

# Queen's Park Camera Club

Founded 1945

## Constitution

(Scottish Charitable Incorporated Organisation No SCO44914)

Agreed by the membership at EGM on the 5th June 2014

Revised and agreed by the membership at AGM on 27th April 2017

### **Address of Club Premises**

54 Millbrae Road  
Glasgow G42 9UG  
**[www.qpcc.co.uk](http://www.qpcc.co.uk)**

## **1. GENERAL**

### **Type of Organisation**

The organisation is a Scottish Charitable Incorporated Organisation (SCIO), with registration number SCO44914.

### **Principal Office**

The principal office of the organisation is at 54 Milbrae Road, Glasgow, G42 9UG.

### **Name**

The name of the organisation is "Queen's Park Camera Club" ("the Club").

## **2. PURPOSE AND ACTIVITIES**

### **Purpose**

The objective of the Club shall be to promote and encourage the study, practice and knowledge of the art and science of photography and its applications, and other educational, artistic and cultural purposes connected therewith, among members of the Club and the general public in Glasgow and the surrounding district.

### **Activities**

In order to achieve the objects as stated above, the Club may:

- a. Either on its own initiative or in conjunction with local authorities, photographic, cultural, artistic and educational societies or organisations.
- b. Make arrangements, plans and programmes for courses of lectures, demonstrations, talks and visits to places of photographic interest.
- c. Organise, manage, promote and produce photographic exhibitions and other presentations of an educational, cultural or artistic nature connected therewith.
- d. Assist other bodies of a photographic, educational, cultural or artistic nature by the provision of lecturers or judges, demonstrations, premises, or by lending equipment or books or photographs.
- e. Provide premises and/or equipment for the carrying out of the objects.
- f. Provide assistance to members to further their study, practice and knowledge of photography.
- g. In order to defray expenses, make reasonable charges to members of the Club, bodies of a photographic, educational, cultural or artistic nature and others in connection with the carrying out of the objects.
- h. Require that all meetings of the Club be open to all members and that each member will be provided with an Annual Syllabus.
- i. Do any other acts as are incidental to the attainment of the objects.

### **3. GENERAL STRUCTURE**

The structure of the Club consists of:

- a. The **MEMBERS** - who have the right to attend members' meetings (including all General Meetings) and have certain powers as defined in this constitution. The members appoint people to serve on the Committee or as Trustees. They also take decisions on any changes to the constitution.
- b. The **COMMITTEE** – which holds regular meetings and generally controls the activities of the Club. The Committee is responsible for monitoring the financial position of the Club and has responsibility for the management of the use of the Club's Assets.
- c. The **TRUSTEES** – who are appointed by members on an ex-officio basis. The officers who are appointed Trustees are the Office-Bearers being, The President, Vice President, Secretary, Treasurer and Membership Secretary. It is a duty of the Trustees to ensure that the Club meets all its legal and financial obligations and responsibility for same shall rest solely with the Trustees. The Trustees shall all sit as members of the Committee. In all decision-making, Trustees must operate within the context of and as members of the Committee but, in the event of a vote on a matter of legal or financial obligations of the Club, the majority decision of the Trustees will be binding, any three being a quorum.

### **4. POWERS**

The Club has power to do anything that may be necessary, incidental or conducive to the attainment of the above purpose.

#### **Amalgamation and Affiliation**

The Club may amalgamate or affiliate with any other Club or Societies by resolution in a General Meeting, provided that this is consistent with the requirements for a SCIO.

#### **Restrictions**

No part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members (either in the course of the Club's existence or on dissolution) except where this is done in direct furtherance of the Club's charitable purpose. The Club may reimburse a member's direct expenses when acting on behalf of the Club. The Club's rooms and equipment may not be used for professional or commercial work.

#### **Property and Assets**

The Club shall have powers to feu, hire-purchase, and rent or otherwise acquire and maintain suitable Club premises, furniture, fittings and equipment or dispose of property or equipment for the furtherance of its purpose. The whole property and assets of the Club are vested in the Trustees, any three being a quorum.

