

CONSTITUTION

of

The Glasgow Humane Society

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GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Principal Office

- 2 The principal office (and principal place of operation) of the organisation is at Glasgow Humane Society House, Glasgow Green, Glasgow G40 1BA.

Name & History

- 3 The name of the organisation is “The Glasgow Humane Society” hereinafter referred to as The Society.
 - 3.1 The Society was first constituted on 16th August 1790 and registered as a Charity Number SC001178 on 1st May 1912. The original charity, an unincorporated association, agreed on 22nd March 2013 to wind up and reconstitute as a SCIO with the same name and similar purposes to those of the original Society. The constitution of the original Society is included as Appendix 1 for historical interest only.

Purposes

- 4 The Society’s purposes are:
 - 4.1 The prevention of accidents and the saving of life in the rivers, canals and other bodies of water in the greater Glasgow area.
 - 4.2 Education of the public in lifesaving skills.

Powers

- 5 The Society has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, including but not limited to employing staff and paying them such remuneration and pensions as is reasonable.
- 6 No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the members - either in the course of the Society’s existence or on dissolution - except where this is done in direct furtherance of the Society’s charitable purposes.

Liability of members

- 7 The members 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 or liable.
- 8 The members and directors (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 Society consists of:-
 - 9.1 the MEMBERS - who 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;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of the Society; for example, the Board is responsible for monitoring and controlling the financial position of the Society.
- 10 The persons serving on the Board are referred to in this constitution as DIRECTORS whose duties shall be those of CHARITY TRUSTEES as defined by the Office of the Scottish Charity Regulator (OSCR) under Section TRUSTEE DUTIES.

MEMBERS

Qualifications for Membership

- 11 Membership shall be open to
 - 11.1 any individual aged 16 or over who supports the purposes, aims and objectives of the Society.
 - 11.2 any corporate body which supports the purposes, aims and objectives of the Society.
 - 11.3 any individual who has been nominated for membership by an unincorporated body which supports the purposes, aims and objectives of the Society.
 - 11.4 no more than one individual nominated under Article 11.3 by each unincorporated body may be a member of the Society at any given time.
 - 11.5 those incumbents in the Offices of The Right Honourable The Lord Provost of Glasgow; The Lord Dean of Guild, Merchants House of Glasgow and the Deacon Convenor, Trades House of Glasgow; such other person of similar eminent standing that may be proposed and agreed at a general meeting of members. Such membership of the Society shall be honorary.
- 12 Employees of the Society are not eligible for membership.

Application for Membership

- 13 Any person or body who/which wishes to become a member must sign a written application for membership, along with a remittance to meet the annual membership subscription. In the case of a corporate body, the application must be signed by an appropriate officer of that body. In the case of an application under Article 11.3, the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership
 - 13.1 an application for membership received by the Society will be considered by the Board at the next Board meeting.
- 14 The Board may, at its discretion, refuse to admit any person or body to membership.
- 15 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/it to membership. If the decision was to refuse admission, the Board shall return to the applicant the remittance lodged by him/her/it under Clause 14.
- 16 The Board shall invite each incumbent of the Offices defined in Article 11.5 to become Honorary Members for their term of office. Further, the Board may invite such other person or persons as agreed at general meetings to become Honorary Members for such term or terms to be determined by those general meetings.
 - 16.1 There shall be an Honorary President of the Society who shall be an Honorary Member. It shall be decided at the AGM whom among the Honorary Membership

shall be invited to become Honorary President. Term of office shall be one year from the date of the AGM or such other term as determined at the AGM.

Membership Subscription

- 17 Members shall require to pay an annual membership subscription; unless and until otherwise determined by the members, the amount of the annual membership subscription shall be as determined at each Annual General Meeting, or Extraordinary General Meeting.
- 17.1 the annual membership subscriptions shall be payable on or before 1st July in each year.
- 17.2 the members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.
- 17.3 if the membership subscription payable by any member remains outstanding more than 13 weeks after the date on which it fell due - and providing he/she has been given at least one written reminder - the Board may, by resolution to that effect, expel him/her from membership.
- 17.4 a person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 17.5 there shall be no annual subscription associated with honorary membership.

