

# **The Scottish-Swedish Society — Svensk-Skotska Föreningen**

## **CONSTITUTION**

**2004**

### **1. Name of the Society**

The Society shall be called, in English, The Scottish-Swedish Society, and in Swedish, Svensk-Skotska Föreningen (hereinafter called the Society). The Society shall be non-political and non-sectarian.

### **2. Objects of the Society The objects of the Society shall be:-**

- A. To foster and preserve good relations between Scotland and Sweden and to assist in the improvement of social, cultural, linguistic and artistic exchanges between the two countries.
- B. To collect and preserve records and objects of historical interest in connection with both countries.
- C. To render assistance and advice to those persons seeking to develop good relations to both countries.
- D. To honour those persons who, in the opinion of the Society, have distinguished themselves in the fostering and maintenance of good relationships between both countries.

### **3. Terms of Membership**

- A. Membership shall be open to all those persons, groups, societies and companies having an interest in the objects of the Society.
- B. Withdrawal of Membership Membership of the Society may be withdrawn by the Society in the event of the said member bringing discredit upon the good name of the Society or who by their conduct disrupt the function of the Society or its aims. Withdrawal of membership shall be placed before an AGM where a two-thirds majority of those present and voting will suffice to confirm the withdrawal of membership.

### **4. Categories of Members and Subscriptions**

Members shall only be qualified (upon acceptance) by the following categories:-

- A. Ordinary members who shall pay an annual subscription of an amount as decided from time to time and laid down by the Society.
- B. Group, Society and company membership shall be encouraged and is open to all organisations who subscribe to the objects of the Society, the membership fee being by donation. Each organisation will be entitled to nominate one official representative, who will have one vote, to forward their views at AGMs etc. (see also section 5).
- C. Honorary membership may be conferred on a member for their outstanding service, whether as office bearers or ordinary members and shall be subjected to

no annual subscription and shall last the lifetime out of the said honorary member.

**5. Office Bearers and Council Members**

A. President The President shall be elected at each AGM where a simple majority will suffice. Each presidential term shall be one year, and renewable, but for no more than 3 years.

B. Vice Presidents Two Vice Presidents (one Senior, one Junior) shall be elected each year at the AGM, a simple majority will suffice. In the event of the President retiring before the completion of his/her term of office, the Senior Vice President shall take over as Acting President for the remainder of the term. The Acting President will be eligible to stand for President for the following year (Vice President term maximum 3 years — a period of Acting President not included).

C. Secretary A Secretary shall be elected at each AGM, a simple majority will suffice. The post of Secretary is open-ended in term, subject to the wishes of the AGM.

D. Treasurer A Treasurer shall be elected at each AGM, a simple majority will suffice. The post of Treasurer is open-ended in term, subject to the wishes of the AGM.

E. Other Office Bearers Other Office Bearers can be elected at any Council meeting and shall be drawn from the other Council members (i.e. Membership and/or Social Secretary, etc.) and shall hold the said positions, at the discretion of the Council, for as long as they remain members of the Council, a majority of Council members' votes being sufficient to confirm the appointment.

F. Council Members Other than the President, the two Vice Presidents, the Secretary and the Treasurer, further Council members (to a maximum of 5) shall be elected at the AGM, a simple majority being sufficient, renewable each year. As stated above (section E), the said Council members can hold a secondary position of a non-executive nature. The term of membership of the Council as an ordinary Council member is open-ended (irrespective of the non-executive post held), and may be renewed annually subject to the wishes of the AGM.

G. Co-opted Council Members The Council may, at its own discretion, co-opt other Society members to carry out specific tasks in any one year for the duration of that task and no further. The number of co-opted members may not exceed 3 in any one year and they will have a vote at Council meetings. However, the Council may, at its own discretion, co-opt a member to the Council in the event of the retirement of another office bearer or Council member, co-opted members in this case will have a vote and shall hold this position for the duration of the term of office of the said Council, the co-opted member either then retiring or standing for election at the AGM, as other Council members.

H. Council Quorum At all Council meeting (see below Section 8A Meetings) a quorum shall be deemed to be formed if the President or a Vice President is present, together with at least 25% of the current members of the Council. In the event of a Vice President chairing a Council, the position will first fall to the

Senior Vice President — thereafter to the Junior Vice President if necessary.

## **6. Duties of Council and Office Bearers**

A. The President The President shall at all times be regarded as the first officer of the Council and of the Society (except when this position is delegated to a Vice President) and shall always officially represent the Society, subject to the decisions of the Council, to all other outside bodies and organisations. The President shall at all times hold a casting vote at any Council meeting or AGM, but this vote may only be used in the event of a tie, and should then be cast on the side of the status quo.

