



# Edinburgh Photographic Society

# Constitution

Edinburgh Photographic Society  
68 Great King Street  
Edinburgh  
EH3 6QU

A Scottish Charitable Incorporated Organisation (SCIO), SC017042, regulated by The Scottish Charity Regulator (OSCR). Information Commissioner's Office (ICO), Data Protection Registered, reference: ZB699165

# Interpretation

In this Constitution:

- a. All references to “the Society” refer to Edinburgh Photographic Society.
- b. “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<sup>1</sup>, providing (in either case) that its objects are limited to charitable purposes.
- c. “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.
- d. “Trustee” means a “charity trustee” within the meaning of the Charities and Trustee Investment (Scotland) Act 2005.
- e. “GDPR” refers to obligations defined in the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018.
- f. All references to “GKS” refer to the Edinburgh Photographic Society premises at 68 Great King Street, Edinburgh, EH3 6QU.
- g. All references to “AGM” refer to the Annual General Meeting of the Society.
- h. All references to “SGM” refer to a Special General Meeting of the Society.
- i. All references to “the Members” refer to the members of the Society who have a current paid membership or hold Honorary memberships.
- j. The “Society year” runs from 1st September until the 31st of August each year.
- k. OSCR refers to the Office of the Scottish Charity Regulator.
- l. SCIO refers to a Scottish Charitable Incorporated Organisation
- m. “Subscriptions and fees” refer to the prevailing charges for each membership category and any additional fees members may choose to pay to utilise Society facilities such as; key-fob, lockers, darkroom or studio membership.
- n. Where there is reference to any written statement or notice being required, this can refer equally to the use of email, letter, notice boards within GKS, or other forms of communication such as messaging platforms.
- o. Where a Society meeting requires a quorum; attendance in person or by video conferencing is acceptable and all votes are valid.
- p. The references to “clear days” will be taken to mean that, in calculating the period of notice, the day after the notice is posted in GKS or sent by email to members<sup>2</sup> should be excluded and the day of the meeting itself should also be excluded.

References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005<sup>3</sup> should be taken to include:

- a. any statutory provision which adds to, modifies, or replaces that Act; and
- b. any statutory instrument issued in pursuance of that Act or in pursuance of any related statutory provision.

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<sup>1</sup> <https://www.legislation.gov.uk/ukpga/2006/50/contents>

<sup>2</sup> Notice will be in writing; by email using the details held on the Register of Members

<sup>3</sup> <https://www.legislation.gov.uk/asp/2005/10/contents>

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# 1. General

## 1.1 Type of Organisation

The organisation is a Scottish Charitable Incorporated Organisation (SCIO), with registration number SC017042.

## 1.2 Principal Office

The principal office of the organisation is 68 Great King Street, Edinburgh, EH3 6QU. Contact can be made by writing to the Secretary, or by email to: [secretary@epsoc.org.uk](mailto:secretary@epsoc.org.uk)

## 1.3 Name

The name of the organisation is "Edinburgh Photographic Society" (the "Society").

# 2. Purpose and Activities

## 2.1 Purpose

The purpose of the Society is to promote the study, awareness, appreciation and practice of the art, science, and applications of photography for the benefit of members of the Society, and the general public, in the city and surrounding areas.

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

## 2.2 Activities

To achieve the above purpose, the Society is entitled to:

- (a) To hold meetings of the Society for reading and discussing communications bearing upon photographic art and science or the applications thereof, or upon subjects relating thereto.
- (b) To hold lectures, demonstrations, talks, courses and conferences open to members of the Society and to members of the Edinburgh and wider community either in person or online
- (c) To hold and promote exhibitions of an international, national or local character of photographs and pictures produced by photography or any process akin thereto, or of photographic equipment or apparatus.
- (d) To maintain a library of books, pamphlets, journals, magazines, manuscripts and photographs relating to the art or science of photography.
- (e) To assist other bodies of an educational nature in Edinburgh and the wider community by the provision of lectures or demonstrations or by lending equipment, books, journals, magazines, manuscripts and photographs.
- (f) To provide equipment and premises for the carrying out of these activities.
- (g) To provide assistance by way of grants, equipment or otherwise for research into any aspect of the art or science of photography.
- (h) To make reasonable charges to members of the Society, members of the public, bodies of an educational nature and others in connection with carrying out the purpose of the Society.
- (i) To carry out various forms of fundraising activities; and to participate in such general activities to further and promote the interests of the Charity.

## 3. Society Governance

### 3.1 The Trustees

The Trustees are appointed by members on an ex-officio basis. It is a duty of the Trustees to ensure that the Society meets all its legal and financial obligations. In all decision making, Trustees must operate within the context of and as members of the Council. In any question of doubt the decision of the Trustees will be binding.