Register of Members

- 18 The Board must keep a register of members (whilst ensuring compliance with any Data Protection legislation), setting out
- 18.1 For each current member:
- 18.1.1 his/her/its full name and address; and
- 18.1.2 the date on which he/she/it was registered as a member of the Society;
- 18.1.3 in the case of an individual nominated under Article 11.3, the name of the unincorporated body which nominated him/her for membership.
- 18.2 For each former member - for at least six years from the date on he/she ceased to be a member:
- 18.2.1 his/her/its name; and
- 18.2.2 the date on which he/she/it ceased to be a member.
- 19 The Board must ensure that the register of members is updated within 28 days of any change:

- 19.1 which arises from a resolution of the Board or a resolution passed by the members of the Society; or
 - 19.2 which is notified to the Society.
- 20 If a member or director of the Society requests a copy of the register of members, 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 member (rather than a director), the Board may provide a copy which has the addresses blanked out.

Withdrawal from Membership

- 21 Any person or body who/which wishes to withdraw from membership must give written notice of withdrawal to the Society, signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that body.
- 21.1 an unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the Society to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the Society, the individual in question shall automatically cease to be a member of the Society.

Transfer of Membership

- 22 Membership of the Society may not be transferred by a member.

Expulsion from Membership

- 23 Any person or body 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:-
- 23.1 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;
 - 23.2 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

- 24 The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 25 The gap between one AGM and the next must not be longer than 15 months.
- 26 Notwithstanding Clause 24, an AGM does not need to be held during the calendar year in which the Society is registered; but the first AGM must still be held within 15 months of the date on which the Society is registered. Registration in this clause refers to registration as a SCIO.

- 27 The business of each AGM must include:-
- 27.1 a report by the chairman on the activities of the Society;
 - 27.2 consideration of the annual accounts of the Society;
 - 27.3 appointment of independent examiner/auditor as appropriate
 - 27.4 the election/re-election of directors, as referred to in Clauses 56 to 59;
 - 27.5 invitation to become Honorary President of the Society in accordance with Article 16.1.
- 28 The Board may arrange a special members' meeting at any time.

Power to request the Board to arrange a Members Special Meeting

- 29 The Board must arrange a members special 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 (in the case of a member which is a corporate body, signed by an appropriate officer of that body)) submitted by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 29.1 the notice states the purposes for which the meeting is to be held; and
 - 29.2 those purposes are consistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 30 If the Board receives a notice under Clause 29, the date for the meeting which is arranged in accordance with the notice must not be later than 28 days from the date on which the notice is received.

Notice of Members Meetings

- 31 At least 14 clear days notice must be given of any AGM or any special members meeting.
- 32 The notice calling a members meeting must specify in general terms what business is to be dealt with at the meeting; and
- 32.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 32.2 in the case of any other resolution falling within clause 42 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 33 The reference to clear days in Clause 31 shall be taken to mean that, in calculating the period of notice,
- 33.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 33.2 the day of the meeting itself should also be excluded.

- 34 Notice of every members meeting must be given to all the members of the Society, and to all the directors; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 35 Any notice which requires to be given to a member under this constitution must be: -
- 35.1 sent by post to the member, at the address last notified by him/her/it to the Society; *or*
- 35.2 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the Society.

Procedure at Members Meetings

- 36 No valid decisions can be taken at any members meeting unless a quorum is present.
- 37 The quorum for a members' meeting is 15 members, present in person or (in the case of members which are corporate bodies) present via their authorised representatives. Honorary members present shall not be counted for the purposes of determining quorum.
- 38 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.
- 39 The chair of the Society should act as chairman of each members meeting.
- 40 If the chair of the Society is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the directors present at the meeting must elect (from among themselves) the person who will act as chairman of that meeting.

Voting at Members Meetings

- 41 With the exception of honorary members, every member has one vote, which must be given personally or (in the case of a member which is a corporate body) given via its authorised representative present at the meeting.
- 40.1 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the Society.
- 42 All decisions at members meetings will be made by majority vote - with the exception of the types of resolution listed in Clause 43.
- 43 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 47):
- 43.1 a resolution amending the constitution;

- 43.2 a resolution expelling a person from membership under Clause 23;
 - 43.3 a resolution recommending to the Board to take any particular step (or recommending to the Board not to take any particular step);
 - 43.4 a resolution approving the amalgamation of the Society with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 43.5 a resolution to the effect that all of the Society'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);
 - 43.6 a resolution for the winding up or dissolution of the Society.
- 44 If there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a casting vote.
 - 45 A resolution put to the vote at a members meeting will be decided on a show of hands - unless the chairman (or at least two other individuals present at the meeting and entitled to vote) ask for a secret ballot.
 - 46 The chairman will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written Resolutions by Members

- 47 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

- 48 The Board must ensure that proper minutes are kept in relation to all members meetings.
- 49 Minutes of members meetings must include the names of those present; and (so far as possible) should be signed by the chairman of the meeting.
- 50 The Board shall make available copies of the minutes referred to in Clause 48 to any member or member of the public requesting them; but on the basis that the Board may exclude confidential material to the extent permitted under Clause 94.