On resolution of the Trustees, the said Trustees will have the power to borrow on security of the whole or any part of the said property and assets or to sell such property or assets, but power to sell the heritable properties of the Club or to borrow money on security of them will only be exercised in accordance with a resolution duly passed by a majority of members attending and voting at a General Meeting. The terms of such resolution will be evidenced by an excerpt from the minutes setting forth the terms of the resolution and the place and date of the meeting, said excerpt being duly certified by five persons, being the President or Vice-President and the Secretary or Treasurer plus three members (other than office bearers) present at the meeting at which such resolution is passed.

All property of the Club shall be insured against Fire, Burglary, Theft and such other risks as may be deemed necessary by the Committee and in such amounts as they may determine.

All photographic equipment donated to the Club or bought by them, whether in part or whole, shall be made available to all Members within the Club premises whether or not they are members of any particular Group. No Member shall remove or authorise removal of any property of the Club without a written order from the Secretary acting upon a decision of the Committee. No security or capital assets belonging to the Club shall be sold without Committee approval.

No Member shall use Club premises for business or professional purposes or use the name of the Club for personal advertisement.

## 5. LIABILITIES

### **Liability of the Club**

The Club has no liability for injury to individuals caused by their own negligence while on the premises. The Club has no liability for loss of or damage to personal property brought on to the premises, unless such property is brought on to the premises at the request of the Club.

### **Liability of Trustees, Committee and Members**

The Trustees, Committee and Members of the Club have no liability to pay any sums to help to meet the debts (or other liabilities) of the Club if it is wound up. Accordingly, if the Club is unable to meet its debts, the members will not be held liable.

Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and the above clause does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## 6. THE MEMBERS

### **Membership Eligibility**

Membership of the Club is open to anyone aged 16 or over. Anyone under the age of 18 should not attend Club activities which are inappropriate for members in the 16-18 age range. These activities will be decided by The Committee.

### **Membership**

Membership of the Club shall consist of **Subscribing Members** and **Non-Subscribing Members**.

### **Subscribing Members**

- a. **Ordinary Members** shall have paid an Entry Fee (if any) and an Annual Subscription.
- b. **Unwaged Members** and **Full Time Students** may pay a reduced rate.
- c. **Life Membership** shall be open to any Ordinary Member on payment of eight times the current Annual Subscription.
- d. **Senior Citizens** may pay a reduced rate.

### **Non Subscribing Membership**

**Honorary Membership** may be conferred on recommendation of the Committee and approval at a General Meeting, on persons not being Subscribing Members who have made valuable contributions to the Club or photography in Scotland over several years. Honorary Members shall not be entitled to vote at meetings of the Membership and shall not be entitled to be elected as a Trustee.

**Distinguished Membership** may be conferred, on the recommendation of the Committee and approval by a General Meeting, on Subscribing Members who have made valuable contributions to the Club over several years. They will continue to enjoy all the rights and privileges of Subscribing Members without any payment of Subscription notwithstanding

### **Number of Members**

The Committee shall have power to regulate the intake of new Members so that the total membership of the Club is suitable, having regard to the accommodation available.

### **Application for Membership**

A form of application for membership is provided by the Club for anyone wishing to join the Club. On completion of the application form and payment of relevant subscriptions and fees, the Membership Secretary or other delegated officer approved by Committee may admit the applicant to membership forthwith or remit the application for consideration to Committee who will grant or refuse the application, at its discretion.

If asked to consider an application, the Membership Secretary must notify the applicant promptly of its decision (in writing or by e-mail) on whether or not to admit him/her to membership. If membership is

refused, the Committee will ensure that all monies paid are reimbursed.

### **Membership Subscriptions**

The amount of the Entrance Fee (if any) and the Subscription rates shall be determined at the Annual General Meeting. The Annual Subscription shall become due on 1st September in each year, and Members in arrears by the second Thursday in September of that year shall be advised that their Membership has lapsed unless immediate payment is made.

### **Resignation from Membership**

Any person who wants to resign from membership must give a written notice of resignation to the Club, signed by him/her. He/she will cease to be a member from the time when the notice is received by the Club. A member may not transfer membership of the Club to another person.

