

CONSTITUTION OF THE SCOTTISH SOCIETY FOR NORTHERN STUDIES

(Amended)

Original: 16 November 1968.

Revisions: November 1977; November 1979; November 2008; November 2012.

This amendment ratified by the Annual General Meeting held on 20 November 2021.

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Name and Type of Society

- 1 The name of the Society is 'Scottish Society for Northern Studies', hereafter 'the Society'.
- 2 The Society will be a charitable trust, regulated by the Office of the Scottish Charitable Regulator.

3 Purpose

The Society's purpose is the advancement of education, primarily in a Scottish context, to develop an informed interest and understanding of 'Northern Studies', being academic studies into aspects of the Scandinavian and related* cultures, and in furtherance of this objective:

- to promote and encourage research especially multi- and inter-disciplinary research into such studies within universities and similar bodies and amongst the wider community;
- to interest and support university students in such studies with a view to encouraging them to pursue them after graduation;
- to arrange regular conferences and/or public lectures to disseminate and encourage new research, the work of the Society and community involvement;
- to produce a regular academic journal, 'Northern Studies', and such occasional publications as further promote such studies and the Society;
- to liaise and develop partnerships with and support similar bodies and individuals in the pursuit of such studies in Scotland and elsewhere;
- to encourage other activities to attain the objective.

* 'Related cultures' are notably but not exclusively other Nordic cultures and the Celtic and Scottish cultures. Subject areas include Scandinavian, Celtic and Scottish history; archaeology; language, dialect and placenames; literature; geography; Viking- and Norse-Period studies.

Members

- 4 Membership is open to any individual aged 16 or over who is not an employee of the Society.
- 5 Any person who wishes to become a member must lodge a written or online application with the Society along with a remittance to meet the annual membership subscription.
- 6 The board may, at their discretion, refuse to admit any person to membership or continue as a member, in which case the board shall return his/her remittance.

- 7 Members shall be required to pay an annual subscription, on or before 1st November in each year, at a rate agreed by the members at an annual general meeting.
- 8 If a membership subscription remains outstanding more than 6 months after the due date, and provided that the member has been given at least one written reminder, the board may expel him/her from membership.
- 9 The board may in exceptional circumstances confer an honorary membership.
- 10 Any person who wants to withdraw from membership should give a written or online notice of withdrawal; membership shall cease from receipt of the notice.
- 11 A person who ceases for whatever reason to be a member shall not be entitled to any refund of the membership subscription.
- 12 The board will keep a register of members, setting out:
for each current member:
- his/her name and address; and
 - the date on which he/she was registered as a member;
- and for each former member, for at least six years from the date on which he/she ceased to be a member:
- his/her name; and
 - the date on which he/she ceased to be a member.

Members' Meetings and Decision-making

- 14 The board will arrange an annual general meeting of members in each calendar year, including:
- a report by the President of the Society's activities;
 - consideration of the annual accounts;
 - the election of trustees.
- 15 The board may arrange an extraordinary members' meeting at any time. Members may request an extraordinary meeting by sending to the Chair a notice or notices signed by 5% or more of the total membership stating the purposes of the meeting. The board will arrange a meeting within 28 days of receipt.
- 16 At least 14 clear days' notice will be given to all the members of the Society of any members' meeting, not including the day the notices are sent and the day of the meeting. Accidental omission to give notice to one or more members will not invalidate the proceedings.
- 17 Any such notice will:
- be sent by post or e-mail to the member at the address last notified by him/her to the Society.
 - specify in general terms what business is to be dealt with at the meeting and in the case of a resolution falling within clause 22 (requirement for two-thirds majority) will set out the exact terms.

- 18 No valid decisions can be taken at a members' meeting unless a quorum of 20 members is present. A meeting cannot proceed, and notices of another meeting will require to be sent out if:
- a quorum is not present within 15 minutes after the start time or
 - if a quorum ceases to be present during a members' meeting
- unless the chair determines that there are specific reasons for further delay.
- 19 The President or a depute appointed from among the trustees will act as chairperson of each members' meeting. If the appointed chairperson is not present within 15 minutes after the start time or is not willing to act as chairperson, another trustee will be appointed chairperson the trustees present. If no trustee is present, members will elect a chairperson from among themselves.
- 20 Every member has one vote, which must be given personally.
- 21 All decisions at members' meetings will be made by majority vote except for the types of resolution listed in clause 22.
- 22 The following resolutions will be valid only if passed by not fewer than two-thirds of those voting at a members' meeting:
- a resolution, which has not been proposed by the board, directing the board to take any step or not to take any step;
 - a resolution amending the constitution;
 - a resolution approving the amalgamation of the Society with another charitable Society or approving the constitution of the new amalgamated Society;
 - a resolution to the effect that all the Society's property, rights and liabilities should be transferred to another charitable Society or agreeing to the transfer from another Society of all of its property, rights and liabilities;
 - a resolution for the winding up or dissolution of the Society.
- 23 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second casting vote.
- 24 A resolution put to the vote at a members' meeting will be decided on a show of hands, unless the chairperson or at least two other members present at the meeting ask for a secret ballot. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.
- 25 The board will ensure that proper minutes are kept in relation to all members' meetings. The accuracy of the minutes will be verified by a vote at a subsequent members' meeting.

Board

- 26 The people serving on the board are referred to in this constitution as the 'trustees'.
- 27 The minimum number of trustees is 3, who may be from any of the following categories:
- the President, elected under clauses 38:

- the editor of the journal 'Northern Studies', appointed by the board;
- a maximum of 10 other trustees, of which no more than 4 shall be trustees co-opted under the provisions of clauses 33.

