

ARTICLES of ASSOCIATION
of
THE ARCHITECTURAL HERITAGE SOCIETY OF SCOTLAND
(as adopted by Special Resolution dated 26 October 2022)

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General structure

1. The structure of the Company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members may elect people to serve as Council Members and take decisions in relation to changes to the articles themselves
 - (b) the COUNCIL MEMBERS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the Council Members are responsible for monitoring the financial position of the Company. The Council Members shall be the directors of the Company, and the Council shall be the board of directors, for the purposes of the Companies Acts, and all references in these articles to the Council Members and to the Council shall be read accordingly.

Qualifications for membership

2. The members of the Company shall consist of such persons as are admitted to membership under articles 3 to 8.
3. Membership shall be open to individuals and organisations who support the objects of the Company.

4. Employees of the Company shall be eligible for membership of the Company but shall not serve as a Council Member.

Application for membership

5. Any person or organisation who wishes to become a member must sign, and lodge with the Company, a written application for membership.
6. The Council Members may, at their discretion, refuse to admit any person to membership.

Membership subscription

7. Membership subscriptions shall be payable as determined by the Company in general meeting from time to time.

Classes of membership

8. The classes of membership of the Company and the rights of members shall be detailed in the Membership Application Form of the Company as issued from time to time.

Register of members

9. The Council Members shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and their membership category.

Withdrawal from membership

10. Any member who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, they shall cease to be a member. A failure to pay a membership subscription within six months of the due date for payment shall, in the absence of extenuating circumstances, be deemed to be a withdrawal from membership.

Expulsion from membership

11. Any member may be expelled from membership by a resolution of the Council 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 or to make written representations on the resolution at the Council meeting at which the resolution is proposed.
 - (c) the member concerned shall be entitled to appeal against expulsion to an extraordinary general meeting of the Company convened for that purpose, the Council Members being obliged to convene such a meeting if they receive notice of the member's intention to appeal not more than 21 days after intimation to the member of the decision of the Council Members. Both the member concerned and the Council Members shall be entitled to be heard at the general meeting convened to consider the appeal, which shall arrive at its decision on the basis of an ordinary resolution (see article 29)
 - (d) in the absence of a timeous appeal to a general meeting in accordance with article 11(c), any decision of the Council Members on the expulsion of a member shall be final.

Termination/transfer

12. Membership shall cease (in the case of an individual) on death and (in the case of a body corporate) on dissolution of that body by whatever lawful means. Without prejudice to the generality of this article, the membership of either of the two adults benefiting from a family/joint membership shall not fall simply by virtue of the death of the other adult.
13. A member may not transfer their membership to any other person.

Patrons and Fellows

14. The Council Members may, from time to time, invite individuals of distinction to become Patrons of the Company.
15. The Council Members may, from time to time, elect to Fellowship any individual who has served the objects of the Company with distinction.
16. Neither Patrons nor Fellows shall enjoy any of the rights of membership or of any office within the Company simply by virtue of being Patrons or Fellows.

General meetings (meetings of members)

17. The Council Members shall convene an annual general meeting in each year.
18. Not more than 15 months shall elapse between one annual general meeting and the next.
19. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the Company
 - (b) consideration of the annual accounts of the Company
 - (c) the election/re-election of Council Members (as referred to in articles 43 to 47), and (as required) of the President and Vice Presidents (as referred to in article 52).
20. The Council Members may convene an extraordinary general meeting at any time.
21. The Council Members must convene a general meeting if there is a valid requisition signed by at least 50 members and also if required to do so for the purposes of article 11(c).

Notice of general meetings

22. At least 21 clear days' notice must be given of an annual general meeting or a general meeting.
23. The reference to "clear days" in article 22 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
24. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 27) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
25. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
26. Notice of every general meeting shall be given either in writing or, where the party to whom notice is given has notified the Company of an address to be

used for the purpose of electronic communications, by way of an electronic communication, to all the members and Council Members, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

27. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 22 to 26; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
28. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,
 - (a) to alter its name
 - (b) to alter its memorandum of association with respect to the Company’s objects
 - (c) to exercise any of the powers referred to in paragraph (ii) of clause 4 of the Company’s memorandum of association
 - (d) to alter any provision of these articles or adopt new articles of association.
29. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 22 to 26.

Procedure at general meetings

30. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 persons entitled to vote, each being a member or a proxy for a member.
31. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
32. The President, or in the absence of the President the chair of the Company, shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If neither the President nor the chair is present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Council Members present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
33. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
34. Except in the case of family/joint membership (where each of the two adult members shall have one vote), every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.

35. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must either
- (a) lodge with the Company, prior to the time when the meeting commences, a written proxy form, signed by him/her; or
 - (b) send to the Company, at the address notified to the members by the Company for that purpose, an electronic communication containing the appointment of a proxy, and on the basis that to be valid such electronic communication must be received by the Company at that address not less than 24 hours before the time when the meeting commences.

A proxy must be a member of the Company. A member shall not be entitled to appoint more than one proxy to attend the same meeting. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

36. A resolution may be decided by postal ballot if so decided by the Council Members.
37. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
38. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least 6 members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
39. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Number of Council Members

40. The Society's Council shall be made up of a minimum of 8 and a maximum of 12 elected Council Members (including any appointed under article 46 or 48) plus one representative from each regional group.

Eligibility and maximum period in office for Council Members

41. A person shall not be eligible for election/appointment as a Council Member under any of articles 43 to 47 unless he/she is a member of the Company.
42. A person appointed as a Council Member under articles 48 and 49 need not, however, be a member of the Company.

Election, retiral, re-election

43. At each annual general meeting, the members may (subject to article 40) elect any member (providing he/she is willing to act) to be a Council Member. Nomination shall be made by a member.
44. Each Council Member elected under article 43 shall serve for a period of not more than three years following election. Any such Council Member shall then be eligible for re-election for one further term of not more than three years, but shall not thereafter be eligible for re-election until he/she has been out of office for one year. The provisions of this article are subject to those of article 54.
45. Each regional group of the Company shall be entitled to appoint one of its number as a Council Member.
46. The Council Members may at any time appoint any member (providing he/she is willing to act) to be a Council Member (subject to article 40).

47. At each annual general meeting all Council Members appointed under article 46 shall retire from office but shall then be eligible for re-election for up to two terms of three years, as with any other member standing for election for the first time.

Appointment/re-appointment of co-opted Council Members

48. In addition to their powers under article 46, the Council Members may (subject to article 40) at any time appoint any non-member of the Company to be a Council Member (providing he/she is willing to act) on the basis that he/she has specialist experience and/or skills which could be of assistance to the Council Members.
49. At each annual general meeting, all of the Council Members appointed under article 48 shall retire from office – but shall then be eligible (subject to article 40) for re-appointment under article 48.

Termination of office

50. A Council Member shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under the Charities Act or any other statutory provision from being involved in the management or control of a charity
 - (c) 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
 - (d) (in the case of a Council Member elected/appointed under any of articles 43 to 47) he/she ceases to be a member of the Company
 - (e) he/she resigns office by notice to the Company
 - (f) he/she is absent (without permission of the Council Members) from more than three consecutive meetings of the Council, and the Council Members resolve to remove him/her from office
 - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

Register of Council Members

51. The Council Members shall maintain a register of Council Members, setting out full details of each Council Member, including the date on which he/she became a Council Member, and also specifying the date on which any person ceased to hold office as a Council Member.

Office bearers

52. The Company shall have a President and not less than two or more than three Vice Presidents, all elected by the members at an annual general meeting. The President shall serve for a period of not more than five years and may be elected for one further term of not more than five years. Each Vice President shall serve for a period of not more than three years and may be elected for one further term of not more than three years. The President and Vice Presidents shall not be deemed to be Council Members for any purpose.
53. The Council Members shall appoint from their number a chair, one or two vice chair(s), treasurer and such other office bearers (if any) as they consider appropriate.
54. Each of the office bearers appointed under article 53 shall hold office from their respective dates of appointment for such period (not exceeding five years,

except in the case of the treasurer) as the Council Members may determine. Notwithstanding the provisions of article 44, each office bearer shall be entitled to remain a Council Member for the whole of his/her appointed term. Without prejudice to the foregoing generality, any office bearer appointed under article 53 may be removed by a resolution of the Council Members at any time.

55. A person elected to any office shall cease to hold that office if he/she ceases to be a Council Member, or if he/she resigns from that office by written notice to that effect.

Powers of Council Members

56. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Council Members, who may exercise all the powers of the Company.
57. A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council Members.

