

# **Deaf History Scotland**

## **Constitution (Revised 2009)**

### **C1. TITLE**

The name of the organisation shall be the Deaf History Scotland (hereinafter referred to as “DHS”).

### **C2. AREA**

Scotland

### **C3. OBJECTS AND POWERS**

- (i) To promote and advance the interest in discovery, research and preservation of the Scottish histories of Deaf\* people, their communities, culture and language.
- (ii) To secure responsibility for the education, training, employment and general welfare of Deaf people in connection with their historical works by liaison, co-operation and consultation with the appropriate bodies and authorities charged with the administration of the various services of education, training, employment and general welfare of Deaf people.

In FURTHERANCE OF THE SAID OBJECTS but not otherwise the DHS may:

- a) Encourage and establish studies and research on all subjects concerning the Scottish history of Deaf people, and deafness, and to make results and conclusions of such works be available to members of the general public and the authorities alike.
- b) Promote awareness of Scottish Deaf History among Deaf people and among members of the general public.
- c) Encourage the growth of a body of work on Scottish Deaf culture and history.
- d) Raise funds to finance publication of researches and workshops.
- e) Employ and pay any person or persons to supervise, organise and carry on the work of the DHS.
- f) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and interested individuals.
- g) Take out membership of such organisations as are considered to be in the interests of and compatible with objects of DHS.

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\* throughout this document, the term ‘Deaf’ comprises all those, adults and children, with the full range of hearing loss and includes those who are Deaf, Deafened, Hard of Hearing and Deafblind.

## **Deaf History Scotland**

### **Constitution (Revised 2009)**

- h) Arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- i) Collect and disseminate information on all matters affecting the said objects and exchange of such information with other bodies having similar objects, whether in Scotland or elsewhere.
- j) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or videos or recorded tapes as shall further the said objects.
- k) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any building and erection necessary for the work of the DHS.
- l) Make regulations for any property which may be so acquired.
- m) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of DHS.
- n) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- o) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise, provided that the DHS shall not undertake permanent trading activities in raising funds for the said objects.
- p) Effect insurance of all kinds (which may include officers' liability insurance)
- q) Invest the monies of the DHS not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions, if any, as may for the time being be imposed or required by law.
- r) Establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the DHS' objects.
- s) Accept grants, donations and legacies of all kinds (and accept any reasonable conditions attaching to them).
- t) Do all such other lawful things as are necessary for the attainment of the said objects.

# Deaf History Scotland

## Constitution (Revised 2009)

### C4. MEMBERSHIP OF DEAF HISTORY SCOTLAND

- (i) **Full membership of the of DHS** shall be open to Individuals of 18 years and over, and who are interested in furthering and participating in the work of DHS and who have paid the membership fees as laid down from time to time by the Executive Committee hereinafter mentioned.

Full members have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect eligible people (in accordance with Clause 6iii hereof) to serve on the Executive Committee and take decisions in relation to changes to the constitution itself.

An employee of the DHS shall not be eligible for the membership; a person who becomes an employee of the DHS after admission to membership shall automatically cease to be a member.

- (ii) **Young Person membership of DHS** shall be open to those aged 25 years or under who are interested in furthering the work of DHS and who have paid the membership fees as laid down from time to time by the Executive Committee hereinafter mentioned. Young Person members shall not be entitled to vote or to be elected to the Executive Committee.
- (iii) **Honorary members of DHS** may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote or to be elected to the Executive Committee.
- (iv) **Application for membership**
- a) Any person who wishes to become a member must sign, and lodge with the DHS, a written application for membership.
  - b) The Executive Committee may, at its discretion, refuse to admit any person to membership.
  - c) The Executive Committee shall consider each application for membership at its first Executive Committee meeting which is held after receipt of the application; the Executive Committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.
  - d) Members shall be required to pay an annual membership subscription; unless and until otherwise determined by the Executive Committee.
  - e) The annual membership subscriptions shall be payable on or before 1<sup>st</sup> April in each year.

# Deaf History Scotland

## Constitution (Revised 2009)

- f) The members may vary the amount of the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an annual general meeting.
- g) If the membership subscription payable by any member remains outstanding more than 12 weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the Executive Committee may, by resolution to that effect, expel him/her from membership.
- h) A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

**(v) Register of members**

The Executive Committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

**(vi) Withdrawal from membership**

Any person who wishes to withdraw from membership shall sign, and lodge with the DHS, a written notice to that effect; on receipt of the notice by the DHS, s/he shall cease to be a member.

