

**CONSTITUTION AND RULES**  
**OF**  
**THE GALLOWAY ASSOCIATION OF GLASGOW**

Charity Registration Number SC006642

[www.gallowayassoc.org.uk](http://www.gallowayassoc.org.uk)

**PREAMBLE**

Animated by a desire to form an Association of persons resident in and around Glasgow and having connections in the Galloway region of Scotland, a number of such persons resolved upon 22 August 1791 to unite themselves under the Title of The Glasgow Galloway Brotherly Society. For the direction and management of its funds the members agreed to certain Articles which were then adopted for the government of the Society. For a very long period the Society enjoyed the benefits and was subject to the obligations of registration under the Friendly Societies Acts. In 1939 the members, being convinced of the need for adapting the Society to changing social conditions resolved to discontinue the registration and to re-constitute the Society as a voluntary unincorporated Association under the name of The Galloway Association of Glasgow (hereinafter referred to as “the Association”).

It being felt by the current Council and Membership of the Association that the Constitution and Rules adopted on 29 January 1940 be reviewed in the light of further changes in social conditions and after due consideration and discussion the following are the Constitution and Rules of the Association as adopted at a general meeting of the members of the Association held on 29 January 1940 and amended at a General Meeting held on 1 November 1997 and further amended by postal vote of all members on 8 January 2007 on advice from the Office of the Scottish Charity Regulator.

**NAME**

I The Association is called The Galloway Association of Glasgow.

## **OBJECTS**

II The objects of the Association are:-

1. to apply, as the Council may from time to time determine, the funds as set out in the Benevolent Fund Account as at 31 December 1995, and such additions as may be made thereto, (a) in affording relief to members of the Association and their dependents who by reason of old age, infirmity, illness or distress of circumstances are in need of assistance; and (b) in aiding charitable or benevolent or educational purposes associated with Galloway.
2. to maintain and extend a love for and an interest in Galloway

and these objects shall be attained by such means as the Council may deem to be in the best interests of the Association.

## **MEMBERSHIP**

III

1. The Association shall consist of ordinary and associate members over the age of 18.
2. Every person admitted an ordinary member must at the date of his or her admission have been born in Galloway or have resided there for a continuous period of at least seven years, or his or her father or mother or his wife or her husband, if alive, must be a member of the Association, or, if dead must have been a member of the Association at the date of death, or his wife or her husband or his or her father or mother or grandfather or grandmother must have been born in Galloway.
3. Any person, although not qualified to become an ordinary member in terms of the preceding Article, may be admitted an Associate Member of the Association by making payment of an entry fee of such sum as is agreed in General Meeting annually. Such member shall be entitled to attend, take part in and vote at all meetings of the Association.
4. Every person applying to be admitted an ordinary or associate member must sign the form of application provided by the Association; the applicant must be proposed by one member and seconded by another and the application must be submitted to a Council meeting of the Association for disposal. The applicant, having been duly admitted and having paid the necessary entry fee and subscription shall be enrolled as an ordinary or associate member of the Association and shall receive a copy of the Constitution and Rules free of charge.

## **ENTRY FEES AND SUBSCRIPTIONS**

### **IV**

The entry fees and annual subscriptions for ordinary and associate members shall be such as are agreed by the members in General Meeting annually.

## **RESIGNATIONS**

### **V**

Any member desirous of withdrawing from the Association shall give notice of his or her intention to the Secretary 14 days at least before the end of the financial year, otherwise such member shall be liable for the ensuing year's subscription.

## **SUSPENSIONS AND EXPULSIONS**

### **VI**

The Council may, upon any ground which to them shall appear sufficient and without having to assign any reason, suspend any member whose conduct is considered prejudicial to the interests or welfare of the Association. When a member is suspended he or she shall receive notice from the Secretary, and such member shall have the right to attend a meeting of the Council and explain his or her conduct, but in case no appearance is made or any explanation given is not considered satisfactory, the Council shall have the power to expel the member, provided such expulsion is agreed to by a majority of two-thirds of the members present at the meeting. Any member expelled in terms of this Article who may be aggrieved by the decision of the Council may, within fourteen days thereafter intimate in writing, addressed to the Secretary that he or she desires to appeal to the members in general meeting. The decision of such general meeting shall be taken as soon as possible, and if a majority of two-thirds of the members present and entitled to vote resolve that the member concerned has merited expulsion, such member shall thereupon cease to be a member of the Association. A member expelled from the Association, whether by the Council or by the members in general meeting, shall forfeit all the rights and privileges of membership. The voting referred to in this Article shall be by ballot.

## **OFFICE BEARERS**

### **VII**

The affairs of the Association shall be managed by a President, the immediate past President, a Vice President, a Secretary, a Treasurer and three Directors, the whole to form a Council of Management (in these Articles referred to as "the Council"). The offices of Secretary and Treasurer may be held by one person. The President, Vice President, Secretary and Treasurer shall be elected annually at the Annual General Meeting, the immediate past President shall automatically become a member of Council for the ensuing year.

