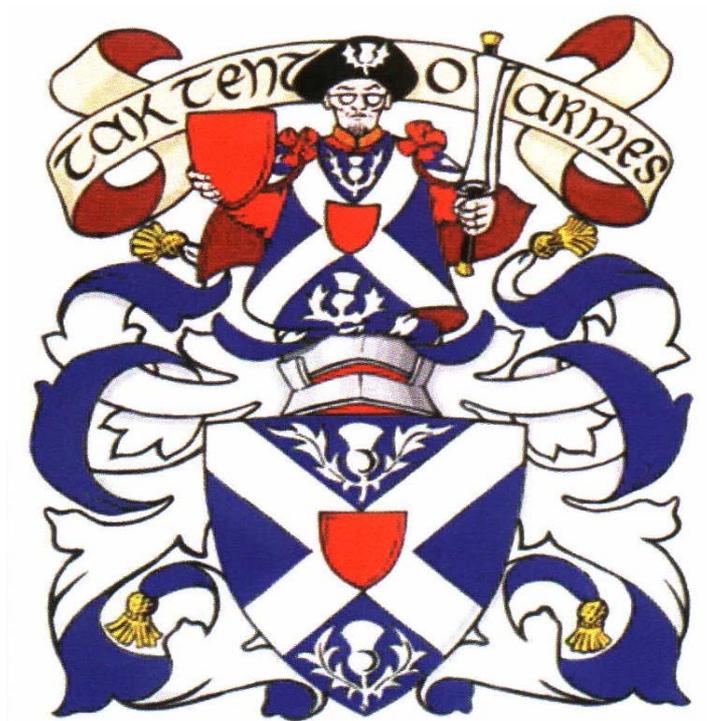


THE HERALDRY SOCIETY OF SCOTLAND



CONSTITUTION 2018

The Heraldry Society of Scotland is a charity registered in Scotland no. SC012038

THE HERALDRY SOCIETY OF SCOTLAND CONSTITUTION

Revised 2018

1. Name

The name of the Society shall be “THE HERALDRY SOCIETY OF SCOTLAND”.

This name is registered with the Office of the Scottish Charity Regulator as Scottish Charity number SC012038.

2. Aims and Objects

The aims and objects of the Society shall be to encourage the study and practice in Scotland of heraldry and allied subjects, both indigenous and international, by arranging lectures, discussions, visits, publications and exhibitions, and by seeking to co-operate with other Societies devoted to the same or similar purposes and by such other means as the Committee may from time to time determine.

3. Powers

3.1 In pursuance of the objectives set out in Paragraph 2, the Society shall have *inter alia* the following powers:-

3.1(a) to hold, purchase, or otherwise acquire, any property which is suitable for the Society’s activities.

3.1(b) to sell, or otherwise dispose of, all or any part of the property of the Society.

3.1(c) to enter into legal contracts relating to any of the Society’s activities.

3.1(d) to effect insurance of all kinds, which may include officers’ liability insurance.

3.1(e) to invest any funds which are not immediately required for the Society’s activities in such investments as may be considered appropriate, and to dispose of, and vary, such investments.

3.1(f) to take such steps as may be deemed appropriate for the purpose of raising funds for the Society’s activities.

3.1(g) to accept grants, donations and legacies of all kinds, and any reasonable conditions attaching to them.

4. Membership

4.1 Membership shall be open to all persons professing an interest in Heraldry and allied subjects.

4.2 The Society shall have the following categories of membership which shall be defined in the Bye-Laws of the Society:

Ordinary Members
Joint Members
Young Members
Corporate Members
Honorary Members

Eligibility, and the annual subscriptions for which each category shall respectively be liable, shall be as set out in the Bye-Laws.

4.3 On their admission, members shall assent to this Constitution and the Bye-Laws, and shall be bound by this Constitution and the Bye-Laws so long as they remain members of the Society.

4.4 No member shall, without the consent of the Committee, seek to advance any cause or matter other than in the interests of the Society by publicising his or her membership of it.

4.5 Members shall notify the Membership Secretary of any permanent change in their address or e-mail address.

4.6 A person or organisation wishing to become a member shall make application in writing or electronically to the Membership Secretary who shall have delegated authority on behalf of the Committee for decision.

4.7 The Society may maintain records of the contact details and membership status of members, in electronic or other format, for the purpose of administering the Society.