**(vii) Expulsion from membership**

Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

**C5. MEETINGS OF DEAF HISTORY SCOTLAND**

- (i) Deaf History Scotland shall meet not less than 3 times a year to include the Annual General Meeting (hereinafter referred to as "AGM").
- (ii) The AGM should be held once a year at such time (being not more than 15 months after the holding of the preceding AGM) and at such place as the Executive Committee shall determine. At least 21 clear days notice of the meeting shall be given in writing to each member of DHS. At such AGM the business shall include the consideration of the Annual Report of the work done by or under the auspices of the DHS, the approval of the Annual Accounts, the election of the Executive Committee, the appointment of an independent Registered Auditor, any

# **Deaf History Scotland**

## **Constitution (Revised 2009)**

motions submitted by the Executive Committee or members of DHS and the transaction of such other matters as may from time to time be necessary.

Election to the Executive Committee shall be by ballot if nominations, made in writing at least 35 days before the AGM, exceeds vacancies.

- (iii) The Chairperson of DHS may at any time, at his/her discretion, call an Extraordinary General Meeting (hereinafter referred to as "EGM") of the Council. The Chairperson must call an EGM within 28 days of receiving a written request to do so signed by not less than 10 members of DHS or by the Executive Committee and giving reasons for the request.

### **C6. THE EXECUTIVE COMMITTEE**

- (i) Subject as hereinafter mentioned, the policy and general management of the affairs of the DHS shall be directed by an Executive Committee which shall meet not less than 3 times a year and, when complete, shall consist of not less than 7 or more than 11 members.
- (ii) The members of the Executive Committee shall be elected at the Annual General Meeting of the DHS in accordance with Clause 5 hereof.
- (iii) Only full members of DHS who are currently residing in Scotland shall be eligible for election to the Executive Committee in accordance with Scottish Charities Law.
- (iv) Election to the Executive Committee shall be for 3 years. One-third of the membership shall retire annually but shall be eligible for re-election; the members so to retire being those who have been longest in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen firstly by the number of votes obtained at the last election and secondly, if necessary, by lot.
- (v) Any casual vacancy in the Executive Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the DHS and shall be eligible for election at the Meeting, provided they are eligible for election.
- (vi) The Executive Committee may, at its discretion, co-opt up to 5 further persons to attend and speak at any meeting of the Executive Committee; for the avoidance of doubt, any such person who is invited to attend an Executive Committee Meeting shall not be entitled to vote.

# **Deaf History Scotland**

## **Constitution (Revised 2009)**

- (vii) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (viii) The Executive Committee shall elect Honorary Officers in accordance with Clause 7 hereof.

The Executive Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, quorum, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon and regular as possible.

- (ix) Termination of office  
A member of the Executive Committee shall automatically vacate office if:
  - a) he/she becomes debarred under any statutory provision from being a charity trustee
  - b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - c) he/she ceases to be a member of the DHS
  - d) he/she becomes an employee of the DHS
  - e) he/she resigns office by notice to the DHS
  - f) he/she is absent (without permission of the Executive Committee) from more than three consecutive meetings of the Executive Committee, and the Executive Committee resolve to remove him/her from office.
- (x) Register of Executive Committee members  
The Executive Committee shall maintain a register of Executive Committee members setting out the full name and address of each member of the Executive Committee, the date on which each such person became an Executive Committee member, and the date on which any person ceased to hold office as an Executive Committee member.
- (xi) Powers of Executive Committee
  - a) Except as otherwise provided in this constitution, the DHS and its assets and undertaking shall be managed by the Executive Committee, who may exercise all the powers of the DHS.
  - b) A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- (xii) Personal interests
  - a) A member of the Executive Committee who has a personal interest in any transaction or other arrangement which the DHS is proposing to enter into, must declare that interest at a meeting of the Executive Committee; he/she will

## Deaf History Scotland

### Constitution (Revised 2009)

be debarred (in terms of Clause 52) from voting on the question of whether or not the DHS should enter into that arrangement.

