



ORKNEY HERITAGE SOCIETY

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Update to the constitution

Our constitution needed updating to enable us to meet online. The Board took the opportunity to have a thorough review and found there were other areas that required updating. It recommends the adoption of a new constitution.

The list of proposed changes follows. These are so extensive that the recommendation is to incorporate them into a new document rather than have the existing constitution with a list of amendments.

The existing and new constitutions are on the website and available on request.

If you have comments to make, it would be helpful if you could notify either myself or our Vice-Chair, David Murdoch in advance of the meeting in order to prepare replies. This is not mandatory but would be helpful in the light of the additional challenges caused by the meeting needing to be run 'virtually'.

This list is not part of the constitution and is mainly arranged by the clause numbers of the existing constitution.

Changes from the old to the new constitution

1. Remove the Board's power to refuse admittance to General Membership (existing clause 14) and consequential changes e.g. delete the requirements to consider applications at the next Board meeting (existing clause 13) and to notify promptly of decision (existing clause 15). **Reason:** There is a risk of being discriminatory if the Board needs to vet all members unless there is a long list of agreed criteria against which all prospective members are to be evaluated. The Board felt that the Society should be open to all and that to establish a full list of acceptable and unacceptable criteria for membership was unworkable.
2. Have the Board, not the AGM, determine the subscription level. (existing clause 16 altered from "at the AGM" to "by the Board") **Reason:** The Board is elected to operate the Society in all other matters and for matters of efficiency the setting of annual fees should sit with them.
3. Make the president and vice-president permanent, not annual, appointments unless removed by an AGM, or other meeting of General Members. (existing clauses 29.4, 60, 69) Clarify their by status by (i) making provision for them to have full powers and responsibilities unless otherwise provided in the clauses (new clause 26.4) (ii) having them count towards the quorum at a Board meeting (existing clause 83) but (ii) not applying the remove for non-attendance provisions that apply to the rest of the Board (existing clause 62.6). **Reason:** This enables the Society in the future to have these posts either as working charity trustees or to offer one or both as an honour to someone who would not be expected to attend.

4. Make provision for electronic notice of general meetings to be by way of email where provided and website rather than one or the other (existing clause 37). **Reason:** The widespread adoption of e-mail.
5. Reduce the quorum at a members' meeting from 15 to 7 and make provision for a resumed inquorate members' meeting to have a quorum of 3 but not to transact any new business (existing clause 40). **Reason:** Initial quorum reduction to lessen the chance of an inquorate meeting and to clarify an omission.
6. Make provision for (whole or part) digital General, and Board, meetings (existing clause 38 for General Meetings and for Board meetings existing clauses 72, 83, 87 respectively) giving the Chair of the meeting power to determine the detail e.g. if a Members' Meeting suddenly needs a vote new clause. **Reason:** The widespread and necessary adoption of meeting on-line.
7. Delete provision that a proxy need not be a member of the Society (existing clause 43.1.2) and delete clause 43.1.4 which confers speaking rights on a proxy who is not a member. **Reason:** If a proxy is to be used then it was felt appropriate that the person with whom voting rights was to be vested should be a member.
8. Make provision for or an agreed digital copy of members' and Board meetings being securely stored. (existing clauses 50-51 and 93-94 respectively). **Reason:** The widespread adoption of electronic record keeping.
9. Delete the requirement for 2 people to sign bank transactions for spending (existing clause 102) but require the agreement of a second charity trustee. **Reason:** The widespread adoption of electronic banking.
10. Amend/delete clauses which no longer apply now OHS is a SCIO - existing clauses 1, 28 and 57. In clause 1, delete the words "will, upon registration be" and substitute "is" before the words "Scottish Charitable Incorporated Organisation (SCIO)". Delete entirely clause 28 relating to first AGM after formation and clause 57 relating to initial charity trustees. **Reason:** Updating following change to a SCIO.
11. Alter singular to plural throughout e.g. his/her to they. **Reason:** Update to remove unconscious sexist bias.
12. Consequential changes from all of the above and presentational changes such as use of bold for topic headings. **Reason:** Presentation only.

Neil Kermode
Secretary