4.8 The Committee shall not be obliged to accept an application for membership and shall have the right to terminate the membership of any member.

4.9 Membership may be terminated for non-payment of subscriptions, following the elapse of six months beyond the due date, provided that two reminders have been issued to the last known e-mail address, or postal address if no e-mail is recorded, of the member.

4.10 A member whose conduct is contrary to the interests of the Society may be expelled from membership by way of a resolution passed by a simple majority vote at an Ordinary Meeting of the Committee, providing the following procedures have been observed:

4.10(a) 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; and

4.10(b) the member concerned shall be entitled to be heard, and/or represented at the Ordinary Meeting of the Committee at which the resolution is proposed.

4.11 A member wishing to give notice of resignation is to intimate this to the Membership Secretary in writing or by e-mail. From the date of resignation, a member shall lose all rights of membership. Notwithstanding resignation, all contributions and arrears of subscription at the time of resignation shall remain due to the Society, and the member shall return any books or other property belonging to the Society which they have borrowed or been loaned, and shall make full compensation for the same if lost or damaged.

4.12 The Society may re-elect a member who has resigned, and who subsequently wishes to rejoin the Society.

5. Honours and Awards

5.1 The Society may appoint a Patron.

5.2 The Committee may signify their wish to honour individuals by recommending for appointment the following:

President
Vice-Presidents

Recommendations by the Committee to these appointments and honours are to be ratified by a two-thirds majority of those present at the Annual General Meeting of the Society. They shall be for indefinite terms but without prejudice to the right of the Society to terminate any category of membership at any time in accordance with Items 4.9 and 4.10.

5.3 Fellowship of the Society may be conferred on any person in recognition of significant contributions to the art, science or practice of heraldry whether in Scotland or furth thereof. Nominations for Fellowship may be made by any member of the Society in good standing, and are to be submitted, with full details of the grounds for the proposal and accompanied by a letter of recommendation seconding the nomination, to the Honorary Secretary for screening by the Committee and, if supported, ratification at the next Annual General Meeting.

5.4 Fellowship shall be for an indefinite term but without prejudice to the right of the Society to terminate any category of membership at any time in accordance with Items 4.9 and 4.10. The badge of Fellowship shall at all times remain the property of the Society.

5.5 The award of Fellowship to a member of the Society will not automatically carry a change in the category of membership or liability for subscription. Members currently appointed as Fellows will have reserved rights to any membership category or abatement of subscription already in effect at the date of adoption of this Constitution.

5.6 The award of Fellowship of the Society to a non-member of the Society will automatically carry status as an Honorary Member. No subscription shall be payable by a Fellow so appointed.

5.7 The Society's Medal may be awarded at the discretion of the Committee in recognition of outstanding service to the Heraldry Society of Scotland and the gratitude and esteem of the Society for the recipient, or for exceptional achievement in the field of the art of heraldry, or in recognition of scholarly research in heraldry. The medal may be endorsed S (Service), A (Arts) or R (Research) accordingly, the designation to be worn on the ribbon.

5.8 Nominations for the Society's Medal may be made by any member of the Society in good standing. Nominations may be submitted at any time, in writing to the Honorary Secretary, detailing the grounds on which the recommendation is made, and accompanied by a letter of recommendation seconding the nomination, and will be considered by the Committee which shall have the power to confer the Medal.

5.9 The Society may confer Honorary Membership status on any member in recognition of services rendered by him or her to the Society, subject to confirmation by a simple majority of those present at the Annual General Meeting. Honorary Membership shall be for a fixed term or for an indefinite term, as determined by the Committee, unless membership of the Society is terminated in accordance with Item 4.9 or 4.10. No subscription shall be payable during tenure as an Honorary Member.

6. Management

6.1 The business of the Society shall be conducted by a Committee composed of the Officer-bearers, up to five Elected Committee Members and two Post-holders. Up to three additional persons may also be co-opted to serve on the Committee by virtue of their skills or knowledge as detailed at Item 6.16(e).

6.2 The Office-bearers of the Society shall be:

Chairman

Chairman-Elect (elected in advance of taking office as Chairman)

Secretary
Treasurer
Editor
Membership Secretary
Social Secretary

6.3 It shall be permissible for an Officer-bearer to hold more than one appointment at the same time but the total number of Officer-bearers shall be not less than four.

