

## **CONSTITUTION OF THE OLD EDINBURGH CLUB**

(As amended at AGM 16 November 2009)

Scottish registered Charity No. SC006177

1. The name of the Club shall be the 'Old Edinburgh Club'.
2. The objectives of the Club shall be the study of all aspects of the history of Edinburgh, and the promotion and encouragement of interest in Edinburgh by means of lectures, visits and publications.
3. Membership shall be open to all interested in the objectives of the Club.
4. The annual subscription rates shall be recommended by Council to each Annual General Meeting. Subscriptions shall be payable in advance on 1 September in each calendar year and those joining during the membership year may be asked to pay the appropriate part of the annual subscription. Any Member whose subscription is unpaid within six months from that date may be removed from membership.
5. The Club shall have three categories of Honorary Office-bearers to be designated as follows: Honorary Patron, Honorary President and Honorary Vice-President.
6. The affairs of the Club shall be managed by a Council of paid-up members of the Club, consisting of nine Office-bearers: the President, a Vice President, Secretary, Treasurer, Programme Secretary, Membership Secretary, Editor, Publicity Officer, Minutes Secretary and up to nine Ordinary Members.  
  
All Office-bearers shall be elected annually. The President and Vice President shall hold office for no more than three years. Ordinary Members shall be elected for three years, and normally three of them shall retire annually in rotation, and shall not be eligible for re-election as Ordinary Members for one year. All Council members are Trustees of the OEC, a registered charity.  
  
The Council shall have power to fill any vacancy in its membership arising during the year, to make bye-laws, and to appoint sub-committees for special purposes chaired by a member of Council or a co-opted Club member. Members of sub-committees may be appointed from the general body of members. At general meetings of the Club nine members shall form a quorum, and at Council meetings, seven members.
7. The Secretary shall be responsible for proper minutes of the Club's business and transactions, conduct official correspondence, and have custody of and responsibility for all the Club's records or other property placed in his or her charge. The minutes and other records of the Club shall be open to inspection by members of the Club on request.
8. The Programme Secretary shall be responsible for all arrangements for lectures and excursions on behalf of the Club.
9. The Treasurer shall keep the accounts of the Club, receive all monies, pay accounts, and shall present annually an independently examined statement relative thereto.

10. The Membership Secretary shall collect the annual subscriptions, claim any tax repayments which may apply and provide the Treasurer with a list of the subscriptions collected and maintain the roll of members.

11. The Annual General Meeting of the Club shall be held between the end of the Club's accounting year and the end of the calendar year. At the AGM reports by the President and the Treasurer on behalf of the Council shall be presented, the Council for the ensuing year will be elected, and any other competent business transacted.

12. The Council shall hold at least two meetings annually and shall arrange for such meetings throughout the year as it thinks expedient, and shall regulate all matters relating to the transactions and publications of the Club.

13. Members of the Club shall receive one copy of each of the publications published by or on behalf of the Club as issued, provided they are not in arrears of subscription. The Council or its committees shall have discretionary powers to determine the distribution of copies to contributors, reviewers, and for presentation to approved bodies or societies.

14. In the event of membership falling to twelve members or fewer, the Council shall consider the advisability of winding up the Club, and shall take a vote in writing thereon of members who are not in arrears of subscription. Should the vote determine that the Club be dissolved, the Council shall then discharge the debts due by the Club and shall then deposit in trust, or with a recognised public institution or corporate body, any residue or funds or other properties belonging to the Club, for preservation, in order that the same be available to students of local history in all time coming.

15. To adhere to the 'Charities and Trustee Investment (Scotland) Act 2005', as may be amended, Council has agreed a Code of Conduct and, in the event of a Council member regularly failing to attend its meetings without a satisfactory reason or being in serious or persistent breach of the Act, Council would have the power to remove such a member from its membership and would report such decision to the first full meeting of the OEC.

16. No alteration of this Constitution shall be made except at a General Meeting of the Club. Notice of any proposed alteration must be given in writing to the Secretary, who shall notify all members of the same not less than seven days before the meeting. No alteration shall be made to the Constitution unless supported by two-thirds of the members at the meeting.