorary Secretary.
2. *[deleted 4 October 2023]*
3. The President shall normally take the Chair at all General Meetings of the Society and all meetings of Council at which she or he is present.
4. All bank accounts in the Society's name shall be operated by any two of at most four signatories approved by the Council. These shall include the Honorary Treasurer and the President, at least one of whom must be among the signatories of any document.
5. The Honorary Treasurer shall have in charge the funds of the Society under the direction of Council, and shall be responsible for ensuring:
 - a) the payment of all charges that Council considers necessary and proper for the ordinary work of the Society;
 - b) the keeping of proper accounts, and their tabling at Council meetings when requested with due notice by the President;
 - 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.

6. The Honorary Secretary shall be responsible for ensuring that:
 - a) the general correspondence of the Society is conducted in accord with the wishes of Council;
 - b) members of the Society are informed of all its activities;
 - c) all members of Council are notified of the meetings of the Council;
 - d) papers are prepared for all Council and General meetings;
 - d) minutes are kept of all Council and General meetings;
 - e) an up-to-date register is maintained of current members of the Society;
 - f) at the end of each Session, Council and General meeting minutes and a list of the Society's membership for that Session are lodged in the Society's archives;
 - g) all formal communications of the Society carry its SCIO number.
7. The Council may, from time to time, delegate any of the above functions of the Honorary Treasurer or Honorary Secretary to another of the Council members or to a paid official (see **IV.9**). Except where this is done only to cover a short period of absence or illness, the person to whom duties are delegated shall be appropriately designated.
8. The Council shall appoint an Independent Examiner, to conduct an annual inspection of the Society's accounts in accordance with the recommendations of the Office of the Scottish Charity Regulator and provide a written report to the members. This Independent Examiner may be a member of the Society but shall not be a member of the Council and shall in all respects be independent.
9. The Council shall have the power to employ or contract with one or more persons to assist with the management of the Society. Any such appointment shall be announced to the Society at the first convenient opportunity. Such persons may, but need not, be members of the Society, and may be invited to take part in the deliberations at Council meetings but shall not be members of the Council or be entitled to vote upon any question there. This provision shall not apply to a Council member who receives payments in accordance with **1.7**.

V EXCLUSIONS

1. An application for membership may be rejected, or a member be requested to resign from the Society or from Council, if the remaining members of Council determine in accordance with **V.4** that that person has been guilty of conduct such as to make this advisable.
2. A proposal to reject an application for membership, or exclude an existing member from the Society, may be initiated by Council or by a group of no fewer than one per cent of Ordinary Members of the Society who submit lawful reasons in writing to the President or Honorary Secretary.
3. A member of the Council who considers the conduct of any Council member to be such as to make advisable his or her exclusion from that position, may propose a motion that the person concerned be requested to resign. Such motion must be supported by at least two other members of the Council, and shall be circulated by the proposer to all Council members at least one week prior to the meeting at which it falls to be discussed.
4. To be carried, any proposal under **V.2** or **V.3** shall require the support of not less than two-thirds of the Council members present, and in that event the person concerned shall immediately be requested to resign. If, within ten days after such intimation, the request has not been complied with, the member concerned shall be removed from office or from membership, as the case may be, and thereupon forfeit all the privileges of such position.
5. In every such case, the member shall have the right of an appeal to an Extraordinary General Meeting of the Society called in accordance with **VI.6**.
6. In the lesser case that the Chair of a meeting considers the behaviour of any person to be disruptive, the Chair may ask that person to leave. In this situation the person concerned shall have right of appeal to the meeting, and a simple majority of the members present shall determine the outcome.

VI MEETINGS OF THE SOCIETY

1. The Society shall hold lecture and discussion meetings; normally between October and March inclusive. Members will be notified in advance of all meetings.
2. Council may award medals in memory of Lord Kelvin and Professor Thomas Graham, the Arts Award (Minerva Medal) and such other medals as it may from time to time determine, to appropriate speakers. Each medal shall not normally be awarded more than once per session.
3. All lecture and discussion meetings of the Society shall be open to the public, unless otherwise determined and published in advance by the Council. Council may at its discretion determine that a reasonable entrance fee be charged to non-members.
4. An Annual General Meeting of the Society shall be held every March or as near as practicable to that month. Notice of the date of this meeting shall be given not less than forty clear days in advance. Any member wishing to propose an individual for a post on Council should send a written nomination to the Honorary Secretary no less than thirty days before the AGM. Notice of all business, including motions and names of all persons proposed for Council membership, shall be communicated to all members at least fourteen clear days before the date of the meeting.
5. At the Annual General Meeting:
 - a) the President shall present Council's Annual Report on the state of the Society;
 - b) the Honorary Treasurer, shall exhibit a Statement of Accounts of the Society which has been independently examined in accordance with **IV.8**;
 - c) The Honorary Secretary shall give a report of the previous AGM and any subsequent Extraordinary General Meeting.
 - d) an Independent Examiner shall be appointed to examine the accounts of the Society in accordance with **IV.8**.
 - e) Members of Council shall be elected.
 - f) Office Bearers shall be elected.
6. An Extraordinary General Meeting shall be called by the Honorary Secretary on receipt of a requisition signed by no less than five per cent of the membership and specifying the business to be brought before it. Any such meeting must be held within thirty clear days of the Honorary Secretary's receipt of the request.
- 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 hear and 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.
7. Five per cent of the membership shall constitute a quorum for an Annual or Extraordinary General Meeting, save that for amendments to the Constitution the quorum shall be ten per cent.