6.4 There shall be not less than three nor more than five Ordinary Committee Members.

6.5 The Post-holders of the Society shall be the North American Delegate and the Webmaster, who shall not normally be required to attend meetings of the Committee.

6.6 The Chairman shall hold office for a period of three years and shall not normally be eligible for re-election.

6.7 A Chairman-Elect shall be nominated and elected in accordance with the procedure at Item 6.16(a), and shall be elected not less than one year in advance of the anticipated retirement of the Chairman.

6.8 Office-bearers other than the Chairman and Chairman-Elect shall be appointed by the Committee from the Ordinary Members of the Committee. Their appointment shall be subject to satisfactory performance of the duties of their office and shall not be time-limited.

6.9 A member seeking appointment as an Office-bearer shall in the first instance seek election to the Committee as an Ordinary Member in accordance with Item 6.16(a) and shall thereafter demonstrate to the Committee their suitability for the appointment sought.

6.10 Each Ordinary Committee Member shall be elected at an Annual General Meeting in accordance with Item 6.16(a) for a term of up to three years and shall be eligible for re-election for a further term of up to three years, one third of the Ordinary Members retiring each year by rotation. Thereafter they shall stand down for a year before being eligible for re-election unless appointed as an Office-bearer.

6.11 The Committee shall have the power to create, amend and rescind Bye-Laws, on the authority of a simple majority of the Committee.

6.12 The Committee shall have the power to constitute Sub-committees, either permanent or ad-hoc, with the sole purpose of advising on specific areas of the Committee's business.

6.13 General Duties of the Committee

6.13(a) The Office-bearers and Ordinary Members of the Committee shall act as Charity Trustees, as defined in the Charities and Trustee Investment (Scotland) Act 2005, in having the general control and management of the administration of the Society.

6.13(b) While exercising their powers of investment of the Society's funds, members of the Committee shall consider the suitability of any proposed investments and the need for diversification of investments as may be appropriate to the Society's circumstances, and shall obtain and consider proper advice about how investments should be chosen or varied.

6.13(c) The title to the Society's property shall be held in the names of the Chairman, Secretary and Treasurer of the Society for the time being, and their successors in office; but the Society's investments (if any) may be held in a nominee account of its investment advisers. Any person in whose name the Society's property is held shall act in accordance with the directions issued from time to time by the Committee of the Society.

6.13(d) The Committee may by majority resolution remove a Committee member from office where the Committee finds that serious or persistent breach of the duties of a Charity Trustee has been established.

6.13(e) The Committee shall meet at intervals to be determined by the requirements of the business of the Society. A Special Meeting of the Committee shall be convened by the Secretary upon receipt of a written request signed by at least three members of the Committee.

6.13(f) A quorum shall consist of five, no less than three of whom shall be Office Bearers.

6.13(g) The Chairman shall chair all meetings of the Committee. In the absence of the Chairman, the Chairman-Elect if appointed, or any other Office-bearer to be appointed *ad hoc* by a majority of the Committee, shall take the chair.

6.13(h) At any meeting of the Committee or of the Society where a decision has to be reached by vote, (and no other provision of this Constitution determines otherwise) the proposition shall be carried by a simple majority of those voting; in the event of a tie the Chairman shall have a casting vote.

6.13(i) In any matter where a Trustee determines that they may have a conflict or potential conflict of interest, they are to disclose the conflict and are not to participate in any discussion or decision-making on the matter, and a record is to be kept in the Minutes.

6.14 An Office-bearer, Ordinary Member or Co-opted Member who fails to attend three consecutive meetings of the Committee without due cause and without intimation of absence will be deemed to have resigned from the Committee.

6.15 Office-bearers and Ordinary Members shall be honorary and shall not be entitled to remuneration from the Society's funds other than for reimbursement of expenses necessarily incurred in connection with conducting the Society's business.

6.16 Nominations to Committee

6.16(a) All valid nominations for members of the Committee shall be received by the Secretary no less than eight weeks prior to the Annual General Meeting, shall be provided in writing (whether or not on the form supplied for that purpose) and shall be signed by the proposer, seconder and candidate, the last signifying readiness to stand and eligibility to be a charity Trustee.

6.16(b) If the number of candidates for any appointment necessitates a vote, a voting paper showing the names of the candidates and the proposer and seconder of each shall be sent to every member of the Society with the notice of the Annual General Meeting.