### **Register of Members**

The Membership Secretary, on behalf of the Committee, must keep a register of members, setting out for each member:

- a. His/her full name and address, telephone number and e-mail address.
- b. The date on which he/she was registered as a member of the Club
- c. The date on which he/she ceased to be a member

This register must also include these details for former members for at least six years from the date when they ceased to be a member. The Membership Secretary will ensure that the register of members is updated within one month of any change.

If a member or Trustee of the Club requests a copy of the register of members, the Committee must ensure that a copy is supplied to him/her within one month, providing the request is reasonable. If the request is made by a member (other than a Trustee), the Membership Secretary may provide a copy that has addresses, telephone numbers and e-mail addresses blanked out.

### **Refusal of Membership/ Suspension of a Member**

Power is reserved by the Committee to refuse entry to Membership or to suspend Membership for reason of serious relevant misconduct. The Applicant or Member may be given an opportunity to plead his or her case before the Committee, whose decision shall be final on refusal or suspension. In regards to formal expulsion of a member, such a resolution shall be considered at the next General Meeting.

## **7. THE COMMITTEE**

**The Day-to-Day Management of the Club** shall be vested in a Committee of not more than fifteen elected Subscribing or Distinguished Members being the five Trustees and up to a further nine convenors and Committee members ("the ordinary members of the Committee") and the immediate Past President.

**The Trustees shall retire annually** from the Committee and be eligible for re-election. The immediate Past President shall be ex-officio a member of the Committee but not a Trustee.

**Two ordinary members of the Committee** shall retire annually in order of seniority, and be eligible for re-election.

**Vacancies on Committee and Co-option:** Any vacancy on the Committee may be filled by co-option of a Member by the Committee for the period until the next General Meeting. In the event of no vacancies on the Committee, the Committee may co-opt up to three additional ordinary members of the Committee for a period up to one year or until the next General Meeting (whichever comes sooner) if desired.

### **Eligibility**

A person is not eligible for election or appointment as a Committee Member unless he/she is a Subscribing or Distinguished member of the Club. A person is not eligible for election or appointment as a Committee Member if he/she is disqualified from being appointed to such a role under the Charities and Trustee Investment (Scotland) Act 2005.

### **Powers of the Committee**

The Committee has the power to implement programmes and projects aimed at fulfilling the Club's purpose and/or for the benefit of members. The Committee may also introduce rules for the operation of the Club and its facilities.

Except where this constitution states otherwise, the Trustees undertake overall management of the Club, its assets and its operations. A meeting of the Committee at which a quorum of Trustees (Three)

is present may exercise all powers of the Club exercisable by the Trustees or the Committee. The members may, by way of a resolution passed at a General Meeting and with a two-thirds majority, direct the Committee to take any particular step or direct the Committee not to take any particular step. The Committee must give effect to any such direction accordingly.

### **Procedure at Committee Meetings**

No valid decisions can be taken at a Committee meeting unless a quorum of Trustees is present. Committee meetings shall be held monthly during the session and as may be necessary out of session. Three Trustees shall form a quorum. The Secretary shall give seven days' notice of a meeting to the Committee Members. The President, whom failing, the Vice President, whom failing, any other Trustee elected at the meeting shall preside and have a casting vote in addition to his or her vote as a member in the case of equality of votes at any meeting. The acting President at such a meeting shall have the full powers and duties of the President for that meeting. If at any time the number of Committee Members or Trustees in office falls below the number stated as the quorum, the remaining Committee Members and Trustee(s) have power to fill the vacancies as above stated or may call a General Meeting to fill the vacancies but are not able to take any other valid decisions.

All decisions at Committee meetings relating to the legal and financial obligations of the Club are made by majority vote of the Trustees present. Every Trustee has one vote, which must be given personally. If there are an equal number of votes for and against any resolution, the chairman of the meeting is entitled to a second (casting) vote.