BOARD

Number of Directors

- 51 The maximum number of directors is 9.

52 The minimum number of directors is 5.

Eligibility

53 A person shall not be eligible for election or appointment to the Board unless he/she is a member of the Society or has been nominated for election/appointment to the Board by a member which is a corporate body.

54 A person will not be eligible for election or appointment to the Board if he/she is: -

54.1 disqualified from being a director under the Charities and Trustee Investment (Scotland) Act 2005; or

54.2 an employee of the Society.

Initial Directors

55 The individuals who signed the directors declaration forms which accompanied the application for registration of the Society shall be deemed to have been appointed by the members as directors with effect from the date of registration of the Society. Registration in this clause refers to registration as a SCIO.

Election, Retiral, Re-election

56 At each AGM, the members may elect any member (unless he/she is debarred from membership under Clause 53) to be a director.

57 The Board may at any time appoint any member (unless he/she is debarred from membership under Clause 53) to be a director.

57.1 A member which is a corporate body may (subject to Article 57.2) nominate any individual for election/appointment to the Board; he/she will then be deemed to be a member of the Society for the purposes of Clauses 56 and 57.

57.2 No more than one individual nominated under Article 57.1 by each corporate member may serve as a director at any given time.”

58 At each AGM, all of the directors must retire from office - but may then be re-elected under Clauses 56 and 59.

59 A director retiring at an AGM will be deemed to have been re-elected unless: -

59.1 he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a director; or

59.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

59.3 a resolution for the re-election of that director was put to the AGM and was not carried.

Termination of Office

- 60 A director will automatically cease to hold office if: -
- 60.1 he/she becomes disqualified from being a director under the Charities and Trustee Investment (Scotland) Act 2005;
 - 60.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a director - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 60.3 he/she ceases to be a member of the Society or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the Society;
 - 60.4 he/she becomes an employee of the Society;
 - 60.5 he/she gives the Society a notice of resignation, signed by him/her;
 - 60.6 he/she is absent from three or more consecutive meetings of the Board - but only if the Board resolves to remove him/her from office;
 - 60.7 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors (as referred to in Clause 77);
 - 60.8 he/she is removed from office 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
 - 60.9 he/she is removed from office by a resolution of the members passed at a members meeting.
- 61 A resolution under Articles 60.7, 60.8 or 60.9 shall be valid only if: -
- 61.1 the director 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;
 - 61.2 the director 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
 - 61.3 in the case of a resolution under Articles 59.7 or 59.8 at least two-thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of Directors

- 62 The Board must keep a register of directors, setting out
- 62.1 for each current director:

- 62.1.1 his/her full name and address;
- 62.1.2 the date on which he/she was appointed as a director; and
- 62.1.3 the name of the corporate member which nominated each director (if applicable)
- 62.1.4 any office held by him/her in the Society;
- 62.2 for each former director - for at least 6 years from the date on which he/she ceased to be a director:
 - 62.2.1 the name of the director;
 - 62.2.2 any office held by him/her in the Society; and
 - 62.2.3 the date on which he/she ceased to be a director.
- 63 The Board must ensure that the register of directors is updated within 28 days of any change:
 - 63.1 which arises from a resolution of the Board or a resolution passed by the members of the Society; or
 - 63.2 which is notified to the Society.
- 64 If any person requests a copy of the register of directors, 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 director of the Society, the Board may provide a copy which has the addresses and other contact information blanked out, provided the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-Bearers

- 65 The directors must elect (from amongst themselves) a chairman, a treasurer and a secretary.
- 66 In addition to the office-bearers required under Clause 65, the directors may elect (from amongst themselves) further office-bearers as they see fit.
- 67 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under Clauses 65 or 66.
- 68 A person elected to any office will automatically cease to hold that office: -
 - 68.1 if he/she ceases to be a director; *or*
 - 68.2 if he/she gives to the Society a notice of resignation from that office, signed by him/her.