6.16(c) Every member of the Society, including Corporate Members (which shall nominate one representative), will have one vote for each appointment for which there is a vacancy. Voting, using the voting paper which shall be supplied, shall be either by post to the Honorary Secretary, or in person at the Annual General Meeting.

6.16(d) On the occurrence of an unforeseen vacancy among the members of the Committee, in order to ensure the continued running of the Society the Committee may fill the vacancy by appointing until the next Annual General Meeting any eligible member of the Society. Holders of such interim appointments shall in all cases be eligible for election at the next Annual General Meeting for the remaining period of the vacancy.

6.16(e) If there be an unforeseen need for special skills, the Committee may co-opt until the next Annual General Meeting not more than three members of the Society whose skills or qualifications enable them to make contributions of special value to the Committee's work. Holders of such interim appointments shall in all cases be eligible for election at the next

Annual General Meeting, or for ratification of their co-opted status.

6.16(e) In the determination of whether a member of the Society is eligible to become a member of the Committee, no account shall be taken of any part-year of Committee service brought about through the exercise of the Committee's own powers of appointment or co-option.

6.16(f) All members proposed for election to the Committee as Trustees shall be eligible to act as Trustees as set out by the Office of the Scottish Charities Regulator (OSCR).

7. Finance

7.1 The Treasurer is to maintain suitable accounts and is to prepare the Annual Report and Statement of Accounts in accordance with the relevant Statement of Recommended Practice (SORP).

7.2 The Society's Financial Year is to run from 1 April to 31 March, or as otherwise decided. The Accounts are to be examined by a suitably qualified Independent Examiner who shall be appointed at the Annual General Meeting and such Examined Accounts are to be produced for the Committee's approval by 30 April annually.

7.3 The approved and signed Annual Report and Statement of Accounts is to be submitted to OSCR by no later than nine months after the end of the Society's Financial Year.

8. Business Meetings

8.1 The Annual General Meeting of the Society shall be held after the conclusion of the financial year and prior to the due date for submission of the approved and signed Annual Report and Statement of Accounts to the Office of the Scottish Charities Regulator (OSCR).

8.2 Notice of the Annual General Meeting shall be sent to every member no less than 28 days before the date of the meeting.

8.3 The independently examined accounts of the Society for the preceding financial year shall be presented to the Annual General Meeting.

8.4 A Special General Meeting may be called by the Secretary on the instruction of the Committee, or on the request in writing by 20 members of the Society. At least two months before the date of a Special General Meeting, notice of it shall be sent to every member, together with an explanation of the reasons for it.

9. Dissolution

9.1 If the Committee of the Society resolves that the Society should be dissolved, it shall convene an Extraordinary General Meeting of the members. Not less than 21 days' notice of the meeting, stating the terms of the proposed resolution, shall be given to all members.

9.2 For this purpose only, a quorum shall be not less than 15% of the membership of the Society.

9.3 If a resolution by the Committee of the Society to dissolve the Society is approved by a two-thirds majority of those present and voting at the Extraordinary General Meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Society.

9.4 On dissolution, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Society, but shall be given or transferred to a

recognised charitable organisation(s) having objects similar to those of the Society, failing which to The National Museums of Scotland Charitable Trust (Scottish charity number SC006964) or their successor body so long as it remains a charity. Tangible items donated by individuals shall be first offered back to the donor or, if deceased, their beneficiaries prior to being disposed of in this way.

10. General

10.1 The Committee shall be the sole authority for the interpretation of the Constitution.

10.2 The Constitution may be changed only by means of a Resolution passed at an Annual General Meeting or Special General Meeting of the Society and then only if the Resolution is approved by a two-thirds majority of the members present.

10.3 Any member of the Society who wishes to propose a change to the Constitution shall send the proposal in writing to the Secretary not less than 28 days before the date of the meeting at which he or she wishes it to be discussed.

10.4 No alteration shall be made to the Constitution which would have the effect of the Society ceasing to be a charity.

This and the preceding six pages contain a correct copy of the present Constitution of the Heraldry Society of Scotland, being the whole Constitution of the said Society corrected to 1 December 2018

Beverly P Bergman
Chairman

Alan Watson
Honorary Secretary

Stuart Emerson
Honorary Treasurer

Signed at Edinburgh
this 1st day of December 2018

THE HERALDRY SOCIETY OF SCOTLAND

BYE-LAWS

Revised 2018

1. Introduction

These Bye-Laws shall supplement and augment the Constitution, and shall be read in conjunction with the Constitution.