#### 3.1.1 Structure

There must be a minimum of five Trustees and a maximum of seven. To ensure the Society's legal and financial obligations are met, as outlined in paragraph 3.1, the roles of President, Treasurer and Senior Vice President are fixed Trustee positions. The remaining Trustee positions may be filled by any other member appointed by Society members at a General Meeting.

#### 3.1.2 Trustee Responsibilities

Charity Trustees are the people in overall control and management of a charity. They may be called directors, management committee members or committee members, but the law considers them to be 'charity trustees'.

They are responsible for the charity's governance and strategy, and for making sure that the charity is administered effectively. They must account for its activities and outcomes and are responsible for ensuring compliance to Charities and Trustee Investment (Scotland) Act 2005<sup>4 5</sup>.

#### 3.1.3 Eligibility

All Members of the Society are eligible to hold the position of Trustee subject to the following restrictions:

- a. A person will not be eligible for election or appointment as a Trustee if disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
- b. A person will not be eligible for election or appointment if they are an employee of the Society.
- c. Junior members are not eligible for election or appointment.

#### 3.1.4 Appointment

At each AGM, the members may elect any member to be an office bearer who is designated as a Trustee on an ex officio basis. The Council may at any time appoint any other member to be a Trustee and this person will also be appointed as a Council Member.

At each AGM, all 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:

- a. They advise the Council prior to the conclusion of the AGM that they do not wish to be re-appointed as a Trustee; or
- b. An election process was held at the AGM, and they were not among those elected or re-elected through that process; or
- c. A resolution for the re-election of that Trustee was put to the AGM and was not carried.

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<sup>4</sup> <https://www.legislation.gov.uk/asp/2005/10/contents>

<sup>5</sup> <https://www.oscr.org.uk/managing-a-charity/trustee-duties/#:~:text=Charity%20Trustees%20are%20the%20people,to%20be%20%27charity%20trustees%27.>

### **3.1.5 Termination of Office**

A Trustee will automatically cease to hold office if they:

- a. become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- b. cease to be a member of the Society;
- c. become an employee of the Society;
- d. give the Society written notice of resignation;
- e. are absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove them from office;
- f. become incapable for medical reasons from carrying out their duties as a Trustee but only if that has continued (or is expected to continue) for a period of more than six months;
- g. are not re-elected to an office bearer position, which includes a position as a Trustee on ex-officio basis;
- h. are removed from office by resolution of the Council on the grounds that they are considered to have committed a material breach of the code of conduct for Trustees;
- i. are removed from office by resolution of the Council on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- j. are removed from office by a resolution of members passed at a General Meeting. Such a resolution by the Council or by members will be valid only if:
  - i. The Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - ii. 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
  - iii. At least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

### **3.1.6 Register of Trustees**

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

- a. Their full name, address, telephone number and e-mail address;
- b. The date on which they were appointed as a Trustee;
- c. Details (with dates) of any office they held in the Society;
- d. The date on which they ceased to be a Trustee.

This record will be retained for at least six years from the date on which the individual ceased to be a Trustee.

The Council must ensure that the register of Trustees is updated within 28 days of any change arising from a resolution of the Council, a resolution passed by the members of the Society, or any other change notified to the Society.

The Council will also comply with any statutory requirements relating to the registration and eligibility of charity trustees, including the provision of required information to the Office of the Scottish Charity Regulator and ensuring that individuals appointed as Trustees are not disqualified from acting in that capacity.

If any person requests a copy of the register of current Trustees, the Council must ensure that a copy is supplied within 28 days, provided the request is reasonable. Where the request is made by a person who is not a Trustee of the Society, the Council may provide a copy with addresses, telephone numbers and e-mail addresses redacted, where it considers that disclosure of such information could jeopardise the safety or security of any person or their premises.

### **3.1.7 Code of Conduct**

In addition to the code of conduct described in Section 6 of this document, each of the Trustees must comply with this code of conduct, specifically - the detailed rules on conflict of interest. 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.

A Trustee must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution, which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Society. They must withdraw from the meeting while an item of that nature is being dealt with and have no access to any associated documents or decision-making material.

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

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 their 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.

