



ARTICLES of ASSOCIATION
of

**THE ROYAL SCOTTISH
GEOGRAPHICAL SOCIETY**

*COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL*

*INCORPORATED UNDER
THE COMPANIES ACT 2006*

COMPANY NUMBER SC361477

Established in 1884

*Incorporated on 19 June 2009
and updated on 20 March 2015*

SCOTTISH CHARITY NUMBER SC015599

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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Defined Terms

- 1 In these Articles of Association, unless the context requires otherwise
 - 1.1 "Act" means the Companies Act 2006
 - 1.2 "AGM" means the Annual General Meeting of the Society
 - 1.3 "Articles" means these Articles of Association, in force from time to time
 - 1.4 "Authorised Representative" as defined in Article 11
 - 1.5 "Board" means the Board of Trustees
 - 1.6 "charity" means an organisation 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
 - 1.7 "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
 - 1.8 "EGM" means any Extraordinary General Meeting of the Society
 - 1.9 "electronic form" has the meaning given in section 1168 of the Act, which is that a document or information is sent or supplied in electronic form if it is sent or supplied (a) by electronic means (for example, by e-mail or fax), or (b) by any other means while in an electronic form (for example, sending a disk by post) that the sender or supplier reasonably considers will enable the recipient (a) to read it, and (b) to retain a copy of it. References to electronic copy have a corresponding meaning
 - 1.10 "Fellows" are described in Article 63
 - 1.11 "hard copy" and has the meaning given in section 1168 of the Act, which is that a document or information is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read. References to hard copy have a corresponding meaning
 - 1.12 "Local Groups" as defined in Article 8.4
 - 1.13 "Named Depute" as defined in Article 11
 - 1.14 "Objects" means the objects listed in Article 3, which are the Society's charitable purposes
 - 1.15 "organisation(s)" means any organisation corporate, unincorporated association, society, federation, authority, agency, union, co-operative, trust, partnership or other organisation (not being an individual person)
 - 1.16 "OSCR" means the Office of the Scottish Charity Regulator
 - 1.17 "President" is described in Articles 59 - 60
 - 1.18 "property" means any property, heritable or moveable, real or personal, wherever situated
 - 1.19 "subsidiary" has the meaning given in section 1159 of the Act

- 1.20 "Trustee(s)" means the directors of the company limited by guarantee for the time being and also trustees of the Scottish charity
- 1.21 "Vice-Presidents" are described in Articles 61 - 62.
- 2 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 3 The Society's objects are to promote the study and wider awareness of Geography and its contribution to the understanding of environmental, cultural and social issues in both Scotland and internationally ("the Objects").
- 4 The Society may (subject to first obtaining the consent of OSCR and taking account of Article 100) add to, remove or alter the Society's Objects; on any occasion when it does so, it must give due notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.

Powers

- 5 In pursuance of the Objects (but not otherwise), the Society shall have the following powers:
- 5.1 To arrange public lectures, events and exhibitions on topics related to Geography.
- 5.2 To create and maintain Local Groups for membership and public activities in Scotland.
- 5.3 To create and maintain a collection and library of documents, images and artefacts related to the science of Geography which shall be made available to the public subject to conditions.
- 5.4 To publish and disseminate journals, research papers, briefing notes, maps, newsletters, other media and updates on Geography and related topics.
- 5.5 To make awards to any person in recognition of an exceptional contribution to Geography.
- 5.6 To organise and/or support expeditions, exploration, field trips, excursions and research relating to Geography.
- 5.7 To support and promote organisations whose activities may further one or more of the Objects, or may generate income to support the activities of the Society, acquire and to hold shares in any companies and carry out, in relation to any such company which is a subsidiary of the Society, all such functions as may be associated with a holding company.
- 5.8 To acquire and take over the whole or any part of the undertaking and liabilities of any organisation holding property or rights which are suitable for the Society's activities and in particular to acquire the assets and liabilities of the Society, as it exists or previously existed in an unincorporated form.