2. Categories of Membership

The categories of membership in accordance with Item 4.2 of the Constitution, and criteria for eligibility pertaining thereto, shall be:

2.1 Ordinary Members

Ordinary Members of the Society shall be people interested in matters falling within the aims and objects of the Society, who shall be appointed on application to the Membership Secretary and who shall pay the subscription pertaining to their category. An Ordinary Member is entitled to have one vote at meetings of the Society at which a decision is to be taken by vote.

2.2 Joint Members

Joint Membership shall be available on request to the Membership Secretary, and is available to additional members residing at the same address. Such additional members shall each pay a reduced subscription but only one copy of all publications and mailings shall be supplied per address. In all other respects their status as members shall be equal to that of Ordinary Members.

2.3 Young Members

Young Members shall be people who, on the first day of the Society's financial year, have not attained the age of 25 years. They shall be entitled to receive publications and mailings, and in all respects their status shall be equal to that of Ordinary Members. Young Members shall convert to Ordinary Membership at the first renewal following their 25th birthday.

2.4 Corporate Members

Corporate Members shall be organisations wishing to initiate or foster an interest in matters pertaining to the aims and objects of the Society among some or all of their members. A Corporate Member shall be entitled to receive one copy of all publications and mailings. A Corporate Member may send one representative to meetings of the Society at which a decision is to be taken by vote, who is to have delegated authority for one vote on behalf of their organisation.

2.5 Honorary Members

The criteria for Honorary Membership are as set out in Items 5.6 and 5.9 of the Constitution, without prejudice to members holding Honorary Membership at the time of first adoption of these Bye-laws who shall have reserved rights to their existing status and privileges.

3. Subscriptions

3.1 A Member shall pay such subscription appropriate to their category of membership as is from time to time approved by an Annual General Meeting or Special General Meeting of the Society.

3.2 Subscriptions shall fall due on 1 April each year. New members joining and paying their first subscription in January, February or March of any year will not be required to pay the next

subscription until April of the following calendar year.

3.4 Subscription rates effective from 1 April 2018 until otherwise notified are:

3.4(a) Ordinary Members resident in the United Kingdom shall pay a subscription of £35 annually.

3.4(b) Ordinary Members resident in the European postal zone shall pay a subscription of £42 annually.

3.4(c) Ordinary Members resident in the Rest of the World postal zone shall pay a subscription of £45 annually.

3.4(d) Joint Membership, available to additional Ordinary Members resident at the same address as a member paying the full rate applicable to their area of residence, shall pay a supplement of £15 per additional member.

3.4(e) Young Membership, available to any member who has not reached their 25th birthday at 1 April in the year of joining/renewal, shall pay a subscription of £15.

3.4(f) Members resident in North America may opt to pay a subscription of US\$72 to the North American Delegate by personal check.

3.4(g) Corporate Members shall pay a subscription equivalent to that of one Ordinary Member in the appropriate postal zone.

3.4(h) No subscription shall be payable by Honorary Members, in accordance with Items 5.6 and 5.9 of the Constitution.

4. Duties of Office-bearers

4.1 Chairman

4.1(a) The Chairman shall lead the Society and shall ensure its adherence to the objectives stated in Paragraph 2 of this Constitution.

4.1(b) The Chairman shall chair all meetings of the Committee of the Society and shall have both a deliberative and a casting vote.

4.1(c) In the absence of the Chairman, a Chairman-Depute shall be appointed from among the Office-bearers to take the Chair.

4.1(d) In consultation with other Office-bearers, Elected Committee Members, President and Vice-Presidents, the Chairman shall identify suitable members of the Committee to be appointed in due course as Office-bearers.

4.2 Honorary Secretary

4.2(a) The Secretary shall record in the Society's Minute Books, which may be maintained in electronic format, the proceedings of all meetings of the Committee, shall conduct the Society's correspondence, and shall give intimation of all meetings.

4.2(b) The Secretary shall be a member *ex officio* of all committees of the Society.

4.2(c) Not later than four months prior to the Annual General meeting in each year, the Secretary shall send by post to every member of the Society a statement showing the vacancies for Elected Committee Members which at that time can be foreseen as falling vacant at the next Annual General Meeting; and the statement shall be accompanied by a nomination paper covering every such vacancy.