Powers of the Board

- 69 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the Society.
- 70 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 71 The members may, by way of a resolution passed in compliance with Clause 43 (requirement for two-thirds majority), recommend to the Board to take any particular step or recommend to the Board not to take any particular step; and the Board shall be obliged to give due consideration to any such recommendation accordingly.

Directors - General Duties

- 72 Each of the directors has a duty, in exercising functions as a charity trustee, to act in the interests of the Society; and, in particular, must:-
- 72.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
 - 72.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 72.3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - 72.3.1 put the interests of the Society before that of the other party;
 - 72.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
 - 72.4 ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 73 In addition to the duties outlined in Clause 72, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring: -
- 73.1 that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and
 - 73.2 that any director who has been in serious and persistent breach of those duties is removed as a director.
- 74 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a director will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest; and (subject to Clause 75 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

- 75 No director may serve as an employee (full-time or part-time) of the Society; and no director may be given any remuneration by the Society for carrying out his/her duties as a director.
- 76 The directors 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 Directors

- 77 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 78 The code of conduct referred to in Clause 77 shall be supplemental to the provisions relating to the conduct of directors contained in this constitution and the duties imposed on directors 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 DIRECTORS

Notice of Board Meetings

- 79 Any director may call a meeting of the board *or* ask the secretary to call a meeting of the Board.
- 80 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

- 81 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 5 directors, present in person.
- 82 If at any time the number of directors in office falls below the number stated as the quorum in Clause 81, the remaining director(s) will have power to fill the vacancies or call a members meeting - but will not be able to take any other valid decisions.
- 83 The chair of the Society should act as chairman of each board meeting.
- 84 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 chairman), the directors present at the meeting must elect (from amongst themselves) the person who will act as chairman of that meeting.
- 85 Every director has one vote, which must be given personally.
- 86 All decisions at Board meetings will be made by majority vote except where provided elsewhere in this constitution.
- 87 If there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a casting vote.

- 88 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a director - but on the basis that he/she must not participate in decision making nor have a vote.
- 89 A director 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Society; he/she must withdraw from the meeting whilst an item of that nature is being dealt with.
- 90 For the purposes of Clause 89: -
- 90.1 an interest held by an individual who is connected with the director 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 director;
- 90.2 a director will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 91 The Board must ensure that proper Minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 92 The Minutes to be kept under Clause 91 must include the names of those present, be agreed at the next meeting and signed by the chairman of the meeting.
- 93 The Board shall (subject to Clause 94) make available copies of the Minutes referred to in Clause 91 to any member or member of the public requesting them.
- 94 The Board may exclude from any copy of Minutes made available to a member of the public under Clause 93 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 Society or on the basis that the material contains reference to employees or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to Sub-committees

- 95 Whilst recognising that, although the use of sub-committees can be appropriate in many cases, the Board of the Society retains legal responsibility for exercising overall control and supervision of the Society's affairs. Hence, the Board may delegate any of its powers to sub-committees; a sub-committee must include at least one director, but other members of a sub-committee need not be directors.
- 96 The Board may also delegate to the chair of the Society (or the holder of any other post) such of its powers as it may consider appropriate.

- 97 When delegating powers under Clauses 95 or 96, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 98 Any delegation of powers under Clauses 95 or 96 may be revoked or altered by the Board at any time.
- 99 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

- 100 Subject to Clause 101, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) of the bank accounts held by the Society; at least one out of the two signatures must be the signature of a director.
- 101 Where the Society uses electronic facilities for the operation of a bank account, the authorisations required for operations on that account must be consistent with the approach reflected in Clause 100.

Accounting Records and Annual Accounts

- 102 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 103 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 considers 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

- 104 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.
- 105 Any surplus assets available to the Society immediately preceding its winding up or dissolution must be used for, or transferred to another charity which will use them for, purposes which are the same as - or which closely resemble - the purposes of the Society as set out in this constitution.

Alterations to the Constitution

- 106 This constitution may (subject to Clause 107) be altered by resolution of the members passed at a members meeting (subject to achieving the two-thirds majority referred to in Clause 43) or by way of a written resolution of the members.

- 107 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

- 108 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 108.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 108.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 108.1 above.
- 109 In this constitution: -
- 109.1 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;
 - 109.2 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.