- 5.9 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Society's activities and to construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of the Objects.
- 5.10 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Society.
- 5.11 Subject to such consents as may be required by law to sell, let, mortgage, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Society.
- 5.12 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 5.13 To borrow money, and to give security in support of any such borrowings by the Society for the furtherance of the Objects and, in support of any obligations undertaken by the Society or in support of any guarantee issued by the Society.
- 5.14 To employ and pay such staff as are considered appropriate for the proper conduct of the Society's activities and the furtherance of the Objects, 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.
- 5.15 To engage such consultants and advisers as are considered appropriate from time to time.
- 5.16 To effect insurance of all kinds (which will include trustees' and officers' liability insurance).
- 5.17 To invest any of the Society's funds which are not immediately required for the furtherance of the Objects in such investments as may be considered appropriate (and to dispose of, and vary, such investments), subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and to employ as a professional investment manager any person who is entitled to carry on investment business under the supervision of the Financial Conduct Authority (or its successors) and to delegate to any such manager the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Board thinks fit, and to enable investments to be held for the Society in nominee names, but subject always to the provisions of the Charities and Trustee Investment (Scotland) Act 2005.
- 5.18 To liaise and work in collaboration with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, schools, colleges, universities and other bodies, all with a view to furthering the Objects.
- 5.19 To establish, subscribe to, become a member of, amalgamate with, co-operate with or support any other charitable organisation, organisation, institution or organisation not formed for purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to those of the Society and whose constitution prohibits the distribution of its income and property amongst its members to at least as great an extent as is imposed on the Society under clause 8 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or

undertaken by the Society of any such charitable organisation, institution, society or organisation.

- 5.20 To take such steps as may be deemed appropriate for the purpose of raising funds for the Society's activities including to charge for the provision of goods and services.
- 5.21 To invite and accept grants, donations and legacies of all kinds and from any person or persons whatsoever (and to accept any reasonable conditions attaching to them), provided that this shall be without prejudice to the ability of the Society to disclaim any gift, legacy or bequest in whole or in part in such circumstance as the Society may think fit in furtherance of the Objects.
- 5.22 To oppose, or object to, any application or proceedings which may prejudice the Society's interests.
- 5.23 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Society, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- 5.24 To improve, manage, exploit, develop and otherwise deal with all or any part of the undertaking, property and rights of the Society.
- 5.25 To do anything which may be incidental or conducive to the furtherance of any of the Objects including to pay all expenses incurred in connection with the promotion, formation and incorporation of the Society.

Restrictions on Use of the Society's Assets

- 6 The income and property of the Society shall be applied solely towards promoting the Objects and in this respect:
 - 6.1 no part of the income or property of the Society shall be paid or transferred (directly or indirectly) to the members or Trustees of the Society, whether by way of dividend, bonus or otherwise;
 - 6.2 no Trustee of the Society shall be appointed as a paid employee of the Society;
 - 6.3 no Trustee shall hold any office under the Society for which a salary or fee is payable; and
 - 6.4 no benefit (whether in money or in kind) shall be given by the Society to any Trustee except:
 - (a) repayment of out-of-pocket expenses, or
 - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Society.

Limit of Liability of Members

- 7 Each member undertakes that if the Society is wound up while he/she/it is a member (or within one year after he/she/it ceases to be a member), he/she/it will contribute up to a maximum of £1 to the assets of the Society.

General Structure

- 8 The structure of the Society consists of:
 - 8.1 **MEMBERS** - who have the right to attend the AGM (and any EGM) and have important powers under the Articles and the Act; in particular, who elect individuals to serve as Trustees and who take decisions in relation to changes to the Articles themselves.
 - 8.2 **BOARD** - which holds regular meetings during the period between AGMs, and generally controls and supervises the activities of the Society and, in particular, is responsible for monitoring the financial position of the Society.
 - 8.3 **PRESIDENT** and one or more **VICE-PRESIDENTS** - all of whom will be elected respectively in terms of Articles 59 and 61.
 - 8.4 **LOCAL GROUPS** - which may be established by local groups of members, with the prior written approval of the Board. Local Groups will operate in accordance with standard operational protocols issued by the Board from time to time, and in any event shall not do anything which might adversely affect the charitable status of the Society. The Board shall be entitled to disband any Local Group which, in the opinion of the Board, becomes unviable, does not comply with such standard operational protocols, or otherwise does anything which is detrimental to the reputation or status of the Society.