In matters relating to the implementation of programmes and projects or rules for the operation of the Club and its facilities, decisions at Committee meetings are to be made by majority vote of the Committee members present. In such matters, every Committee Member shall have one vote, which must be given personally and if there are an equal number of votes for and against any resolution, the chairman of the meeting is entitled to a second (casting) vote.

The Committee may, at its discretion, allow any person who is not a Committee Member to attend and speak at a Committee meeting but on the basis that he/she must not participate in decision-making.

A Committee Member must not vote at a Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Club. He/she must withdraw from the meeting while an item of that nature is being dealt with.

A Committee Member is deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

For the purposes of the above clause, an interest held by an individual who is "connected" with the Committee Member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc.) is deemed to be held by that Committee Member.

### **Minutes**

The Committee must ensure that proper minutes are kept in relation to all Committee meetings and meetings of sub-committees. These minutes must include the names of those present; and (as far as possible) should be signed by the chairman and the person preparing the minutes.

### **Appointment of Sub-committees**

The Committee may appoint sub-committees, whether of their own number or other members of the Club and delegate to them such powers as they see fit though such a sub-committee may not make a decision binding upon the Trustees in relation to any matter of the legal or financial obligations of the Club. A sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees.

The Committee may also delegate to the chairman of the sub-committee (or the holder of any other post) such of their powers as they may consider appropriate but, when delegating powers, the Committee must set out appropriate conditions (which must include an obligation to report regularly to the Committee). Any delegation of powers may be revoked or altered by the Committee at any time. The Committee may set the rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee. The Committee may also pass byelaws and rules affecting the work of such sub-committees and alter and amend the same from time to time.

## **8. THE TRUSTEES**

### **Number of Trustees**

The maximum number of Trustees is five the minimum number of Trustees is three. Unless otherwise decided at a General Meeting, the five Trustees will consist of the President, Vice President, Secretary, Membership Secretary and Treasurer.

### **Eligibility**

A person will not be eligible for election or appointment as a Trustee unless he/she is a Subscribing or Distinguished member of the Club. A person will not be eligible for election or appointment as a Trustee if he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 nor is an employee of the Club.

### **Initial Trustees**

The individuals who signed the charity trustee declaration forms, which accompanied the application for incorporation of the Club as a SCIO, will be deemed to have been appointed by the members as Trustees with effect from the date of incorporation of the Club until the next Annual General Meeting.

### **Election, Retiral and Re-election of Trustees**

At each Annual General Meeting (AGM), the members may elect any Subscribing or Distinguished member to be a Trustee on an ex-officio basis holding the office of one of the specified positions.

At each AGM, all of the Trustees must retire from office but may then be re-elected. A Trustee retiring at an AGM will be deemed to have been re-elected unless:

He/she advises the Committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Trustee; or

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

A resolution for the re-election of that Trustee was put to the AGM and was not carried.

### **Termination of Office**

A Trustee will automatically cease to hold office if: -

- He/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- He/she ceases to be a Subscribing or Distinguished member of the Club;
- He/she becomes an employee of the Club;
- He/she gives the Club a notice of resignation, signed by him/her;
- He/she is absent (without good reason, in the opinion of the Committee) from more than three consecutive meetings of the Committee but only if the Committee resolves to remove him/her from office;
- He/she becomes incapable for medical reasons of carrying out his/her duties as a Trustee but only if that has continued (or is expected to continue) for a period of more than six months;
- He/she is not re-elected as Trustee at an AGM;
- He/she is removed from office by resolution of the Committee on the grounds that he/she is considered to have committed a material breach of the code of conduct for Trustees;
- He/she is removed from office by resolution of the Committee on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- He/she is removed from office by a resolution of members passed at a General Meeting. Such a resolution by the Committee or by members will be valid only if:
  - The Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - The Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

- Both a majority of Subscribing and Distinguished members present at the General Meeting, as well as at least two thirds (to the nearest round number) of the Trustees then in office vote, in favor of the resolution at the General Meeting.