### **3.1.8 General Duties and Responsibilities**

Each of the Trustees has a duty to exercise functions as a Trustee and to act in the interests of the Society and in particular:

- a. Must seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purpose;
- b. Must act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of other people;
- c. In circumstances giving rise to the possibility of a conflict of interest between the Society and any other party, they must put the interests of the Society before that of the other party and declare any possible conflict of interest, to Council;
- d. Must ensure that the Society complies with any direction, requirement, notice, or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005;
- e. Must ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018;
- f. Where any other duty prevents them from fulfilling the above duties, they must disclose the conflicting interest to the Council and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question.
- g. In addition to the duties outlined above, all the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
  - i. That any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
  - ii. That any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

## **3.2 The Council**

### **3.2.1 Structure**

The general management of the Society is vested in a Council elected from the Membership of the Society, excluding junior members. The period of office for Council members newly elected at an AGM, typically held in April each year, will commence immediately following the conclusion of the AGM. The Council may meet whenever necessary but there must be a minimum of one meeting per calendar quarter.

### **3.2.2 Council responsibilities**

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

Except where this constitution states otherwise, the Council manages the day-to-day running of the Society, its assets, its operations, and the monitoring and controlling the financial position of the Society. A meeting of the Council at which a quorum is present may exercise all powers of the Society exercisable by the Council.

The members may, by way of a resolution passed at a General Meeting and with a two-thirds majority of members present, direct the Council to take a prescribed step or direct the Council not to take a prescribed step. The Council must give effect to any such direction accordingly.

The only exception to the execution of such a resolution would be where it gives rise to a conflict of Trustee responsibilities and Trustee obligations to meet the legal requirements of the Charities and Trustee Investment (Scotland) Act 2005 and/or the Charities Act 2006.

### **3.2.3 Eligibility**

Only members, specified earlier in the structure section, are eligible to hold the position of Council member subject to the following restrictions:

- a. A person will not be eligible for election or appointment as a Council member if disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
- b. A person who has completed the maximum term of six consecutive years on Council must take a break of at least one Society year before being eligible for nomination or election again.
- c. A person will not be eligible for election or appointment if they are an employee of the Society.

### **3.2.4 Appointment**

Council members will normally be elected for an initial term of three years. At the end of this period, members may be presented for re-election for one further term of up to three years, subject to approval by the membership at the AGM.

At each AGM, Council members who have served for a continuous period of six years will retire and will not be eligible for re-election at that meeting. They will become eligible for nomination and election again after a break of at least one Society year.

Any member, as specified earlier in the structure section, can be proposed for election to the Council at the AGM. Office bearers holding the following positions within the Society are automatically deemed members of Council:

- a. Appointed Trustees
- b. Systems Manager
- c. Property Manager

In addition, up to twelve Society members can be elected to serve on Council. Council also has the authority to co-opt up to three additional members for a period not exceeding one year, and to co-opt replacement members during the Society year should vacancies arise. Co-opted members may have previously served on Council and will continue in office until the next AGM, at which point they will be eligible for election.

### **3.2.5 Termination of Office**

A Council Member will automatically cease to hold office if they:

- a. become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- b. cease to be a member of the Society;
- c. become an employee of the Society;
- d. give the Society written notice of resignation;
- e. are absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove them from office;
- f. become incapable for medical reasons from carrying out their duties as a Council member but only if that has continued (or is expected to continue) for a period of more than six months;
- g. are not re-elected to a Council position, which includes a position as a Trustee on ex-officio basis;
- h. are removed from office by resolution of the Council on the grounds that they are considered to have committed a material breach of the code of conduct for Trustees;
- i. are removed from office by resolution of the Council on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- j. have served on the Council for a period of three years and will retire and be no longer eligible for re-election as Council Members at that meeting. They will next be eligible for nomination and election as Council Member at the following AGM.
- k. are removed from office by a resolution of members passed at a General Meeting. Such a resolution by the Council or by members will be valid only if:
  - i. The Council member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - ii. The Council member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote;
  - iii. At least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

### **3.2.6 Code of Conduct**

In addition to the code of conduct described in Section 6 of this document, each Council member must comply with this code of conduct, specifically - the detailed rules on conflict of interest as per Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005.

A Council Member must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution, which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Society. They must withdraw from the meeting while an item of that nature is being dealt with and have no access to any associated documents or decision-making material.

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

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

### **3.2.7 General Duties and Responsibilities**

The general duties of the Council are performed and managed through Council meetings. The quorum for Council meetings is ten Council Members, including three Trustees, present in person or on-line via a conference call.

If at any time the number of Council Members or Trustees in office falls below the number stated as the quorum, the remaining Council Members and Trustee(s) have authority to fill the vacancies or call a General Meeting to fill the vacancies but are not able to take any other valid decisions.