Qualifications for Membership

- 9 The members of the Society consists of the existing members of the Society at the time these Articles are brought into force at the AGM in 2015, together with other persons and bodies as are admitted to membership under Articles 14 - 16, provided that in either case such persons have taken the appropriate action (including payment of all necessary subscriptions) to maintain or renew their membership.
- 10 Membership shall, subject to refusal in terms of Article 15, be open to any individual who or organisation which applies in the appropriate manner prescribed from time to time by the Board, and pays the appropriate subscription, or is otherwise admitted to membership by the Board.
- 11 Any organisation which is a member shall, within one month of admission to membership, appoint one named Authorised Representative and one Named Depute, on the following terms:
 - 11.1 The Authorised Representative, whom failing the Named Depute, shall represent, act and vote for such member at all AGMs and EGMs of the Society.
 - 11.2 The Named Depute may represent and act for such member only in the absence of the Authorised Representative.
 - 11.3 Any change in the appointment of an Authorised Representative, and/or of a Named Depute, may be made at any time by the appointing member, but only by written notice served by the appointing member to the Society.
 - 11.4 Such notice will take effect in respect of any meeting taking place 48 hours or more after receipt of the notice to the Society to allow sufficient time for the appointing

member to serve a copy of the notice to anyone named therein and to enable the Society to act upon such notification.

- 11.5 In the case of any dispute as to the correct Authorised Representative and/or Named Depute serving at any time, the matter will be settled by the Board in accordance with the most recent notice validly received by the Society.
- 12 The Board shall from time to time determine the available classes of membership of the Society, and the terms and privileges applying to each such class (save that all members shall be entitled to vote), in respect of which:
 - 12.1 Memberships classed as "joint" (excluding organisations) shall be entitled to receive only one copy of any notice or other material required to be sent to members, but each individual comprised in any such joint membership shall be:
 - (a) entitled to one vote, and
 - (b) entitled to be counted separately for the purposes of establishing a quorum under Article 37.
 - 12.2 Organisations which are members shall be entitled to receive only one copy of any notice or other material required to be sent to members, and such organisation shall be entitled to one vote.
 - 12.3 Recipients of awards from the Society (including fellowships) shall not by virtue of such awards become members of the Society.
 - 12.4 The Geographer Royal is a member of the Society ex officio.
- 13 Employees of the Society shall be eligible for membership.

Application for Membership

- 14 Any individual who or organisation which wishes to become a member must sign, and lodge with the Society, a written application for membership in the form which the Board determines from time to time. Any application under this Article must be accompanied by a remittance to meet the appropriate membership subscription due in terms of Article 17.
- 15 The Board shall consider such applications for membership promptly (although normally be dealt with by staff under the guidance of the Board), and shall ensure that each applicant shall be notified within a reasonable time after application whether he, she or it has been successful and, where relevant, in which category of membership he, she or it shall belong, the decision of the Board in these respects being final. The Board may, at its discretion, refuse to admit any individual or organisation to membership except for reasons of gender, sexuality, race, religion or politics.
- 16 A successful application for membership will not become effective until payment of the appropriate annual membership subscription has been received.

Membership Subscriptions

- 17 Members shall require to pay an annual (or life, if made available by the Society at the time of application) membership subscription, other than members who have been

admitted to a class of honorary or other membership for which the Board have agreed that no subscription is payable.

- 18 The amount of any subscription shall be determined from time to time by the Board. Such subscriptions shall be payable at intervals prescribed by the Board.
- 19 Any member who has not paid the relevant subscription within three months after the date when the most recent subscription was due to be paid shall, at the option of the Board, be deemed to have resigned.
- 20 A member who or which ceases (for whatever reason) to be a member shall not be entitled to any refund of any unexpired membership subscription.

Register of Members

- 21 The Board shall maintain a Register of Members, setting out the full name and address of each member (and in the case of an organisation such information in respect of both the Authorised Representative and Named Depute, and of the organisation itself), the date on which he/she/it was admitted to membership, and the date on which any individual or organisation ceased to be a member.