### **Register of Trustees**

The Committee will keep a register of Trustees. For each current Trustee this will show:

- a) His/her full name, address, telephone number and e-mail address;
- b) The date on which he/she was appointed as a Trustee; and
- c) Details (with dates) of any office held by him/her in the Club. For each former Trustee, the register will show:
  - d) The name of the Trustee;
  - e) The date on which he/she was appointed as a Trustee;
  - f) Details (with dates) of any office held by him/her in the Club; and
  - g) The date on which he/she ceased to be a Trustee.

This record will be retained for at least six years from the date he/she ceased to be a Trustee.

The Secretary, on behalf of the Committee, must ensure that the register of Trustees is updated within 28 days of any change, which arises from a resolution of the Committee a resolution passed by the members of the Club or is notified to the Club.

If any person requests a copy of the register of Trustees, the Secretary must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable. If the request is made by a person who is not a Trustee of the Club, the Secretary may provide a copy which has the addresses, telephone numbers and e-mail addresses blanked out, if the Secretary deems appropriate.

### **General Duties of Trustees**

- Each of the Trustees has a duty, in exercising functions as a Trustee, to act in the interests of the Club; and, in particular:
- Must seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purpose;
- Must act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of other people;
- In circumstances giving rise to the possibility of a conflict of interest between the Club and any other party, must put the interests of the Club before that of the other party;
- Must ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005;
- Where any other duty prevents him/her from fulfilling the above duties, must disclose the conflicting interest to the Committee and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question.

In addition to the duties outlined above, all the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- That any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
- That any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

Provided he/she has declared his/her interest and has not voted on the question of whether or not the Club should enter into the arrangement, a Trustee will not be debarred from entering into an arrangement with the Club in which he/she has a personal interest; and (subject to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

No Trustee may serve as an employee (full time or part time) of the Club and no Trustee may be given any remuneration by the Club for carrying out his/her duties as a Trustee. The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

### **Code of Conduct for Trustees**

Each of the Trustees must comply with any code of conduct (including detailed rules on conflict of interest) prescribed by the Committee from time to time. This code of conduct will be supplemental to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed



on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005. All relevant provisions of this constitution will be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

## **9. SPECIFIC DUTIES OF OFFICE BEARERS**

### **President**

All meetings of the Committee and General Meetings will be chaired by the President, whom failing the Vice-President or another Trustee present and elected at the meeting. The chairman will have a casting vote in addition to his deliberative vote.

### **Secretary**

The Secretary shall keep Minutes of all Committee and General Meetings, and all Minutes, once approved, shall be made available to Members via the Club website. All complaints and suggestions shall be submitted to the Secretary, who without undue delay shall place them before the Committee. The Secretary shall conduct all correspondence on behalf of the Club except insofar as this may be delegated to Office Bearers. The Secretary will conduct the general secretarial business of the Club with such assistance as the Committee may from time to time arrange. The Secretary shall be responsible for maintaining the Register of Trustees.

### **Treasurer**

The Treasurer shall collect all monies due to the Club and deposit same on behalf of the Club in a Bank approved by the Committee. No money shall be withdrawn unless under the endorsement of two Trustees. No money shall be withdrawn except for the payment of debt rightly incurred by the Club or for investment in security approved by the Committee. He/she shall keep correct accounts and supporting documents showing the financial affairs and intromissions of the Club. At the close of each financial year, the Treasurer will prepare the annual accounts of the Club for presentation at the AGM. The accounts will have been independently examined by two members, neither being a member of the Committee. The Treasurer will complete the Annual Return to OSCR and/or such other body as is required by government legislation. He/she shall be personally responsible for the safe custody of money between receipt and lodgement in the bank.

### **Syllabus Secretary**

The Syllabus Secretary will arrange Lectures for all Ordinary Meetings as far as is practicable.

### **Exhibition Secretaries**

The Exhibition Secretaries, in conjunction with the Syllabus Secretary, will arrange Competitions and Exhibitions of Members' work. Where there are two Exhibition Secretaries appointed, their duties shall be split as follows: Prints and Projected Image

### **Membership Secretary**

The membership secretary will receive all applications for membership and is responsible for the register of members.

## **10. GENERAL MEETINGS OF CLUB MEMBERS**

### **Annual General Meeting**

The Annual General Meeting shall be held in April or May of each year. Notice thereof, together with copy of the Balance Sheet, shall be sent to Members at least seven days before the date of the meeting.