The Director at the top of the list shall retire from office each year and one new Director elected who shall be enrolled at the bottom of the list in order of his or her election. The retiring Director may be eligible for re-election. Any casual vacancy occurring in the Council shall be filled by the remaining members of the Council and the person so chosen shall hold office for such time only as the member in whose place he or she is appointed would have held office. The Council shall have power to make bye-laws for regulating procedure, and to alter and repeal any such bye-laws, but no bye-law shall be made which is inconsistent with any of these Articles. The Council may, from time to time, appoint Committees of their number for any special purposes, and may co-opt any members to act on such Committees. At all meetings of the Council three members shall be a quorum.

The Secretary and/or Treasurer may receive an honorarium to be agreed annually at the Annual General Meeting.

The Council shall be entitled to appoint an Honorary President or Honorary Presidents for such period of time the Council think fit.

Such President or Presidents shall not be members of the Council and shall not be entitled to vote at general meetings of the Association except as Members.

## **GENERAL MEETINGS**

### **VIII**

Ordinary General Meetings of the Association, in order to promote social intercourse among the members, shall take place in November and February or when and as often as the Council may think fit. The Annual General Meeting shall be held in March when the Accounts of the Association to the 31st December previous (which date shall be the end of the financial year) shall be presented for approval by the members by the Treasurer duly audited by an auditor appointed annually for that purpose, together with a report of the year's proceedings prepared by the Council and presented by the Secretary. The Office Bearers and Directors and the Auditor will be elected at this meeting for the ensuing year. The honorarium of the Secretary and/or Treasurer will be fixed at this meeting. Any other competent business shall also be transacted. A special General Meeting shall be held whenever the Council think expedient or whenever ten members so request in writing delivered to the Secretary. The notice calling a General Meeting, whether ordinary, annual or special shall state the purpose of the meeting. At all meetings ten members shall be a quorum.

## **CHAIRMAN**

### **IX**

The President or, in his absence, the Vice President or in the absence of both, any other member of Council chosen for the purpose shall take the chair at all meetings of the Association.

## **VOTING**

### **X**

Subject to the provisions as to voting in Article VI, every question submitted to a meeting shall, unless unanimously decided, be decided in the first instance by a show of hands, unless a poll is demanded by five members present and entitled to vote, in which case a poll shall be taken in such manner and at such time as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In the case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a second or casting vote.

## **ASSOCIATION'S PROPERTY; TRUSTEES; INVESTMENTS**

### **XI**

The securities, funds and property of the Association shall be and are hereby vested in the President, Vice President, Secretary and Treasurer for the time being and their successors in office, as Trustees of the Association, and the same, together with all after-acquired securities, funds and property and all entry fees, subscriptions, contributions and other monies received shall be held in Trust for the purposes of the Association and applied towards carrying out its objects. The Trustees shall have power, subject to the directions of the Council or of a majority of the members present and entitled to vote in General Meeting, to invest any funds not immediately required in such manner as they may think proper, either in their own names as Trustees of the Association or in name of a nominee company or otherwise as they may decide, even if such investments may not be authorised by law for Trust monies.

## **DISSOLUTION**

### **XII**

The Association may at any time be dissolved by the previous consent in writing of three-fourths of the members, provided that 60 days previous Notice in writing of the intention to propose a dissolution supported by, at least, twenty members who have been in membership for not less than the five immediately preceding years, shall be given before the Annual General Meeting or a Special General Meeting convened for the purpose.

In the event of a dissolution being resolved upon, the assets of the Association remaining after all its debts and obligations have been settled or provided for shall be disposed of as a majority of two-thirds of the members present and entitled to vote may decide or should such a majority not be obtained, as may be determined, in the absence of agreement upon a referee, by the Dean of the Royal Faculty of Procurators in Glasgow for the time being, whom failing, the Sheriff Principal of Glasgow and Strathkelvin for the time being, whom failing, a person to be nominated by the said Sheriff on the application of the Council, and that the determination of such referee shall be final and binding on all members of the Association. Funds held in accordance with Clause II (1) hereof shall be disposed of as aforesaid only to

- (a) another body recognised by the Inland Revenue as being charitable established for similar charitable purposes or
- (b) a non-recognised body which would hold the devolved assets on trust irrevocably for charitable purposes only.

## **CHANGES IN CONSTITUTION AND RULES**

### **XIII**

No repeal or alteration of or addition to any of these Articles shall be made unless with the consent of a majority of two-thirds of the members present and entitled to vote and notice of the proposed change has been communicated to the Secretary, and such notice has thereafter been given by him in writing to the members at least 30 days before the Annual General Meeting or a Special General Meeting convened for the purpose, provided always that where any proposed repeal, alteration or addition would, if carried, have the effect of altering the objects of the Association or any of them, the change sought to be made shall in addition, receive the approval of the Dean of the Royal Faculty of Procurators in Glasgow for the time being, whom failing, the Sheriff Principal of Glasgow and Strathkelvin for the time being, whom failing, a person to be nominated by the said Sheriff on the application of the Council.

## **PROCEEDINGS**

### **XIV**

Save as is hereinbefore otherwise provided, the Association may sue and be sued in the names of the President, immediate past President, Vice President, Secretary and Treasurer for the time being.

*As adopted at a General Meeting held on 29 January 1940 and amended at a General Meeting held on 1 November 1997 and amended on 8 January 2007 following a postal vote*