The President of the Society or another Trustee will act as Chairperson of each Council meeting. If the President or appointed Chairperson is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

All decisions at Council meetings are made by majority vote. Every Council Member has one vote, which must be given personally. If there is an equal number of votes for and against any resolution, the chairperson of the meeting is entitled to a second (casting) vote. For decisions relating to the legal and financial obligations of the Society, the Council's decision will not apply if opposed by a majority of the Trustees present. When Council decision is required outside of a formal meeting, so long as Council have access to the necessary information to make an informed decision, then a vote by email is considered equally valid.

The Council may, at its discretion, allow any person who is not a Council Member to attend and speak at a Council meeting on the basis that they have no participation in decision-making.

### **3.2.8 Council Minutes**

The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees. These minutes must include the names of those present and the names of those proposing and seconding the minutes as being a true record. The name of the Chairperson of the meeting and name of the person preparing the minutes must also be included as the final approvers.

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

The Council may appoint sub-committees, whether of their own number or other members of the Society, and delegate to them such powers as they see fit. A sub-committee must include at least one Trustee, but other members of a sub-committee need not be Trustees or Council Members.

The Council may also delegate to the Chairperson 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 Council must set out appropriate conditions (which must include an obligation to report regularly to the Council). Any delegation of powers may be revoked or altered by the Council at any time.

The Council may set the rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee. The Council may also pass byelaws and rules affecting the work of such sub-committees and alter and amend the same from time to time.

### **3.3 Society Funds and Assets**

#### **3.3.1 Funds and Signatories**

The Society's funds must be held in appropriate accounts of financial institutions in the U.K., which have been granted the relevant licence by the Bank of England. The Council must approve all changes to the Societies accounts.

The Council also has power to invest any surplus funds of the Society 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 Council consider appropriate and prudent to cover future liabilities and accrued charges.

The Treasurer has Council authority to authorise expenditure up to £500, with any sum above £500 requiring pre-approval by Council. 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. Four Trustees act as the overall signatories to Society funds.

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

The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements. The Council must prepare annual accounts, complying with all relevant statutory requirements.

An independent examination of the accounts will take place prior to the submission of Annual Accounts to the OSCR. If an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council must ensure that an audit of the accounts is carried out by an independent qualified auditor.

#### **3.3.3 Purchase and Disposal of Assets**

The Society may purchase or dispose of property or equipment for the furtherance of its purpose. The whole property and assets of the Society are vested in the Trustees, with four Trustees being a quorum.

On resolution of the Council, 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 Society 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 of the Society.

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 the President, Secretary and three members (other than office bearers) present at the meeting at which such resolution is passed.

#### **3.3.4 Financial Liability of Trustees, Council Members and Members**

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

The 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.

## **3.4 Duties of Office bearers**

The Society has eight office bearer roles, each role is detailed below with a summary of its key duties. These summaries are not exhaustive, as each role may require flexibility and adaptability to meet the needs of the Society.

### **3.4.1 President**

All meetings of the Council and General Meetings will be chaired by the President. If unable to do so, then one of the Vice-Presidents or another Trustee present can deputise. The chairperson will have a casting vote in addition to their deliberative vote.

The President will represent the Society at all external meetings and events or appoint a suitable stand-in where appropriate. It is a responsibility of the Senior and Junior Vice-presidents to provide this support as required.

### **3.4.2 Secretary**

The Secretary will conduct the general secretarial business of the Society with such assistance as the Council may from time to time provide.

### **3.4.3 Treasurer**

The Treasurer, with such assistance as Council may from time to time arrange, will collect all moneys due to the Society, and, with the sanction of the Council, will pay all moneys due by the Society. The Society's funds will be lodged in a bank or other savings institution in the name of the Society.

At each meeting of the Council, the Treasurer will present an up-to-date statement of the Society's financial position.

At the close of each financial year, the Treasurer will prepare the annual accounts of the Society for presentation at the AGM, after completion and examination by the Independent Examiner of the Society.

The Treasurer will complete and submit the Annual Return to OSCR, HMRC for the purposes of Gift Aid Relief and/or such other body as is required by government legislation.

### **3.4.4 Curator**

The Curator will exercise control over all possessions of historical interest in the Society's keeping.

### **3.4.5 International Exhibition Secretary**

The International Exhibition Secretary will take charge of the business of their respective sub committees, arrange for itemised accounts to be kept and approved, along with receipts, and ensure all proceeds are paid into the Society's main account in a timely manner.

### **3.4.6 Property Manager**

The Property Manager will be responsible for the regular maintenance of the building, reporting to Council where issues arise, or support or when decisions may be needed. Occasionally - larger projects may be raised where additional support via a sub-committee, which will be formed, to assist the Property Manager.