### **Extraordinary General Meetings**

At any time, The Committee, or whenever requested in writing by fifteen or more Subscribing or Distinguished Members, shall within thirty days, call an Extraordinary General Meeting. At least seven days' notice of such meeting shall be given to the membership.

### **The Business of the Annual General Meeting**

- The business of each AGM will include:
- A report by the chairman on the activities of the Club
- A presentation of the annual accounts of the Club for the previous financial year
- The election/re-election of Trustees and Committee Members
- The appointment of an Independent Examiner of Accounts

### **Election of Trustees and Members of Committee**

Candidates for positions as Trustees and those of retiring or otherwise vacant Committee Member positions must be proposed and seconded. If the number of candidates exceeds the number of vacancies, an election will be held by ballot at the AGM. Members will be asked to confirm the appointment or re-appointment of Trustees and any Trustee not so appointed will immediately cease to act in this capacity.

### **Appointment of Independent Examiner of Accounts**

An Independent Examiner of Accounts, for the ensuing year, will be appointed at the AGM, not being a member of the Committee. He/she shall examine the books and accounts of the Club, for which purpose he/she shall have access to all vouchers and shall be afforded every facility for carrying out their duties. He/she will be appointed in accordance with the requirements of the current Charities Accounts (Scotland) Regulations. The Independent Examiner's report on the accounts for the preceding year will be presented at the meeting. Any vacancy occurring in the office of Independent Examiner during the year will be filled by an appointment by the Committee.

### **Procedure at General Meetings**

No valid decisions can be taken at any General Meeting unless a quorum is present. The quorum for a General Meeting will be 25 percent of Subscribing or Distinguished members, present in person. If a quorum is not present within 15 minutes after the time at which a General Meeting was due to start or if a quorum ceases to be present during a General Meeting, the meeting cannot proceed and fresh notices of meeting will require to be sent out to deal with the business (or remaining business) which was intended to be conducted.

The President of the Club will act as chairman of each General Meeting or, in his/her absence the chair shall be the Vice-President or another Trustee present as aforesaid.

### **Voting at General Meetings**

Every Subscribing or Distinguished member has one vote, which must be given personally. All decisions at General Meetings will be made by majority vote, with the exception of the following resolutions, which will be valid only if passed by not less than two thirds of those voting on the resolution:

- A resolution amending the constitution;
- A resolution expelling a person from membership;
- A resolution directing the Committee to take any particular step (or directing the Committee not to take any particular step);
- A resolution approving the amalgamation of the Club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- A resolution to the effect that all of the Club's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities)

- A resolution for the winding up or dissolution of the Society; and any vote for removal of a Trustee, which shall be conducted as aforesaid

### **Chairman's Casting Vote**

For decisions requiring a simple majority vote, if there are an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a second (casting) vote.

### **Voting Procedure**

A resolution put to the vote at a General Meeting will be decided on a show of hands, unless the chairman (or at least two other members present at the meeting) asks for a secret ballot.

The chairman will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

### **Minutes**

The Secretary must ensure that proper minutes are kept in relation to all General Meetings.

Minutes of General Meetings must include the names of those present and must be signed as a correct record of the meeting by the person preparing the minutes and the chairman of the meeting.

The Secretary will make copies of the minutes available to Members via the Club website.

### **Working Group meetings**

Working Groups each under the control of a Group Convenor appointed by the Committee, shall be allocated evenings for meetings in the Club premises, provided there is sufficient demand. Control of policy of such Groups shall be vested in the Group Convenor subject to the supervision of the Committee (or Trustees in regards to legal and financial matters), whose authority remains unimpaired and whose decisions must be accepted by the Group Convenor, who on request, may attend Committee Meetings as non-voting observers.

## **11. FINANCE**

The financial year will end on the last day of February.

**Funds** - The Funds of the Club shall be applied solely towards the promotion of the objects of the Club as stated section 2 (Purpose and Activities).