APPENDIX I

ORIGINAL CONSTITUTION 1790 GLASGOW HUMANE SOCIETY

Appendix I

Glasgow Humane Society Constitution

Glasgow August 16th 1790

The Subscribers to the Humane Society having met in the Tontine Tavern in consequence to public advertisement proceeded to constitute the Society by electing Gilbert Hamilton Esq. President Dr Robert Cleghorn secretary and Robert Simson treasurer after which the Society unanimously adopted the following regulations.

1st. Every subscriber of five shillings, or upwards shall be considered as an original **member** of the Society and shall have a right to vote annually at the election of the President Secretary and Treasurer.

2nd. Every subscriber of one Guinea shall be eligible as a **Director for one year**. Four ordinary Directors shall be chosen annually on the second Monday of February and they shall have power to attend all the stated meetings, and to vote in every question that may come before the Society.

3rd. If any public body such as the Town Council, the Merchant House, the Trades House, or Hutchesons Hospital shall contribute from their Funds a sum not less than Ten Pounds Sterling to this Society the heads of the respective bodies so contributing Viz. The Lord Provost as head of the Council The Dean of Guild of the Merchants House, The Deacon Convenor of the Trades House, and the Preceptor of Hutchesons Hospital shall be **Directors ex Officio in all time coming**.

The Office Bearers of the Faculty of Physicians & Surgeons of Glasgow shall also be Directors ex Officio in all time coming. If any Incorporation in Glasgow shall now contribute from their Funds a sum not less than Five Pounds to this Society the Deacon of that Incorporation shall be a Director ex Officio for one year & right to inspect the Treasurer's Accounts at the time of settlement.

4th. The **President, Secretary and Treasurer** shall be chosen annually on the second Monday of February, The two last shall always be chosen from among the members of the Faculty. The President shall have power to **call** occasional meetings, when he shall think proper, and shall preside at all meetings whether occasional or stated. He shall collect the opinions & votes of each meeting, and besides giving his own vote in course, he shall have a Casting Vote where the numbers on each side are equal.

In absence of the President any Director may be chosen to preside at that meeting.

5thly. The **Secretary** shall keep in one Book correct **minutes** of each sederunt of the Society, in another Book he shall keep an exact and circumstantial record of every case that may be treated by the Society. The minutes of the preceding meeting together with the records of each new case, shall always be read at the next meeting of the Society.

The **Treasurer** shall keep a **Cash Book** in which he shall Debit himself with every sum he has received & Credit himself with every sum he has expended stating each Article distinctly. His Books shall be balanced annually on the second Monday of November, and after his Vouchers have been approved by the President and any two of the Directors, he shall be discharged by the President the balance in his hands being carried to a New Accounts.

6thly. The Treasurer is empowered to give **premiums** to such as shall exert themselves for the recovery of people in danger of death from drowning or other accidents. To the person who first employs the Drag, Five Shillings, to him who actually finds the Body 5/- or 10/6 or more according to the time elapsing from the disappearance of the Body, the highest premium being

always given, to him who finds the Body in the shortest time, to those who assist in carrying the Body to a receiving House, or in any other way, premiums proportioned to their exertions and success. These shall be judged by the President, Secretary, Treasurer & any two of the Directors, (Three being a Quorum) who shall be convened by the Secretary after every accident both to regulate the premiums & to examine the state of the case that if any defect shall appear in the management it may be corrected without waiting for a general meeting of the Directors.

Lastly. If the Society on Balancing the Treasurers Books in November shall at any time find a **surplus** they shall employ it, either in furnishing new setts of Apparatus for such places near Glasgow as seem most in need of them, or in adding to the Capitol of the Society. The Original Capital consists of £200, left by the Late Mr Coulter, & the remainder of the present Subscription, after paying the Articles already ordered, and defraying the expenses that may yet be incurred during this Season.

The Society shall have four stated **meetings** annually. Viz., on the 2nd Monday of February, the second on the 2nd Monday of May, the third on the 2nd Monday of August & the 4th on the 2nd Monday of Novr all at 12 O Clock

Five shall form a **Quorum**.

Office Bearers

Glasgow August 16th 1790 The Humane Society having adopted the preceding regulations resolve to themselves the power of making from time to time such additions or alterations as may seem necessary for promoting the great en of the institution.

The Society resolved that Gilbert Hamilton Esqr should continue presses Dr Robert Cleghorn Secretary and Mr R Simpson Treasurer till July 1792 Dr Thomas Reid Messrs Wm Craig David Dale & Gilbert Shearer, were chosen ordinary Directors as a Testimony of respect and gratitude to James Coulter Esqr the Society unanimously elected Laurence Coulter Esqr an extraordinary Director, all these gentlemen are to continue in Office till Feby 1792.