Cessation of Membership

- 22 Any member, or Authorised Representative or Depute thereof appointed in terms of Article 11, may no longer serve as such in any one or more of the following events:
 - 22.1 if by not less than seven days' prior notice in writing to the Society he/she/it resigns his/her/its membership; or
 - 22.2 if, being an individual, he/she becomes insolvent or apparently insolvent or makes any arrangement or composition with his/her creditors generally; or
 - 22.3 if, being an individual, he/she becomes prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or
 - 22.4 if the terms of Article 19 are invoked by the Board; or
 - 22.5 if a resolution that a member be expelled is passed by a majority of at least two-thirds of the Trustees present and voting at a Board meeting of which not less than 14 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Trustees and also to the member whose removal is in question, such member being entitled to be heard at that meeting and also being entitled to receive the Board's decision (which shall be final) and the reasons therefor within a reasonable time thereafter; or
 - 22.6 if, being an individual, he/she dies; or
 - 22.7 if, being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist.
- 23 A member may not transfer his/her/its membership to any other individual or organisation.

General Meetings (meetings of members)

- 24 The Board shall convene an AGM in each year.
- 25 Not more than 15 months shall elapse between one AGM and the next.
- 26 The business of each AGM shall include:
- 26.1 a report on the activities of the Society;
 - 26.2 consideration of the annual accounts of the Society;
 - 26.3 the election/re-election of Elected Trustees, as referred to in Article 49;
 - 26.4 the election of a President and Vice-President(s) to fill any vacancies as referred to respectively in Articles 59 and 61;
 - 26.5 appointment of an auditor or independent financial examiner of the annual accounts of the Society as required, as referred to in Article 92.
- 27 The Board may convene an EGM at any time. It shall be the duty of the Board to convene an EGM for the purpose of electing new Trustees if the number of Trustees has fallen below the quorum for a Board meeting prescribed in Article 78, and such a meeting may be called by any one or more of the Trustees still acting.
- 28 The Board must convene an EGM if there is:
- 28.1 a valid requisition by members; to be valid, such requisition (which may consist of several documents in like form, in hard copy or electronic form, each signed by one or more of the requisitionists) must:
 - (a) be signed by not less than 5% of the members;
 - (b) clearly state the objects of the meeting; and
 - (c) be deposited with the Society; or
 - 28.2 a requisition by a resigning auditor calling on the Trustees forthwith duly to convene an EGM for the purpose of receiving and considering an explanation of the circumstances connected with his/her/its resignation as he/she/it may wish to place before the meeting.

Notice of General Meetings

- 29 At least 14 clear days' notice must be given of an AGM or EGM.
- 30 The reference to "clear days" in Article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 31 A notice calling a meeting shall specify the time and place of the meeting; it shall:
- 31.1 indicate the general nature of the business to be dealt with at the meeting; and
 - 31.2 if a special resolution (see Article 34) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 32 A notice convening an AGM shall specify that the meeting is to be an AGM any other general meeting shall be called an EGM.

- 33 Notice of every general meeting shall be subject to the terms of Articles 96 – 99 and shall be given:
- 33.1 either in hard copy form or, where the individual to whom notice is given has notified the Society of an address to be used for the purpose of electronic communication, in electronic form; or
- 33.2 subject to Article 33.3, by means of a website, where the Society advises a member of the presence of the formal notice of a general meeting on its website, and where such advice must
- (a) state that it relates to the formal notice of a general meeting of the Society,
- (b) specify the place, date and time of the general meeting,
- and where the formal notice itself must remain on the website throughout the period beginning with the date of that advice and ending with the conclusion of the meeting.

Special Resolutions and Ordinary Resolutions

- 34 For the purposes of these Articles, a “special resolution” means a resolution requiring to be passed by 75% or more of the votes cast on the resolution at an AGM or EGM, providing proper notice of the meeting and of the intention to propose the special resolution has been given in accordance with Articles 29 to 33; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or of members absent from the meeting.
- 35 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Society, by special resolution:
- 35.1 to alter its name;
- 35.2 to alter any provision of these Articles (see Article 100);
- 35.3 to adopt new Articles of Association;
- 35.4 to dissolve (see Article 101).
- 36 For the purposes of these Articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an AGM or EGM, providing proper notice of the meeting has been given in accordance with Articles 29 to 33.