B. The Vice Presidents The Vice Presidents shall, at the discretion of the President, act as the first officer of the Council or Society and shall, in that position, act in accordance with the wishes of the President, except in the event of the President's retirement, when the said Vice President may then act according to his/her own conscience (subject to casting vote as above).

C. The Secretary The Secretary shall be responsible for all correspondence from and to the Society, subject to the decision of the Council, and shall also act as Membership Secretary (should this post not be represented) and, in this capacity, advise the Council of applications for membership. The Secretary shall also be responsible for the holding of all documents and papers pertaining to the Society (except where this concerns the Treasurer or any other office bearer who has been delegated specific powers by the Council). The Secretary shall also in financial transactions act as counter-signer of any cheques, etc. issued by the Society, in conjunction with the Treasurer. He/she will also be responsible for submitting an Annual Report of the Society's affairs to the AGM.

D. The Treasurer The Treasurer shall be responsible for conducting the financial transactions of the Society and keeping the books for all such transactions. He/she shall be responsible for preparing and submitting an Annual Report on the financial aspects of the Society to the AGM and within reason making all such books and documents available to Council and Society members. It will also be his/her responsibility to gather in and send out reminders of the annual subscriptions of the Society and, in the event of non-payment of subscriptions, advise the Council thereto for the purposes of the decision on continued membership of the non-payee. The Treasurer shall prepare and the Annual Accounts and should the AGM require, submit these to an independent examiner, for ratification.

E. Other Office Bearers Other office bearers so appointed (see above Section 5) shall carry out such duties as are delegated to them by the Council and are subject at all times to the decisions of the Council.

F. Council Members All other Council members, whether holding another post or not, are duty-bound at all times to make themselves available for Council

meetings as often as possible and to oversee and deliberate on Council business to the betterment and improvement of the Society. Their election to the Council shall, in all cases, be dependent upon their suitability and responsibility towards the good of the Society.

#### **7. Removal of Office Bearers and Council Members**

The removal of office bearers and Council members from their posts will normally only take place at the AGM. However, in the event of an office bearer or Council member failing to carry out their duties properly or failing to attend Council meetings for no apparent good reason, the Council will have the right to suspend the said office bearer or Council member, and appoint a replacement for the remainder of the term of office and then, at the next AGM, place the said suspension before the full membership of the Society for its decision.

#### **8. Meetings**

Apart from social and cultural meetings, which can be organised by the Council at any time, the following rules will apply to Council meetings and AGMs (this includes extra-ordinary meetings):-

A. Council Meetings The Council shall be obliged to meet at least 3 times per year to discuss the running of the Society, and any other competent business. Any items for the agenda of a Council meeting should be forwarded to the secretary or President for inclusion on the agenda. The call to the meeting and the agenda, being sent out in time for it to be considered by all members. Extra-ordinary meetings of the Council can be called providing at least 2 office bearers and 2 ordinary Council members request such a meeting in writing. The Secretary shall arrange such a meeting within 1 month of receipt of such a request.

B. Annual General Meeting The Society's Annual General Meeting shall be held during the last 2 weeks of April each year (outwith any public holiday. Items for the agenda of the AGM should be sent to the Secretary or President at least 3 weeks before the AGM. The Secretary will prepare the calling notice and agenda and circulate to members 2 weeks before the AGM. Statutory reports from the President, the Secretary and the Treasurer shall be included in the agenda, together with all items submitted by members.

C. Extra-Ordinary General Meetings Such meetings can be called at any time providing 12 members request such a meeting in writing. The Secretary shall call such a meeting within 1 month of the said request, the quorum at such a meeting being at least 25% of the total paid-up membership.

#### **9. The Constitution (additions and alterations)**

The affairs of the Society shall be conducted in accordance with the constitution of the Society. Additions or alterations to the constitution shall in the first instance be forwarded to the Secretary for inclusion in the agenda of the next

AGM.

A majority of those present and voting plus proxy votes shall be required for the adoption of any addition and/or alterations to the constitution.

10. Dissolution.

A If the committee decide, by a simple majority, that it is necessary or advisable to dissolve the Society, it shall call a special general meeting of the Society, giving 21 days notice in advance of such a meeting, and state the terms of the resolution to be decided at the meeting.

B If the decision is confirmed by a minimum of two-thirds of those present and with authority to vote, the manage committee shall have the power to dispose of the assets held by or on behalf of the Society.

C Any such assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other organisation or organisations having objects similar to those of the Society, as the committee shall determine.

Presented and approved by the members at AGM 24 April 2004 at the Danish Institute Edinburgh

Signed .....

Name .....

Office

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