### **3.4.7 System Manager**

The System Manager will be responsible for the management and updating of the Society's Website, and all related IT systems. Reporting to Council as needed for issues, support, or decisions.

### **3.4.8 Membership Secretary**

The Membership Secretary will undertake the following key tasks and provide regular updates to Council:

- Respond to membership queries from potential new members
- Process new member applications
- Maintain the member database and E-Mail system
- Issue renewal invitations/reminders for the new season
- Prepare and present membership status summary to Council and General Meetings

### **3.4.9 Role Sharing**

To support flexibility and teamwork in our volunteer-led organisation, responsibilities within an office bearer role can be shared among multiple people. However, one individual must be formally designated as the office bearer for each role, maintaining overall accountability and acting in the named position. This ensures clarity in decision-making while allowing others to contribute and support the role as needed.

## **3.5 Amalgamation and Affiliation**

The Society may amalgamate or affiliate with any other Society or Society's by resolution in a General Meeting if consistent with the Societies aims and objectives and any legal obligations Trustees may have towards the OSCR in our capacity as an SCIO.

## **3.6 Liability of the Society**

The Society has no liability for injury to individuals caused by their own negligence while on the premises. The Society 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 Society.

## **3.7 Approved Groups of Members**

Approved groups of members may address particular specialist interests within the Society or may undertake specific activities on behalf of members. Any group of members of the Society, which has made provisions that, in the opinion of the Council, are satisfactory for the election or appointment of a secretary of the group, may be approved by resolution of the Council, and thereupon will be an approved group of members of the Society.

An approved group of members will cease to be such if the approval is at any time withdrawn by resolution of the Council.

### **3.8 Alterations to the Constitution**

This Constitution will not be altered except at a General Meeting of the Society. Any alterations proposed to the Constitution, and any motion proposing an alteration of the existing status of the Society, 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, additionally alterations can be made available to Members by email using the email address held on record<sup>7</sup>. All alterations must be approved by a majority of two-thirds of voting Members present at the General Meeting. The Chairperson or any two or more members present may require any vote at the meeting to be taken by secret ballot.

The Society 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 OSCR.

### **3.9 Winding-up**

If the Society is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the Charities and Trustee Investment (Scotland) Act 2005 and any other applicable legislation.

On winding-up or dissolution, no part of the income or property of the Society may be paid or transferred (directly or indirectly) to Members of the Society, except where such payment is made in good faith in furtherance of the Society's charitable purposes prior to dissolution and in accordance with this Constitution.

Any surplus assets remaining after the satisfaction of all debts and liabilities must be transferred to one or more charities having purposes which are the same as, or which closely resemble, the purposes of the Society. The recipient organisation or organisations must be charities registered in Scotland (or otherwise recognised as charities under the 2005 Act).

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<sup>7</sup> Using the details held on the Register of Members.

## 4.0 Membership

### 4.1 Classes of Membership

The Society is composed of the following classes of membership:

1. Honorary member
2. Life member
3. Ordinary member
4. Country member
5. Student member
6. Age 18-25 member
7. Junior members

#### 4.1.1 Membership Eligibility

Membership of the Society is open to anyone subject to the specific requirements for the different classes of membership described below. In order to safeguard the effective governance and financial sustainability of the Society, Council may, if it considers it necessary, set a cap on the number or proportion of Members within a particular membership category who may exercise voting rights at General Meetings. Any such cap shall:

- a) apply only to Members admitted after the date of Council's decision; and
- b) not remove or reduce voting rights already granted to existing Members.

#### 4.1.2 Honorary Membership

The Society in a General Meeting may appoint Honorary Presidents, Honorary Vice-Presidents and Honorary Members of the Society. They are entitled free of charge to all privileges of membership including studio and darkroom facilities; except for free use of lockers.

#### 4.1.3 Life Members

Any Member, on payment of the prevailing Life Membership subscription and subject to approval by the Council, may become a Life Member of the Society. Those who were approved before 1st September 2022 are entitled to all the privileges of membership covered by normal subscriptions and fees payable to the Society; except for the free use of lockers.

From 1st September 2022 onwards, those approved are entitled to all privileges of membership; except for free use of lockers, studios and darkrooms.

Supplementary membership of the Life member's Spouse or Civil Partner is available on payment of the prevailing subscription and fees.

#### 4.1.4 Ordinary Members

Ordinary Members are entitled to all privileges of membership on payment of prevailing subscriptions and fees for that Society year. Supplementary membership of the Ordinary Member's Spouse or Civil Partner is available on payment of the prevailing subscription and fees.