Procedure at General Meetings

- 37 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 25 members, present in person or by proxy or (in the case of members which are organisations) present via their Authorised Representatives or Named Depute.
- 38 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the

meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

- 39 The President of the Society shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Chair of the Society shall (if present and willing to act as chairperson) preside as chairperson of that meeting, which failing the Trustees present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 40 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 41 Every member shall have one vote (subject to joint membership in terms of Article 12.1), which may be given either personally (which in the case of a member which an organisation must be given via its Authorised Representative or Named Depute being present at the meeting) or by proxy, provided that no member shall be entitled to vote after the expiry of the period for which the most recent subscription was paid by that member.
- 42 In respect of any member who wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting):
- 42.1 he/she/it shall:
- (a) lodge with the Society, at the Society's registered office, a written instrument of proxy (in such form as the Board requires), signed by him/her or on behalf of it by a duly authorised person; or
 - (b) he/she/it shall send by electronic means to the Society, at such electronic address as may have been notified to the members by the Society for that purpose, an instrument of proxy (in such form as the Board requires);
- provided that (in either case), the instrument of proxy is received by the Society at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 42.2 An instrument of proxy which does not conform with the provisions of this Article, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 42.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 42.4 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Society.
- 42.5 A vote given by proxy shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote, unless notice of such termination was received by the Society at the Society's registered office (or, where sent by electronic means, was received by the Society at the address notified by the Society to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given.
- 43 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

- 44 A resolution put to the vote at a general meeting shall be decided on a show of hands only.
- 45 With regard to written resolutions, the following shall apply:
- 45.1 Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Article are followed.
- 45.2 An ordinary resolution in writing signed by or on behalf of a simple majority of all the members shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held, provided that the terms of this Article are followed.
- 45.3 A Special Resolution in writing signed by or on behalf of not less than 75% of all the members shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held, provided that the terms of this Article are followed.
- 45.4 Written resolutions may not be used either for the removal of a Trustee prior to the expiration of his or her term of office, or for the removal of an auditor or independent financial examiner prior to the expiration of his or her term of office.
- 45.5 Any written resolution must be issued in hard copy or in electronic form or by means of a website at the same time, to all members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the members).
- 45.6 Where such a written resolution is proposed by the Board, it must include the following express statements:
- (a) an explanation to the eligible members how to signify their agreement to the resolution;
 - (b) how it can be sent back by them, and whether in hard copy and/or in electronic form;
 - (c) clarification that a failure to reply will be deemed to be a vote against the resolution in question; and
 - (d) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).
- 45.7 Where such a written resolution is proposed by members, the following shall apply:
- (a) the resolution must be requested by not less than 5% of the members (“the members’ request”);
 - (b) the members’ request may be made in hard copy or in electronic form;
 - (c) the members’ request must identify the resolution to be put to members - the Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise);
 - (d) the members’ request can include an accompanying statement (not exceeding 1,000 words) which they can require the Society to issue with the written resolution to all members;
 - (e) within 21 days, the Society must circulate the resolution and any accompanying statement with the express statements referred to in sub-clause (f) hereof; and

- (f) the Society may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
- 45.8 Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.
- 45.9 Once a member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

Number of Trustees

- 46 The minimum number of Trustees shall be five and the maximum number of Trustees shall be twelve. Of that number, not more than five shall be Appointed Trustees in terms of Article 50, and the majority must always be made up of Elected Trustees.

Eligibility of Trustees

- 47 A person shall not be eligible for election/appointment as a Trustee:
 - 47.1 unless he/she is, or upon election immediately becomes, a member of the Society;
or
 - 47.2 if he/she is an employee of the Society.

Composition of the Board

- 48 The existing Trustees shall continue in office on the introduction of these Articles at the AGM in 2015, but in doing so shall take account, and continue thereafter to take account, of all existing terms of rotation, and they shall ensure that from and after the AGM in 2015, the Board shall comprise:
 - 48.1 up to seven individual persons elected as Trustees by the members in terms of Article 49 ("**Elected Trustees**");
 - 48.2 up to five individual persons appointed as Trustees in terms of Article 50 ("**Appointed Trustees**"); and
 - 48.3 up to two individual persons co-opted as Trustees in terms of Article 51 ("**Co-opted Trustees**");provided always that the maximum number of Trustees in terms of Article 46 is not exceeded thereby.