**Remuneration and Expenses** - No Member of the Club shall receive any remuneration or other financial benefit from the Club or its activities other than reimbursement of expenses properly incurred by him (or her) on behalf of the Club.

The Club's funds must be held in appropriate accounts of financial institutions in the U.K. which have been granted the relevant license by the Bank of England. The Committee must approve all changes to the selected accounts. The Committee also has power to invest any surplus funds of the Club in any investment which falls within the definition of either "narrower range investments" or "wider range investments" in terms of the Trustee Investments Act 1961 as amended by the Charities (Trustee Investments Act 1961) Order 1995. In this context "surplus funds" mean such funds as are not required to meet liabilities currently due plus such reserve as the Trustees consider appropriate and prudent to cover future liabilities and accrued charges.

The signatures of two out of three signatories appointed by the Trustees will be required in relation to all operations on the current account held by the Club, other than the lodging of funds. Both of the two signatures must be the signature of a Trustee.

Transactions on all other accounts, including the use of electronic facilities for the operation of any account, must be restricted to transfers from or to the Society's current account.

### **Accounting records and annual accounts**

The Treasurer, on behalf of the Trustees, must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements. The accounts shall be prepared on a receipts and payment basis.

## **12. MISCELLANEOUS**

### **Guests**

No non-members are allowed access to the Club's premises except on such occasions and for such purposes (including attendance at public meetings or public lectures and public exhibitions), as the Committee may specifically permit, or if introduced and accompanied by a member of the Club.

No member may introduce as a guest to the premises any former member who has been expelled from the Club or any member under suspension from the rights and privileges of membership unless such prohibition is waived by the Committee.

Non-members are not entitled to the use of Digital or Studio facilities unless with the special permission of the Committee.

Any Committee Member who considers that the continued presence of a non-member within the premises may be detrimental to the security of the premises or the property therein or otherwise detrimental to the Club or its activities may ask such non-member to leave without ascribing a reason and such non-member will thereafter have no entitlement to continue to remain on the premises. Any exercise of such power by a member of the Committee will be reported by such member to the Committee as soon as practicable, with the reasons for the exercise of the power.

### **Dissolution**

A resolution to dissolve the Club shall only be adopted by a majority resolution of those present and voting at an Annual General Meeting or an Extraordinary General Meeting, provided thirty days prior notice in writing of such a proposal be given to Members. The dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

If on the winding-up of the organisation any property remains after satisfaction of all the organisations debts and liabilities, such property shall not be paid to or distributed among the members of the society; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the society.

### **Amendment of Constitution and Rules**

Amendment of Constitution and Rules shall only be effected at the Annual General Meeting or at an Extraordinary General Meeting called for the purpose.

This Constitution will not be altered except at a General Meeting (AGM or EGM) of the Club. Any alterations proposed to the Constitution, and any motion proposing an alteration of the existing status of the Club, must be intimated to the Secretary in writing, and posted on the notice board for a minimum of 28 days preceding the meeting at which the alteration is to be submitted. All alterations must be approved by a majority of two-thirds of the members present and voting at such a General Meeting. The chairman or any two or more members present may require any vote at such a meeting to be taken by secret ballot. The Club will recognise that the Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purpose, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

## INTERPRETATION

References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

Any statutory provision which adds to, modifies or replaces that Act; and

Any statutory instrument issued in pursuance of that Act or in pursuance of any related statutory provision.

In this constitution:

All references to “chairman” are not gender specific and apply equally to men and women acting in that role;

“Charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

“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.

“Trustee” means a “charity trustee” within the meaning of the Charities and Trustee Investment (Scotland) Act 2005.

## DECLARATION

This constitution was approved and adopted by Queens Park Camera Club at an Extraordinary General Meeting held on 5th June 2014. Version 3 was approved at the Annual General Meeting held on 27<sup>th</sup> April 2023.

## Certified as True Copy (Version 3)

Maureen Anderson  
34A Queen Mary Avenue  
Glasgow G42 8DT

President

Signature

Stuart Brennan  
37 Netherburn Avenue  
Glasgow G44 3UF

Secretary

Signature