#### 4.1.5 Country Members

Country Members are those residing outside a twenty-five mile radius of GKS. They are eligible to pay a reduced membership fee if they wish, and are entitled to all privileges of membership, on payment of the prevailing subscriptions and fees.

#### **4.1.6 Student Members**

To be eligible, Student members must be undertaking a full-time course at a University, College of Further Education, or similar educational establishment at the time of joining or renewing their membership. This will be evidenced by producing a matriculation card or other acceptable documentation as verification of their eligibility to this category of membership.

They are entitled to all privileges of membership on payment of the prevailing subscriptions and fees.

When their eligibility to student membership ceases, at the next renewal date and thereafter, they may be admitted by Council to an alternative membership category of the Society without further application by them, and subject to the payment of prevailing membership subscription and fees.

#### **4.1.7 Age 18-25 Members**

To be eligible for this category, members must be aged at least 18 and not reached the age of 25 at the date of joining or renewing their membership. Documentary evidence of age such as a copy of a driving licence, birth certificate or other government issued document must be provided at the point of membership application.

They are entitled to all privileges of membership on payment of the prevailing subscriptions and fees.

When a member reaches the age of 25, at the next renewal date and thereafter, they may be admitted by Council to an alternative membership category of the Society without further application by them, and subject to the payment of prevailing membership subscription and fees.

#### **4.1.8 Junior Members**

Child protection is a critical consideration when allowing Junior members of the Society. Therefore, the Parent or Guardian of a Junior Member must also be a paying member of the Society. The Parent or Guardian is always fully accountable and responsible for the Junior member, they must be present and escort the Junior member when on GKS premises or whilst taking part in any Society activities.

Junior members must be over the age of 15 and under the age of 18 at the time of joining or renewing Junior membership, at the prevailing subscription and fees for that Society year. They are additionally entitled to utilise the subscriptions paid for by their Parent or Guardians membership. Conditional upon the Parent or Guardians responsibilities outlined in the above paragraph.

Additionally, and for completeness, due to the constraints of Junior membership detailed here, they cannot hold a key-fob to GKS premises nor vote in Society General Meetings.

## **4.2 Application for Membership**

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

If asked to consider an application, the Council must notify the applicant promptly of its decision (in writing or by e-mail) on whether to admit them to membership. If membership is refused, Council will ensure that any monies already paid are reimbursed.

### **4.3 Membership Subscriptions and fees**

The Society determines rates for all membership subscriptions and fees for the forthcoming Society year at each AGM. Subscriptions and fees are payable on joining, and thereafter at the commencement of each Society year.

New members joining as an Ordinary, Spouse or Country membership category after 1st January pay one half of the membership subscription for the current Society Year. All other subscriptions and fees remain at the full prevailing rate.

### **4.4 Resignation from Membership**

#### **4.4.1 Members resignation**

Members may resign at any time by providing notice in writing to the Secretary at GKS or by email to either [secretary@epsoc.org.uk](mailto:secretary@epsoc.org.uk) or [membership@epsoc.org.uk](mailto:membership@epsoc.org.uk).

Their membership will cease upon receipt of their request at which time they will no longer be entitled to any subscription benefits or facilities offered by the Society. Key-fobs, if held, should be returned to GKS and any deposit paid, will be refunded. A locker, if held, should be emptied and the padlock removed/returned if loaned by the Society. A member resignation does not entitle them to a refund of subscription fees. A member may not transfer membership of the Society to another person.

#### **4.4.2 The Councils authority to resign Membership**

Subscription renewals are due on 1<sup>st</sup> September each year. In the event of a member's subscription remaining unpaid by 15<sup>th</sup> October, the Council, may at its discretion remove from the membership roll the name of that member and withdraw all associated membership privileges.

### **4.5 Condition of Memberships**

To protect the Society's charitable status and ensure fairness to all members, GKS facilities and equipment must not be used to operate or support a commercial photography business or to undertake work that has been commissioned by a client for payment.

The studios and darkrooms are provided to support members' personal artistic development and non-commercial creative practice. They must not be used as production facilities for client-based assignments, commercial product photography, or other commissioned work carried out in return for a fee.

This restriction does not prevent members from:

- Selling or licensing photographs that form part of their personal artistic portfolio, including work created in the GKS studios or darkroom, provided the work was not produced under a paid commission
- Exhibiting and offering work for sale, whether created on or off Society premises
- Receiving payment, honoraria, or subscription reductions for delivering talks, workshops, judging, or other services to the Society

The essential distinction is that the Society's facilities may support personal creative practice, but must not be used as a base for client-commissioned or business activity.