VII SOCIETY MEETINGS: MOTIONS AND VOTING

1. Motions shall only be competent at General meetings of the Society. Only members of the Society, as defined in paragraph **II.1**, shall be eligible to move or second any motions and vote at any General meeting of the Society.
2. Any member wishing to propose a motion for the Annual General Meeting must submit it in writing to the Honorary Secretary no less than forty clear days beforehand. The motion must be seconded, in writing, before the same deadline. Motions must relate to the business of the Society. In the event of a dispute as to the competence of a motion, the decision of Council shall be final.
3. All motions received by the deadline will thereafter be published on the Society website and members who wish to propose any amendment to a motion must do so by email or in writing to the Honorary Secretary no more than ten clear days thereafter. Amendments must be relevant

to the subject, and not be the direct negative, of the motion. Competent motions and amendments will be issued to members with the papers for the AGM as provided for in **VI 4**.

4. Motions and amendments shall be debated in accordance with the procedures set out in Standing Orders.
5. At any meeting of the Society, each member shall have only one vote. All votes shall be given personally and shall be by a show of hands, unless a secret ballot has been previously recommended by the Council or is requested by at least ten per cent of the members present.
6. Except as provided in **I.11**, any motion shall be carried by a simple majority of those voting.
7. In the case of an equality of votes the Chair of the meeting shall have a casting vote in addition to a personal vote.
8. All questions relevant to the conduct of the meeting not provided for in these Rules or the Standing Orders shall be dealt with at the discretion of the Chair of the meeting.

VIII INTERPRETATION

For the purposes of these rules:

1. The membership of the Society shall be deemed to be the number certified to the previous Annual General Meeting.
2. References to the net assets and previous year's expenditure of the Society shall be deemed to relate to those certified at the previous Annual General Meeting. The limits to expenditure in **I.8** shall not apply to the transfer of investments within the requirements of the Trusts (Scotland) Act 1921 as subsequently amended.
3. A Session of the Society's activities is defined as commencing on the first day of September and concluding on the last day of August following.
4. All references to the duties of the President (excepting those of a Trustee) shall, in the absence of that Officer, be interpreted as referring to the Secretary, failing whom any other member of Council appointed for that purpose by the Council.
5. In the absence of any other Officer, his or her duties may, at the Council's request, be carried out by another of its members.
6. *[deleted 4 October 2023]*
7. 'Clear days' exclude the day of dispatch of a notice, and the day of the meeting itself.
8. Notice may be given electronically to those members who have provided addresses for such communication. Any reference to communication in writing shall include communication by electronic means.
9. All reference to meetings include virtual meetings.

STANDING ORDERS FOR THE CONDUCT OF GENERAL MEETINGS OF THE SOCIETY

1. The proposer shall be called upon first to move the motion. The seconder will then be offered the opportunity to speak, but may second formally without speaking. In the absence of the proposer or seconder, any other member may propose the motion.
2. Any amendment to a motion shall be moved after the motion has been proposed and seconded. The Chair shall then ask if the amendment is seconded, and if not it shall fall.
3. If more than one amendment is proposed to a motion, they will be proposed in the order in which they seek to amend the motion.
4. After a motion and all amendments to it have been moved, there shall be a single debate on all of these propositions.
5. Any member wishing to speak may do so only when invited by the Chair. Each member will only be permitted to speak once in the debate on a particular motion and any amendments to it, save that the proposers shall have the right to a brief reply.
6. The Chair of the meeting shall manage the discussion, including limiting the time available for each speaker or for the discussion of a particular motion or amendment.
7. Any member may at any time raise a point of order, which shall be in the form of a question to the Chair of the meeting relating to the procedure of the meeting. This may, in particular, challenge a ruling of the Chair, or request that the meeting 'move to a vote' on either an amendment or motion. If this is seconded, the Chair will immediately bring the discussion to an end, and take a vote by a show of hands. If a majority is achieved, the procedural proposal shall take immediate effect.
8. A motion for a secret ballot shall take precedence over the substantive vote.
9. After closing the debate, the Chair of the meeting shall invite the proposers of the motion and of any amendments to respond briefly to the debate in reverse order to that in which they were moved. The Chair shall then call for a vote on each amendment in the same order, followed by a vote on the motion as amended. Voting shall be by a show of hands and votes for and against shall be counted.