The Secretary then laid before the Society an Account of what had been done hitherto by the Faculty of Physicians & Surgeons in Glasgow to the following purport.

After writing to Dr Hawes the Humane Society of London presented to the Faculty of Glasgow a complete apparatus which is now lodged in the Washing House ready to be employed at a moments notice. The Faculty some time ago commissioned from London two similar setts of apparatus the arrival of which is expected soon, one of these the Faculty think should be kept near the Broomielaw. The other near Finnieston

The Faculty ordered also the following articles without which, the apparatus can be of no use. Viz

Five drags two to be lodged along with each apparatus.

Three hand barrows for carrying the body in a proper posture from the water to a receiving house.

Three mattresses being one for each barrow, twelve pairs of blankets.

Twelve Hand Towels & three syringes

Proceedings of Faculty

To make the Public acquainted with existence and the nature of this Society, the Faculty gave repeated notice of their proceedings in the Newspapers and printed a number of cards which have been distributed and read very generally.

To assist in defraying the expenses incurred by these proceedings the Faculty at their last meeting voted £10 from the Funds.

Proceeding of Faculty approved

The Society having considered this report did and hereby do approve of every step taken by the Faculty & order their Treasurer to pay the different articles, ordered by the Faculty as soon as they shall be furnished.

. It having been represented to the Society that a boat would be necessary to ensure the speedy finding of such as may be lost in the River near the Peat-Bog, the Society agrees to purchase one & to keep it in constant readiness. For which purchase the Presses secretary & Treasurer are appointed a committee to purchase a Boat, & the Presses together with Mr Craig are requested to select from the Magistrates permission to erect a proper Booth or Arch in which the Boat may be moored near the Peat Bog. The same Gentlemen are desired to solicit from the Magistrates an apartment proper for keeping their Apparatus in the new Buildings, which it is said, are soon to be added to the Washing House.

State of Funds

The Treasurer laid before the Society a state of the money subscribed amounting to £83-12-6.

The Treasurer is desired to apply to any Gentleman who has omitted to return his subscription and to procure payment from all the subscribers before the meeting in Novr whatever sums may remain in his hands after paying the Articles above mentioned he shall pay them into the Ship Bank where they are to remain till the 2nd Monday of Novr.

List of Subscribers ordered

The secretary is desired to make up a Complete alphabetical List of all the Subscribers before next meeting and to insert it in this Book, together with the Sum subscribed by each.

This minute having been read over to the meeting it was ordered to be signed by the Presses & Secretary, who are appointed to sign every future minute also

signed Gilbt Hamilton Presse

Robt Cleghorn Secy

18th August 1790 From the Minutes of the Town Council.

The Town Council authorize £10.00 for the subscription to the Glasgow Humane Society. A Committee was appointed to consider their proposal of having a room or house at washing house, also to fix on a proper place for building boathouse upon.

Faculty Hall Novr 8th 1790 Present Gilbert Hamilton Esq Preses, Dr Thomas Reid, Dr Hope, Messrs Richard Thomson, Robert Simson, Wm Nimmo & Ro, Cleghorn.

The Collector stated that both the additional setts of Apparatus were received & that the one was lodged in Peter Stewarts Broomielaw, the other in Robt Lockharts at Finnieston Toll Bar.

The money received amounts to £153-7-6

The money expended “ “ 29-7-1

Balance £124"-5

of this balance £120 are lodged in the Ship Bank as appeared by the Vouchers produced. It is ordered to remain there, & the Collector is again desired to collect such of the subscriptions that are not paid.

The secretary that the several accidents had happened in & near Glasgow, no member of the Society had had no opportunity of trying the Apparatus. The particulars of two cases were laid before the public in a Newspaper, but no record of either case could be entered in the Societies Register.

The secretary laid before the Society a letter from Dr Johnston, together with some papers from the same Gentleman. The secretary has already answered Dr Johnston's Letter.

The Magistrates & Council have agreed to the erection of a Booth for a Boat a little above the Arns Well on the spot chosen by the Committee, Mr Craig is requested to give a plan to procure Estimates.