Members who use GKS facilities in breach of this condition may have their booking rights or access to facilities withdrawn.

## **4.6 Register of Members**

The Council must keep a register of members. Membership data will be retained for one year following Membership lapsing. Where a member has made Gift Aid donations, records will be retained for at least six years, as required by HMRC. The Council will ensure that the register of members is updated within one month of any change.

## **4.7 Access for Non-Members**

### **4.7.1 Non-members may only access the Society's premises:**

- For approved public events (e.g., meetings, lectures, or exhibitions), as permitted by the Council.
- If always introduced and accompanied by a member.

### **4.7.2 Restricted Areas**

Non-members are not allowed in:

- The **Darkrooms** or **Studios**, unless they are a model and accompanied by a studio member or have permission from Council.
- Any other areas the Council declares inaccessible to non-members.

### **4.7.3 Former Members and Suspended Members**

No member may bring as a guest:

- A former member expelled from the Society.
- A member currently under suspension.

Exceptions may only be granted by the Council.

### **4.7.4 Use of Facilities**

Non-members are not permitted to use the Darkroom or Studio facilities without special permission from the Council.

### **4.7.5 Security and Conduct**

If a Council Member believes a non-member's presence is harmful to the premises, property, or the Society's activities, they may ask the non-member to leave immediately without providing a reason. This includes in-person events as well as those held on-line. The Council Member must report this action and the reasons for it to the Council as soon as possible.

## **5.0 General Meetings of Society Members**

### **5.1 Execution of Society business**

The Council operates on behalf of Members through the vehicle of General Meetings. These General meetings form the heart of Council and Member engagement, and ensures all Members have a say in the running of the Society.

Council must arrange an AGM for Members and may also call a SGM of members at any time. Together, AGMs and SGMs are referred to as General Meetings in this document.

### **5.2 Power to Request the Council to arrange an SGM**

The Council must arrange a SGM if requested to do so by one or more notices, signed by 12 or more members of the Society, and lodged with the Secretary, providing:

- Each notice states the purposes for which the meeting is to be held; and
- Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

If the Council receives such a notice, the date for the meeting, which is arranged in accordance with the notice, must not be sooner than 14 clear days and not later than 28 clear days from the date on which the Council received the notice.

### **5.3 Notice of General Meetings**

The notice calling a General Meeting will specify what business is to be dealt with at the meeting.

- In the case of a resolution to alter the constitution, the notice must set out the exact terms of the proposed alteration(s);
- or in the case of any other resolution requiring a two-thirds majority, it must set out the exact terms of the resolution.

Notice of any General Meeting must be given to all members of the Society and all Trustees<sup>8</sup>; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting. However, an omission to notify any Trustees will invalidate the proceedings of the meeting.

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<sup>8</sup> Notice will be in writing; by letter or email using the details held on the Register of Members.

## **5.4 Annual General Meeting**

The Council must arrange an AGM in each calendar year following the year of formation. Where possible, the AGM will be held on such date in April (or thereabouts) as the Council may direct and this date will be published in the syllabus. The gap between one AGM and the next must be no longer than 15 months.

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

The business of each AGM will include:

- A report by the Chairperson on the activities of the Society.
- A presentation of the annual accounts of the Society for the previous Society year.
- The election/re-election of Trustees, other Council Members, and other office bearers.
- Appointment of an Independent Examiner of Accounts.

### **5.4.2 Election of Trustees and Members of Council**

Candidates for positions as Office Bearers and Council Members must be proposed and seconded in writing to the Secretary not less than two weeks before the AGM. 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.

### **5.4.3 Appointment of an Independent Examiner of Accounts**

An Independent Examiner of Accounts for the ensuing Society year will be appointed at the AGM. This Independent Examiner will be appointed in accordance with the requirements of The Charities Accounts (Scotland) Regulations 2006<sup>9</sup>. The Independent Examiner's report on the accounts for the preceding Society year will be presented at the meeting. Any vacancy occurring in the office of Independent Examiner during the Society year will be filled by an appointment made by the Council.

## **5.5 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 30 voting members, present either in person at the specified venue or, where the meeting is held electronically, present online and identifiable as a voting member.

The Council will determine, in advance of each General Meeting, whether the meeting is to be held:

- in person at a specified venue; or
- wholly by electronic means.

A General Meeting will be held in one format only and will not be conducted on a hybrid basis (with simultaneous in-person and electronic participation). The format of the meeting will be clearly stated in the notice convening the meeting.

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.