Elected Trustees

- 49 The following provisions apply to the Elected Trustees of whom there may be up to seven at any one time:
 - 49.1 Each Elected Trustee shall serve for three years and shall retain office until the close or adjournment of the AGM at which he or she is due to retire.
 - 49.2 A retiring Trustee shall be eligible for re-election after one term of office, but no Trustee can serve more than two consecutive terms of office, without at least one

year out of office before being eligible again, except in the case of the Office-Bearers in terms of Article 53.

- 49.3 If no other Trustee has or Trustees have decided or agreed to retire, the Elected Trustees to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 49.4 Nomination of any Elected Trustee shall be in writing by not less than any two members, or by any Committee (through its Convenor). The nominee, who must be or must become a member, shall confirm his/her willingness to act as an Elected Trustee if elected and if required shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the registered office (or to such other address for the Society as specified in the nomination form) not less than seven days prior to the date of the AGM in question.
- 49.5 Election of any Elected Trustee shall be by vote of the members, each member having one vote for each vacancy in the Elected Trustees on the Board.

Appointed Trustees

- 50 The following provisions apply to the Appointed Trustees of whom there may be up to five at any one time:
- 50.1 The Geographer Royal for Scotland shall be an Appointed Trustee, ex officio.
- 50.2 Each of a maximum of four of the Board's key committees (as such committees may be determined by the Board from time to time) may appoint one member of such committee to be an Appointed Trustee at each AGM, to remain in office until the close of business of the next AGM, such Appointed Trustee being eligible for re-appointment (without limit).

Co-opted Trustees

- 51 Subject to the proviso in Article 48.3, up to two individuals may be co-opted from time to time by the Board of Trustees itself, as follows:
- 51.1 Subject to Article 51.3, a Co-opted Trustee shall serve until the close of business of the next AGM after his or her co-option.
- 51.2 A Co-opted Trustee can be re-co-opted by the Board immediately after such next AGM.
- 51.3 A Co-opted Trustee can be removed from office at any time by a simple majority of the Board.
- 51.4 For the avoidance of doubt, a Co-opted Trustee may participate fully in and vote at all Board meetings which he or she attends.

Chair and Other Office-Bearers

- 52 As soon as practicable immediately after each AGM, Board shall elect as Office-Bearers from among its own number:
- 52.1 a Chair;
 - 52.2 a Treasurer; and
 - 52.3 such other Office Bearers (if any), who could include a Vice-Chair, as and when it considers appropriate, provided that the maximum number of Office-Bearers at any one time shall be five.
- 53 On election as an Office-Bearer, any time or term previously served by that individual if and as an Elected Trustee shall be discounted, and from election as an Office-Bearer that individual may serve as an Office-Bearer for a period of up to six years provided that he/she be elected annually thereafter by the Board.
- 54 The Treasurer shall oversee the finances of the Society and report thereon regularly to the Board, but the Board has and retains full responsibility for all financial matters.
- 55 The Board shall be entitled to remove any Office-Bearer on a vote at a duly convened Board meeting by a two-thirds majority of those present.
- 56 A person elected to any office shall cease to hold that office if he/she ceases to be a Trustee, or if he/she resigns from that office by written notice to that effect.

Termination of Office

- 57 A Trustee shall automatically vacate office if: he/she
- 57.1 ceases to be a Trustee through the operation of any provision of the Act or becomes prohibited by law from being a Trustee;
 - 57.2 becomes debarred under any statutory provision from being a charity trustee;
 - 57.3 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;
 - 57.4 ceases to be a member of the Society;
 - 57.5 becomes an employee of the Society;
 - 57.6 resigns office by notice to the Society;
 - 57.7 is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him/her from office;
 - 57.8 holds any office of profit or is employed by the Society (except where the provisions of Article 6.4 shall apply); or
 - 57.9 has a significant conflict of interest which the Board considers has and is likely to continue to undermine his or her ability to act impartially as a Trustee; or
 - 57.10 is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the Charities and Trustee Investment (Scotland) Act 2005 Act, such Trustee being entitled to be heard prior to the Board taking a decision;

57.11 is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of Trustees

58 The Board shall maintain a Register of Trustees, setting out full details of each Trustee, including the date on which he/she became a Trustee, and also specifying the date on which any person ceased to hold office as a Trustee.

