

**CONSTITUTION  
of  
The Edinburgh Skeptics Society  
(adopted on 26th May 2018)**

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### **Name**

1. The name of the association is “The Edinburgh Skeptics Society”.

### **Objects**

2. The association’s objects are:
  - a. To promote science, reason, and critical thinking in Edinburgh and the wider community.
  - b. To provide an inclusive and safe environment for individuals to meet and discuss matters of science and skepticism.
  - c. To promote, nurture and enrich grass-roots skepticism in Edinburgh and the wider community.

### **Powers**

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
  - a. To organise public events, talks, lectures, performances, and other similar activities.
  - b. To carry on any other activities which further any of the above objects.
  - c. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association’s activities.
  - d. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
  - e. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
  - f. To borrow money, and to give security in support of any such borrowings by the association.
  - g. To employ such staff as are considered appropriate for the proper conduct of the association’s activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
  - h. To engage such consultants and advisers as are considered appropriate from time to time.
  - i. To effect insurance of all kinds as required for the association’s activities.
  - j. To invest any funds which are not immediately required for the association’s activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
  - k. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association’s objects.
  - l. To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association’s objects.
  - m. To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association’s assets and undertaking.
  - n. To take such steps as may be deemed appropriate for the purpose of raising funds for the association’s activities.
  - o. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
  - p. To do anything which may be incidental or conducive to the furtherance of any of the association’s objects.

### **General structure**

4. The structure of the association shall consist of:-
  - a. Members of the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

### **Maximum number of management committee members**

5. The maximum number of members of the management committee shall be 10.

### **Eligibility for management committee membership**

6. A person shall not be eligible for appointment to the management committee unless:-
  - a. he/she is known to the management committee; and,
  - b. he/she has previously undertaken voluntary work for the association; and,
  - c. all committee members agree to the appointment.

### **Appointment to the management committee**

7. The management committee may at any time appoint a member of the management committee (subject to clause 6).

### **Termination of office**

8. A member of the management committee shall automatically vacate office if:-
  - a. the management committee resolve to remove him/her from office by majority vote, with the Chair to exercise a casting vote in the event of no majority.
  - b. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - c. he/she becomes an employee of the association
  - d. he/she resigns office by notice to the association
  - e. he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office

### **Register of management committee members**

9. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

### **Officebearers**

10. The management committee members shall appoint from among themselves a **Chair**, a **Treasurer** and a **Secretary**, and such other office bearers (if any) as they consider appropriate.
11. A person appointed to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

### **Powers of management committee**

12. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
13. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

### **Personal interests**

14. A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 26) from voting on the question of whether or not the association should enter into that arrangement.
15. For the purposes of clause 14, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
16. Provided
  - a. he/she has declared his/her interest
  - b. he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
  - c. the requirements of clause 18 are complied with,
 a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 15) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
17. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.
18. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
  - a. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
  - b. the management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
  - c. less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
19. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

### **Procedure at management committee meetings**

20. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee, with due notice of 7 days.
21. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
22. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be **3 people**.
23. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
24. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
25. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
26. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
27. For the purposes of clause 26, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

### **Conduct of members of the management committee**

28. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must
  - a. seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
  - 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 of interest between the association and any other party
    - i. put the interests of the association before that of the other party, in taking decisions as a member of the management committee
    - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question

### **Delegation to sub-committees**

29. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
30. Any delegation of powers under clause 29 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
31. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

### **Operation of accounts and holding of property**

32. The agreement of two out of three signatories appointed by the management committee shall be required in relation to any operations (other than lodgement of funds) on the bank and building society accounts held by the association over the amount of £500.
33. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

### **Minutes**

34. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

### **Accounting records and annual accounts**

35. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
36. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

### **Notices**

37. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent electronically or by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

### Dissolution

38. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene an extraordinary meeting of the members of the management committee; not less than 21 days' notice of the extraordinary meeting (stating the terms of the proposed dissolution resolution) shall be given.
39. If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the extraordinary meeting convened under clause 38, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other non-profit organisation having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the management committee of the association at, or prior to, the time of dissolution.
40. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's objects) be paid or transferred (directly or indirectly) to the members of the management committee, either in the course of the association's existence or on dissolution.

### Alterations to the constitution

41. The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clause 20.

### Initial members of the management committee

42. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on **26/05/2018**

Signature	Name	Address	Position
	<b>Mark Pentler</b>	[Redacted]	Chair
	<b>Sean Slater</b>	[Redacted]	Treasurer
	<b>Heather Pentler</b>	[Redacted]	Secretary
	<b>Danny Bulawa</b>	[Redacted]	Member