29 A person shall not be eligible for election/appointment to the board unless he/she is a member of the Society and has not been disqualified from being a trustee under the Charities and Trustee Investment (Scotland) Act 2005.

30 At each AGM:

- one third (to the nearest round number) of the trustees elected shall retire from office. The trustees to retire shall be those who have been longest in office since last elected; if a choice is required between persons last elected on the same date, the question shall be determined by the board using some random method.
- Any trustee appointed under clause 33 since the preceding AGM shall retire from office.

31 Any trustee who retires from office shall be eligible for re-election.

32 The notice of each AGM, will advise members:

- how to propose a member for election and
- the deadline for nominations, which will be at least two weeks before the meeting.

If there are more nominations than vacancies, the chairperson will determine how a ballot will be held. Otherwise, election will be confirmed by a majority vote.

33 Subject to the provisions of clause 27, the board may at any time co-opt a member of the Society to be a trustee until the next AGM.

34 A trustee will cease to hold office if he/she

- becomes disqualified from being a trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- ceases to be a member or becomes an employee of the Society;
- gives a notice of resignation;
- becomes incapable for medical reasons of carrying out his/her duties as a trustee, but only if that has continued (or is expected to continue) for more than six months;
- 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 him/her from office;
- is removed by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- is removed by a resolution of the members passed at a members' meeting.

35 A resolution to remove a trustee from office shall be valid only if:

- the trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed and is given the opportunity to address the meeting prior to the resolution being put to the vote; and
- at least two thirds of the members at the meeting vote in favour of the resolution.

36 The board must keep a register of trustees, setting out:

for each current trustee:

- his/her name and address;
- the date on which he/she was appointed as a trustee; and
- any office held by him/her in the Society;

for each former trustee, for at least 6 years from the date on which he/she ceased to be a trustee:

- the name of the trustee;
- any office held by him/her in the Society; and
- the date on which he/she ceased to be a trustee.

37 If any person requests a copy of the register of trustees, the board must supply a copy to him/her within 28 days. Except when the request is made by a trustee, the copy may have the addresses blanked out.

Office-bearers

38 A president (chair) will be elected by the members for a term of three years. A retiring president will not be eligible for re-election as president at the same AGM but would be eligible to be elected as a trustee and to hold another office or to stand again at a future AGM.

39 The trustees will elect from among themselves a treasurer and a secretary and may elect from among themselves further office-bearers if they consider that appropriate.

40 All the office-bearers, other than the president, will cease to hold office at the conclusion of each AGM, but may be re-elected by the board.

41 A person elected to any office will automatically cease to hold that office:

- if he/she ceases to be a trustee; *or*
- if he/she gives a notice of resignation from that office.

Board Powers, Meetings and Decision-making

42 The board may at its discretion make arrangements to allow members (including trustees) to participate in any meeting of the board or members by means of a conference telephone, video conferencing facility or similar communications equipment, so long as all those participating in the meeting can hear each other; a member participating in a meeting in this manner shall be deemed to be present in person at the meeting.

43 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the board, and a meeting of the board at which a quorum is present may exercise all the powers of the Society.

- 44 The members may, by way of a resolution passed in compliance with clause 22 (requirement for two-thirds majority), direct the board to take any step or not to take any step, and the board shall give effect to any such direction.
- 45 Any trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 46 At least 7 days' notice of each board meeting must be given, unless, in the opinion of the person calling the meeting, there is a degree of urgency which makes this inappropriate.
- 47 No valid decisions can be taken at a board meeting unless a quorum of three trustees is present. If at any time the number of trustees falls below the quorum, the remaining 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.
- 48 The President of the Society should act as chairperson of each board meeting. If the chairperson is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.
- 49 Decisions at board meetings will be made by majority vote; each trustee having one vote which must be given personally.
- 50 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 51 The board may, at its discretion, allow any person who is not a trustee to attend and speak at a board meeting on the basis that he/she must not participate in decision-making.
- 52 A trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution relating to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Society; he/she must withdraw and not be present while an item of that nature is being dealt with.
- 53 The board will ensure that minutes are taken in relation to all board meetings. The minutes will include the names of those present, and be verified at a subsequent board meeting.
- 54 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one trustee, but other members need not be trustees. The rules of procedure for and the provisions relating to membership of each sub-committee shall be set by the board.
- 55 The board may also delegate to the chair of the Society or the holder of any other post such of their powers as they may consider appropriate, setting out appropriate conditions which must include an obligation to report regularly to the board.
- 56 Any delegation of powers under clause 54 or 55 may be revoked or altered by the board at any time.

Accounts

- 57 The board will ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 58 The board will prepare annual accounts and present them to the members for approval at the Annual General Meeting.
- 59 At least three signatories on the bank and building Society accounts held by the Society will be appointed from among the Trustees.
- 60 Before single payments of £1000 or over are made, the Treasurer, or other signatory authorising the payment, will advise the President and Secretary of the payment.

Winding-up

- 61 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.
- 62 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.
- 62.1 The members and trustees of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the members will not be held responsible. This clause does not exclude any personal liabilities they might incur if they are in breach of their duties under the Charities and Trustee Investment (Scotland) Act 2005 or other legal obligations that apply to them personally.

Alterations to the constitution

- 63 Subject to the provisions of The Charities and Trustee Investment (Scotland) Act 2005, this constitution may be altered by resolution of the members passed at a members' meeting, subject to achieving the two-thirds majority referred to in clause 22, or by way of a written resolution of two-thirds of the members.