President, Vice-Presidents and Fellows

59 The President shall be appointed by the members at an AGM or EGM following recommendations by the Board. The President shall hold office for a period of three years and shall be eligible for re-election for one (or, at the discretion of the Board, two) further period or periods of three years. The President shall not be an existing Trustee of the Society.

60 The principal duties of the President are to chair AGMs and EGMs and to represent the Society as considered appropriate by the Board.

61 One or more Vice-Presidents shall be appointed by the members at an AGM or EGM following recommendations by the Board. Each Vice-President shall hold office for a period of six years and shall be eligible for re-election for further periods of six years without limit. A Vice-President shall not be an existing Trustee of the Society.

62 The Vice-Presidents have no routine duties but may be requested by the Board to represent the Society as considered appropriate from time to time, subject to availability, and to be available for consultation on matters on which they may have particular expertise.

63 Fellows shall be appointed by the members at an AGM or EGM following recommendations by the Board. This is an honorary lifetime appointment.

Powers of the Board

64 Subject to the provisions of the Act, and these Articles, the Society and its assets and undertaking shall be directed and managed by the Board, who may exercise all the powers of the Society. The Board may exercise all such powers of the Society, and do on behalf of the Society all acts as may be exercised and done by the Society, other than those required to be exercised or done by the members in general meeting, and subject always to these Articles and to the provisions of the Act.

65 A Board meeting at which a quorum is present, in terms of Article 79, may exercise all powers exercisable by the Board.

66 The Board may appoint a Chief Executive as an employee of the Society to administer the Society's affairs under the direction and strategy of the Board, and may appoint such other employees as it considers necessary.

Personal Interests

- 67 Any Trustee and/or employee who has a personal interest (as defined in Article 68) in any prospective or actual contract or other arrangement with the Society must declare that interest either generally to the Board or specifically at any relevant meeting of the Society. Where such an interest arises, the provisions within Article 69 shall apply.
- 68 A personal interest includes the following interests:
- 68.1 those of the Trustee or employee in question;
 - 68.2 those of his or her partner or close relative;
 - 68.3 those of any business associate;
 - 68.4 those of any firm of which he or she is a partner or employee;
 - 68.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and
 - 68.6 those of any person or organisation responsible for his or her appointment as a Trustee.
- 69 Whenever a Trustee finds that there is a personal interest, as defined in Article 68, he or she has a duty to declare this to the Board meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot partake in discussions or decisions relating to such matter.
- 70 It shall be for the chairman of the meeting in question (or if it be the chairperson of the meeting who is potentially or actually conflicted, it shall be for the other Trustees present) to determine whether the Trustee in question should at the least be required to be absent during that particular element of the meeting. In terms of Article 79, where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.
- 71 The Board may at any time resolve, but without taking a specific vote on the matter, to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Society have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Board meeting giving consideration to this authorisation.
- 72 The Board may resolve at any time to require all Trustees and employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those listed in Article 68, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 73 If existing, the Register of Interests shall be open for inspection by both the Board and members of the Society and, with the express prior written approval of the Trustee or employee concerned, by members of the public.
- 74 No Trustee may serve as an employee (full time or part time) of the Society, and no Trustee may be given any remuneration by the Society for carrying out his/her duties as a Trustee.

- 75 Where a Trustee provides services to the Society or might benefit from any remuneration paid to a connected party for such services, then
- 75.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - 75.2 the Board must be satisfied that it would be in the interests of the Society to enter into the arrangement (taking account of that maximum amount); and
 - 75.3 fewer than one-half of the Trustees must be receiving remuneration from the Society (or benefit from remuneration of that nature).
- 76 The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Board, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Board Meetings

- 77 Any Trustee may call a Board meeting or request the Chief Executive to call a Board meeting.
- 78 Questions arising at a Board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 79 No business shall be dealt with at a Board meeting unless a quorum is present; the quorum for meetings of the Board shall be five Trustees. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 80 If at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 81 Unless he/she is unwilling to do so, the Chair of the Society shall preside as chairperson at every Board 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 Trustees present shall elect from among themselves the person who will act as chairperson of the meeting (usually being the Vice-Chair if one is elected and available).
- 82 The Board may, at its discretion, allow any person who it reasonably considers appropriate, to attend and speak at any Board meeting; for the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.
- 83 A resolution in writing signed by the requisite majority of the Trustees or approved by e-mail by the requisite majority of the Trustees (as certified by the Chair), whether in one or several documents in the same form, shall be as valid and effectual as if it had been passed at a Board meeting.