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<sup>9</sup> <https://www.legislation.gov.uk/ssi/2006/218/regulation/11/made>

The President of the Society will act as chairperson of each General Meeting or appoint another Trustee present as an alternative chairperson. If the President or appointed chairperson of the meeting is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

## **5.6 Voting at General Meetings**

Every member who is entitled to vote under their membership classification has one vote, which must be given in person where the meeting is held in person, or by electronic means where the meeting is held wholly online.

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 present and voting on the resolution:

- A resolution amending the constitution;
- A resolution expelling a person from membership;
- A resolution directing the Council to take any particular step (or directing the Council not to take any particular step);
- A resolution approving the amalgamation of the Society 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 Society'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.

## **5.7 Voting Procedure**

A resolution put to the vote at a General Meeting held in person will be decided on a show of hands unless the chairperson (or at least two other members present at the meeting) request a secret ballot.

Where a General Meeting is held wholly by electronic means, voting will take place by such electronic method as the chairperson determines, acting reasonably, and which allows votes to be clearly identified and counted.

The chairperson will decide how any secret ballot is to be conducted and will declare the result of the vote at the meeting.

## **5.8 Chairpersons Casting Vote**

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

## **5.9 Minutes of General Meetings**

The Council 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 Chairperson of the meeting and the person preparing the minutes. The Council will make copies of the minutes available to any member requesting them.

## **6.0 Code of Conduct for All Members of the Society**

### **6.1 Objective**

The Society is committed to providing a safe, inclusive, and respectful environment for all members and others participating in events organised by the Society. We expect all individuals to treat each other with kindness, respect, and dignity, regardless of differences in opinions, backgrounds, or identities.

Harassment, discrimination, bullying, or any form of disrespectful behaviour will not be tolerated, a behaviour policy is available.

### **6.2 Temporary Expulsion**

Any Council Member who is of the opinion that the continued presence of a member of the Society whilst in GKS or who is joining via an on-line meeting, is likely to be materially detrimental to the Society or other members, may ask that member to leave the premises or remove themselves from the meeting forthwith.

The member subject to such a temporary expulsion must comply and must surrender any key-fob which allows access to GKS premises. Such member will be entitled to the return of the key-fob unless its withdrawal is ratified by at least two office bearers of the Society within seventy-two hours of its surrender.

If the withdrawal is ratified, the member will be suspended from the rights and privileges of membership until the next Council meeting when the suspension will be lifted unless the Council then determines to initiate permanent expulsion proceedings against the member or to agree to, and applies, a lesser sanction as deemed appropriate at that time.

### **6.3 Permanent Expulsion**

The Council has power to expel any member who persistently or seriously offends against the rules of the Society or whose conduct, in the opinion of the Council, renders such member unfit for membership of the Society.

#### **6.3.1 Expulsion process**

Before any member is expelled, the Secretary will give to the member a minimum of seven days' <sup>10</sup>notice to attend a meeting of the Council and will inform the member of the complaint(s) made against them. No member will be expelled unless they have first had an opportunity of appearing before the Council to answer the complaints made against them.

At least two thirds of the Council present<sup>11</sup> must vote in favour of any decision to permanently remove membership of the Society or to agree to, and apply, a lesser sanction as deemed appropriate at that time.

Member expulsion does not entitle to a refund of subscription fees already paid. If expelled, Key-fobs, if held, should be returned to GKS and any deposit paid, will be refunded. A locker, if held, should be emptied and the padlock removed/returned if loaned by the Society.

Otherwise, the Member will have the privileges of Society Membership restored.

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<sup>10</sup> Notice will be in writing; by letter or email using the details held on the Register of Members.

<sup>11</sup> Subject to the quorum requirements of Council being achieved.

### **6.3.2 Member Expulsion recourse**

Any member aggrieved by the decision of the Council to expel may, within 14 days of the decision, give notice in writing to the Secretary at GKS or by email to [secretary@epsoc.org.uk](mailto:secretary@epsoc.org.uk), requesting the issue be referred to a SGM of the Society.

On receipt of such notice, a SGM will be convened as soon as practicable. If the Council receives such a notice, the date for the meeting, which is arranged in accordance with the notice, must not be sooner than 14 clear days and not later than 28 clear days from the date on which the Council received the notice.

The decision to expel the member will have no effect unless confirmed by a majority of those attending and voting at the SGM. However, Council retains the authority to suspend the member from the rights and privileges of membership until the SGM is held and a vote concluded.

At least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion. The member concerned will be entitled to speak on the resolution at the SGM at which the resolution is proposed.

Following the outcome of a vote at SGM, either the Member will have the privileges of Society Membership restored or they will be expelled.

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08 April 2026  
Stuart Gilliland  
Secretary