The Society agrees to give Nathaniel Jones a Guinea & half for the trouble he has had this season, and to give him one Guinea annually hereafter while he continues in their service,

signed Gilb Hamilton Presses

Robert Cleghorn Secy

Faculty Hall Jany 28th 1791. Present Gilbert Hamilton Esqr presses, Wm Craig Esqr, Mr Robert Simson & Robert Cleghorn.

The Secretary informed the meeting, that he had called it for the purpose of laying before them, the petitions of Walter Dick & of Archd McKendrick each of whom claimed a premium from the Society, on the 14th January a young woman fell into the River & sunk to the bottom the alarm being given Walter Dick plunged into the water & brought her out. The Secretary having reported that he had conversed with various people who were witnesses of the fact & with the young woman herself who confirmed every thing stated by Mr Dick. The Directors unanimously voted him 10/6 which the Collector is hereby impowered to pay.

Archibald McKendrick stated that he took a man into his boat very soon after he had fallen over its edge & that he had risked his life, on several former occasions, of which however he could not distinctly specify the particulars. Considering every circumstance the Committee thought the person hardly entitled to any premium, however for the purpose of arrousing the attention of the Common people they prdered the Collector to give him 5/-

signed Gilb Hamilton Preses

Robert Cleghorn

Faculty Hall Feby 14th 1791 Presnt Gilbert Hamilton Esq Presses, Messers David Dale, Gilbert Shearer, Robt Simson, John Jamieson, & Robert Cleghorn.

The minutes of the two last meetings having been read, the Directors did unannimously approve of the premiums given, & recommend to the Committee formerly appointed, to take measures for erecting the Booth & having the Boat ready moored near the Peat Bog before the Bathing season shall commence.

signed Gilb Hamilton Presses

Robert Cleghorn Secy

Faculty Hall 9th May 1791 Present Dr Reid in the Chair, Messers Laurence Coulter, Gilbert Shearer & Robert Simson. The Committee appointed for procuring a Boat, reported that the Boat was ordered & expected to be ready this week that the ground was surveyed levels taken & the plan of a Booth for the Boat agreed upon, but that the Estimates were not yet ready.

The Committee is desired to contract with a Tradesman & to get the Booth finished as soon as possible. The same Committee is desired to enquire into the propriety of building a room in the washing house & to proceed as they shall think proper.

signed Thos Reid Presses

Robt Cleghorn Secy

Glasgow June 16th 1791 Present Messers Gilbert Hamilton William Craig, & Robert Simson.

The secretary reported that John Wilson Salmon Fisher in Gorbals, had made considerable exertions to recover the body of a young man lately drowned opposite to little Govan that Robert Stewart, John McCall, & Archd McIntyre had been instrumental in saving the life of Wm Scott & that Mr Young of the Delf House, had been very active on the occasion.

The Directors unanimously resolved that the Secretary should give the thanks of the Society to Mr Young, and that the Treasurer should instantly pay the following premiums Viz

To John Wilson	£	“ 10 “
“ Robert Stewart	1”	! “
“ John McCall	“	5 “
“ Archd McIntyre	“	5 “
“ Robert Lockhart	1”	1 “
		<u>£3 - 2-00</u>

Signed Gilbt Hamilton Presses

Robt Cleghorn Secy

Glasgow July 28th 1791 Present Messers Gilbert Hamilton Gilbert Shearer & Robert Simson.

The Secretary reported that Daniel Cameron, James Hunter & William Gilchrist, had made great exertions to recover Archd Buchanan who was carried from the river into Peter Stewarts. The Directors resolved that £1-1-00 should be given to Peter Stewart, 10/6 to Daniel Cameron & the thanks of the Society to James Hunter & Wm Gilchrist.

The Secretary next laid before the meeting a petition from Wm Hunter that he had saved a woman opposite to Robert Lockharts. Tho the case was attended with some suspicious circumstances, the Directors allowed the Collector to pay 5/- to Wm Hunter & 5/- to Robt Lockhart.

signed Gilbert Hamilton Presses

Robert Cleghorn Secy

Glasgow August 8th 1791 Present Messers Gilbert Hamilton Presses, Dr Reid, Laurence Coulter & Robert Simson. The Secretary laid before the meeting an account of two cases, that had occurred since the last Quarterly meeting together with a list of premiums which the Directors had ordered, the Society approved of every thing that had been done, & recommends to Mr Craig to get the Booth erected at the Peat Bog as speedily as possible.

Signed Gilbert Hamilton Presses

Robert Cleghorn Secy