4.3 Treasurer

4.3(a) The Treasurer shall receive and pay all moneys for the Society, and shall maintain suitable accounts.

4.3(b) The Treasurer shall render to the Society annually at the Annual General Meeting an account of his/her transactions, which shall be balanced as on the last day of the Society's Financial Year in each Session, and shall render the Accounts for examination by the independent examiner in accordance with Item 7.2 of the Constitution.

4.3(c) The Committee shall approve the manner in which payments are made from the Society's bank account, specifying the signatories and countersignatories of cheques and the limit for which more than one signature is required.

4.3(d) The Treasurer shall provide the Committee with a summary of the Society's finances at each meeting.

4.4 Membership Secretary

4.4(a) The Membership Secretary shall be responsible for the membership records and the Roll of the Society.

4.4(b) The Membership Secretary shall intimate to the Committee on request all applications for membership.

4.4(c) The Membership Secretary shall ensure that the Society's Privacy Policy in respect of data handling is available to all members and all who wish to apply for membership.

4.5 Social Secretary

4.5(a) The Social Secretary shall be responsible for arranging lectures of the Society, excursions and social events and, in collaboration with the Treasurer, handling any moneys pertaining thereto.

4.6 Editor

4.6(a) The Editor shall produce the Society's Newsletter and Journal at intervals to be determined by the Committee.

4.6(b) the Editor shall be a member of the Publications Committee if currently in existence.

5. Privacy and Data Protection

5.1 The Heraldry Society of Scotland is to hold information in compliance with the General Data Protection Regulations (GDPR), the Data Protection Act 2018 (DPA 2018), and other such legislation and regulations as may be applicable to personal data.

5.2 The Heraldry Society of Scotland may use the information it holds about its members for the administration of its membership, the communication of information, the organisation of events and other such legitimate business of a membership Society.

5.3 Information about members is to be held securely and is not to be shared with any other organisations.

5.4 General queries relating to GDPR may be addressed to the Honorary Secretary.

5.5 Personal data held by the Society may be seen by the individual to whom it relates on application to the Membership Secretary, to whom requests for changes to, or updating of, personal data should be addressed.

Approved by the Committee and signed on their behalf on 1 December 2018.

Beverly P Bergman
Chairman

Annex

A. Terms of Reference for the Publications Committee

Annex A

Terms of Reference for the Publications Committee of the Heraldry Society of Scotland

1. Name and Type

The Publications Committee is an advisory ad hoc committee reporting to the Committee of the Heraldry Society of Scotland.

2. Purpose and Authority

Proposals for publications, other than the Tak Tent, Double Tressure and booklets prepared for Society events including visits, will be submitted to the Honorary Secretary of the Heraldry Society of Scotland and will be passed on to the Publications Committee promptly. The Publications Committee will consider these proposals and will make recommendations to the Committee of the Heraldry Society of Scotland. Proposed publications will be considered as they are received and any necessary further information on the proposal sought directly by the Publications Committee from the author. The Secretary of the Committee of the Heraldry Society of Scotland will inform prospective authors of any decisions of the Committee of the Heraldry Society of Scotland regarding publication.

3. Resources and Budget

The Publications Committee will discuss with the Committee of the Heraldry Society of Scotland the financial implications of each project at relevant stages.

4. Membership

The Publications Committee will consist of a minimum of four and a maximum of six members including a Chair and a Secretary. The Society's Editor will be an *ex officio* member of the Publications Committee. Membership of the Publications Committee will be nominated annually by the Committee of the Heraldry Society of Scotland, with co-options possible during the year.

5. Communication

Communication will be by way of meetings and email exchange. At least one meeting will be held each year. Minutes of Publications Committee meetings will be distributed to members of the Publications Committee and to the Secretary of the Committee of the Heraldry Society of Scotland promptly. Recommendations regarding publications will be discussed at the next meeting of the Committee of the Heraldry Society of Scotland.

6. Correspondence

All correspondence regarding proposals for publications will be retained by the Chair and Secretary of the Publications Committee and become part of the archive of the Heraldry Society of Scotland.

7. Finance

The Publications Committee will not be responsible for the distribution of any sums and no member of the Publications Committee will receive any remuneration other than reimbursement for reasonable outlays, which shall in principle be agreed in advance by the Committee of the Heraldry Society of Scotland.