- b) For the purposes of Clause 6(xii) (a), a person shall be deemed to have a personal interest in an arrangement if any partner **or** other close relative of his/hers or any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
- c) Provided
  - (i) he/she has declared his/her interest,
  - (ii) he/she has not voted on the question of whether or not the DHS should enter into the relevant arrangement and
  - (iii) the requirements of Clause 6(xii)(e) are complied with,

a member of the Executive Committee will not be debarred from entering into an arrangement with the DHS in which he/she has a personal interest (or is deemed to have a personal interest under Clause 6(xii)(b) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- d) No member of the Executive Committee may serve as an employee (full time or part time) of the DHS, and no member of the Executive Committee may be given any remuneration by the DHS for carrying out his/her duties as a member of the Executive Committee.
- e) Where an Executive Committee member provides services to the DHS or might benefit from any remuneration paid to a connected party for such services, then
  - (i) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
  - (ii) the Executive Committee members must be satisfied that it would be in the interests of the DHS to enter into the arrangement (taking account of that maximum amount)
  - (iii) less than half of the Executive Committee members must be receiving remuneration from the DHS (or benefit from remuneration of that nature).
- f) The members of the Executive Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Executive Committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

# **Deaf History Scotland**

## **Constitution (Revised 2009)**

### **C7. HONORARY OFFICERS**

- (i) At the first meeting of the Executive Committee during or following the Annual General Meeting, the DHS shall elect a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary and such other Honorary Officers as the Executive Committee shall from time to time decide.
- (ii) The Chairperson and the Honorary Officers of the DHS shall hold office until the conclusion of the Annual General Meeting of the DHS next after their election but shall be eligible for re-election provided that no Honorary Officer shall hold office for more than 3 consecutive years. On the expiration of such period, one further year must elapse before any former Honorary Officer shall be eligible for re-election.

### **C8. RULES AND PROCEDURES FOR ALL MEETINGS**

#### **(i) QUORUM.**

- a) The quorum for general meetings of Deaf History Scotland (including the AGM and the EGM) shall be 10.
- b) The quorum for meetings of the Executive Committee shall be 5.
- c) No business shall be dealt with at any general meeting unless a quorum is present.

#### **(ii) VOTING**

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made with regard to Clauses 11 and 12 hereof. No person shall exercise more than one vote but, in case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

#### **(iv) MINUTES**

Minute books shall be kept by Deaf History Scotland, the Executive Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

The Executive Committee shall ensure that minutes are made of all proceedings at general meetings, executive committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.



# **Deaf History Scotland**

## **Constitution (Revised 2009)**

### (v) **STANDING ORDERS AND RULES**

The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the DHS. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the DHS in General Meeting and shall not be inconsistent with the provisions of this Constitution.

### C9. **FINANCE**

- (i) All monies raised by or on behalf of the DHS shall be applied to further the objects of the DHS and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the DHS or the repayment to the members of the Executive Committee or of any committee appointed under Clause 6(i) hereof of reasonable out-of-pocket expenses.
- (ii) The Honorary Treasurer shall keep proper accounts of the finances of the DHS.
- (iii) The Accounts shall be audited at least once a year by the auditor appointed at the Annual General Meeting.
- (iv) An audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting as aforesaid.
- (vi) A bank account shall be opened in the name of the DHS with the Co-operative Bank. The Executive Committee shall from time to time decide to change banks. The Executive Committee shall authorise in writing the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary of the DHS to sign cheques on behalf of the DHS. All cheques must be signed by not less than two of the authorised signatories, one of which must be the Chairperson or the Treasurer.

### C10. **TRUST PROPERTY**

The title to all property (including any land or buildings, the tenant's interest under any lease and [so far as appropriate] any investments) shall be held either in the names of the chair, treasurer and secretary of the DHS (and their successors in office) or in name of a nominee company holding such property in trust for the DHS; any person or body in whose name the DHS's property is held shall act in accordance with the directions issued from time to time by the Executive Committee.

### C11. **AMENDMENTS TO THE CONSTITUTION**

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full membership of DHS for the time being, whether individual or representative present and voting at a meeting specially called for this purpose provided that notice of such alteration shall have been received by the Secretary in writing not less than 21

## **Deaf History Scotland**

### **Constitution (Revised 2009)**

clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration shall be sent by the Secretary to each member of DHS provided that no alteration shall be made which would have the effect of causing DHS to cease to be a charity registered by the Office of the Scottish Charity Regulator.

#### **C12. DISSOLUTION**

If the Executive Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve DHS, it shall call a meeting of all members of DHS who have the power to vote, of which meeting not less than 21 days' notice, stating the terms of the Resolution to be proposed thereat, shall be given. If such decision shall be confirmed by a simple two-thirds majority of those present and voting at such meeting, the Committee shall have power to dispose of such assets held by or on behalf of DHS. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institutions, charitable or voluntary, having objects similar to the objects of DHS as the Executive Committee may determine.

#### **C13. NOTICES**

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address, and any letter so sent shall be deemed to have been received within ten days of posting.

#### **C14. INTERPRETATION**

For the purposes of this constitution,

(a) the expression "charity" shall mean 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 96 of the Charities Act 1993

(b) the expression "charitable purpose" shall mean 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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;

(c) Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.