Conduct of Trustees

- 84 Each of the Trustees shall, in exercising his/her functions as a Trustee of the Society, act in the interests of the Society; and, in particular, must observe the following statutory duties, namely to:

- 84.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with the Objects.
- 84.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 84.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the Society and any other party
- (a) put the interests of the Society before that of the other party, in taking decisions as a Trustee
 - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question.
- 84.4 ensure that the Society complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to Committees etc

- 85 The Board may delegate any of its powers to any committee, sub-committee or working group consisting of one or more Trustees and such other persons (if any) as the Board may determine; it 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.
- 86 Any delegation of powers under Article 81 may be made subject to such remit, conditions and reporting requirements as the Board may impose and may be revoked or altered.
- 87 The rules of procedure for any committee, sub-committee or working group shall be in line with these Articles unless otherwise prescribed by the Board.

Operation of Bank Accounts

- 88 The signatures of two out of the signatories appointed by the Board shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Society; subject to any minimum threshold set by the Board from time to time, at least one out of the two signatures must be the signature of a Trustee.

Company Secretary

- 89 The Society need not appoint a company secretary.

Minutes

- 90 The Board shall ensure that minutes are made of all proceedings at general meetings, Board meetings and meetings of committees, sub-committees and working groups; 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 ensuing meeting.

Accounting Records and Annual Accounts

- 91 The Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 92 The Board shall prepare, or ensure the preparation on its behalf of, annual accounts, complying with all relevant statutory requirements.
- 93 Once at least in every year, or as otherwise provided for by the Act, the accounts of the Society shall be examined by an independent financial examiner or auditor, who shall be appointed by the Board on the direction of members in General Meeting.
- 94 At or before each AGM, or otherwise after the Accounts have been approved by the Board, it shall provide the members of the Society with a copy of the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of the Board and the independent financial examiner or auditor. As an alternative, the Accounts may be available for inspection on the website of the Society (with all members, Trustees, and the independent financial examiner or auditor being made aware that they are so available for inspection there).
- 95 No member shall (unless he/she is a Trustee) have any right of inspecting any accounting or other records, or any document of the Society, except as conferred by statute or as authorised by the Board or as authorised by ordinary resolution of the Society.

Notices

- 96 Any notice which requires to be given to a member under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the Society *or* (in the case of a member who has notified the Society of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 97 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 98 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 99 A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

Amendment to the Articles

- 100 No alteration in these Articles may at any time be made unless by the special resolution of the members present (in person or by proxy) and voting at a general meeting called specifically (but not necessarily exclusively) for the purpose.

Winding-up

- 101 The winding-up of the Society may take place only on the special resolution of the members who are present and voting at a general meeting called specifically (but not necessarily exclusively) for the purpose.
- 102 If on the winding-up of the Society any property remains after satisfaction of all the its debts and liabilities, such property shall be transferred to charities having the same or a similar objects to the Objects as may be determined by the members of the Society at or before the time of dissolution (or, failing such determination, by the Board or otherwise by the Sheriff of Tayside, Central and Fife at Perth), to be used solely for a charitable purpose or charitable purposes.
- 103 For the avoidance of doubt, an organisation to which property is transferred under Article 102 may be a member of the Society, provided that it is a charity.
- 104 If the Society is a charity at the time that its winding-up is decided upon in terms of this Article, the prior consent of the Office of the Scottish Charity Regulator (or any successor thereto) must be obtained in terms of Section 16 of the Charities and Trustee Investment (Scotland) Act 2005.

Indemnity

- 105 Every Trustee or other officer or auditor of the Society shall be indemnified (to the extent permitted by the Act) out of the assets of the Society against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Society.
- 106 The Society shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Society may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities in connection with negligence, default, breach of duty or breach of trust.