Personal interests

58. A Council Member who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the Council Members; he/she will be debarred (in terms of article 69) from voting on the question of whether or not the Company should enter into that arrangement.
59. For the purposes of the preceding article, a Council Member 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 (or any other party who/which is deemed to be connected with him/her for the purposes of the Companies Acts), has a personal interest in that arrangement.
60. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Company should enter into the relevant arrangement - a Council Member will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 59) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
61. The Council Members may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Council, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Council meetings

62. There will be a minimum of two Council meetings a year and the Council will aim to meet four times a year. Any Council Member may call a meeting of the Council or request the Company Secretary to call a meeting of the Council.
63. Entitlement to attend and receive papers for Council meetings shall be restricted to serving Council Members, the President and Vice Presidents and such other persons as the Council Members shall determine from time to time.
64. Questions arising at a meeting of the Council shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote. Only Council Members shall be entitled to vote.

65. No business shall be dealt with at a meeting of the Council unless a quorum is present; the quorum for meetings of the Council shall be 5.
66. If at any time the number of Council Members in office falls below the number fixed as the quorum, the remaining Council Member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
67. Unless he/she is unable to do so, the chair of the Company shall preside as chairperson at every Council meeting at which he/she is present; if the chair is unable to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Council Members present shall elect from among themselves the person who will act as chairperson of the meeting.
68. The Council Members may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Council; for the avoidance of doubt, any such person who is invited to attend a Council meeting shall not be entitled to vote.
69. A Council Member shall not vote at a Council meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company.
70. For the purposes of article 69, a person shall be deemed to have a personal interest in a particular matter 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 matter.
71. A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
72. The Company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 69 to 71.

Delegation to committees

73. The Council Members may delegate any of their powers to any committee consisting of two or more Council Members and such other persons (if any) as the Council Members may determine; they may also delegate to the chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate. The chair of any committee shall be approved by the Council.
74. Any delegation of powers under article 73 may be made subject to such conditions as the Council Members may impose and may be revoked or altered.
75. The rules of procedure for any committee shall be as prescribed by the Council Members.

Regional groups

76. There may be formed such regional groups of members of the Company as the Council Members may approve from time to time. These groups shall operate in accordance with the objects and policies of the Company and shall observe such rules, directions and guidance as the Council Members may prescribe from time to time for their operation. All funds held by such groups shall be funds of the Company for all purposes and at all times. Patron's or other funds held by a group and allocated for particular purposes, will be deemed to be restricted funds. Any constitution adopted by such a group, and any alteration of such a constitution, shall (unless it conforms in its entirety to a model prescribed by the Council Members) require the approval of the Council

Members prior to its adoption. By ordinary resolution passed at a general meeting of the members, the Company may dissolve any such group should they consider it appropriate to do so.

Cases Panels

77. The Council Members shall secure the establishment and maintenance of such local panels of members and other suitable persons as they consider necessary for the adequate consideration across Scotland of planning issues pertinent to the objects of the Company. These panels shall observe such rules, directions and guidance as the Council Members may prescribe from time to time for their operation.

Operation of bank accounts

78. The signatures of two authorised representatives of the Company (who need not be Council Members of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the Company. Not more than one of the signatories should be an employee of the Company.

Secretary

79. The Company Secretary shall be appointed by the Council Members for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the Company Secretary may be removed by them at any time.

Minutes

80. The Council Members shall ensure that minutes are made of all proceedings at general meetings, Council 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.

Accounting records and annual accounts

81. The Council Members shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
82. The Council Members shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
83. No member shall (unless he/she is a Council Member) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or as authorised by the Council Members or as authorised by ordinary resolution of the Company.

Records – general

84. Without prejudice to the provisions of articles 80 and 81, the Council Members shall ensure that there are adequate arrangements for the proper management and safe keeping of the Company's records.

Byelaws etc

85. The Council Members may issue by means of byelaws or other instruments codes dealing with conflicts, conduct, confidentiality and other governance issues.

Notices

86. Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication. Such a notice

may be given personally to the member, or be sent by post addressed to the member at the address last intimated by him/her to the Company, or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.

87. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
88. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

89. If the Company is wound up, the liquidator shall give effect to the provisions of clause 8 of the memorandum of association.

Indemnity

90. Every Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
91. The indemnity contained in article 90 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Council Member may otherwise be entitled.

Interpretation

92. In these articles
“the 1985 Act” means the Companies Act 1985;
“the 2006 Act” means the Companies Act 2006;
“the Charities Act” means the Charities and Trustee Investment (Scotland) Act 2005;
any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
93. Reference in these articles to the singular shall be deemed to include the plural.

A handwritten signature in blue ink, appearing to read 'David Lewis', is written at the bottom of the page.