

# Constitution

## 1. Name

The name of the Association shall be the Scottish Records Association.

## 2. Objects of the Association

The objects of the Scottish Records Association shall be to arouse public interest in, and create an enlightened public opinion on matters affecting records; to disseminate information and to promote co-operation and the interchange of views upon matters relating to the custody, preservation, accessibility and use of records; and to promote the preservation under the best possible conditions of public, semi-public and private archives.

## 3. Membership

- (i) Membership shall be open to all individuals, institutions and organisations interested in furthering the objects of the Association, on application to the Secretary or Membership Secretary.
- (ii) Institutional Members shall be admitted at the discretion of the Council upon written application.
- (iii) All members shall pay an annual subscription of not less than the minimum decided upon by the Association at a General Meeting. Different minima may be established for Institutional and Individual Members respectively, if necessary.

- (iv) The Council shall be empowered to admit to honorary membership of the Association a limited number of persons, such number to be determined by the Council from time to time, in recognition of their outstanding services to matters pertaining to the administration of Archives in Scotland.

#### **4. General Organisation**

- (i) The affairs of the Association shall be conducted by a Council.
- (ii) The Association shall hold an Annual General Meeting in every calendar year, at such time and in such place as the Council may determine. The General Meeting may be held either physically or virtually. The Honorary Secretary shall give at least eight weeks' notice of this General Meeting.
- (iii) The Association shall hold at least one Annual Conference for the discussion of matters relating to the objects of the Association; it may include or be followed by the Annual General Meeting. The Annual Conference may take place either physically or virtually.
- (iv) All Individual Members shall have the right to attend, speak and vote at General Meetings and each Institutional Member shall have the right, on these occasions, to be represented by one delegate who shall have the right to speak and vote. Each member of the Association or Delegate attending shall have one vote.
- (v) The Council may at any time call a Special General Meeting and shall do so on the written request of not fewer than ten Ordinary Members. A Special General Meeting may take place either physically or virtually. Not less than four weeks' notice of such meetings shall be given.
- (vi) No alteration to the Constitution shall be made except at the Annual General Meeting. Notice of proposed alterations shall be received by the Honorary Secretary in the form of a resolution or resolutions seven weeks before the Annual General Meeting. The

Honorary Secretary shall circulate such resolutions to those in membership of the Association at least five weeks before the Annual General Meeting. Notice of any amendment to such resolutions must be received by the Honorary Secretary three weeks before the Annual General Meeting.

- (vii) Notice of any other motion to be proposed at a General Meeting shall be received by the Honorary Secretary three weeks before that Meeting.
- (viii) The Honorary Secretary will circulate at least fourteen days previous to such a General Meeting to those in membership of the Association an agenda which will include all resolutions and amendments thereto as provided in article 4 (vi) above and all such notices of motion as provided in article 4 (vii) above.
- (ix) The quorum at a General Meeting shall be fifteen persons.
- (x) Voting at a physical General Meeting shall be by a show of hands, the Convener to have casting vote in the event of an equality of votes. Voting at a virtual General Meeting shall be conducted according to the voting facilities of the platform used, the Convener to have casting vote in the event of an equality of votes. Upon a substantive motion to alter the Constitution at the Annual General Meeting on the declaration of the result of a show of hands or virtual equivalent, one third of those present may demand a postal vote. The arrangements for the taking of such a postal vote shall be conducted in accordance with such regulations as the Council may from time to time provide.

## **5. The Council**

- (i) The Council shall be composed of the Officers and nine Ordinary Members, of whom not less than two shall be currently engaged in the administration of records; not less than two shall be owners of records of a personal or corporate nature; and not less than two shall currently be engaged in projects of research or teaching involving the use of primary source materials. Ordinary Members of Council shall be elected at each Annual General Meeting to serve for three years, one-third of their number retiring annually.

After retirement they shall be ineligible for election as an Ordinary Member until the next ensuing Annual General Meeting.

- (ii) The Officers of the Association shall be a Convener of the Council, a Treasurer, a Secretary, a Membership Secretary, a Journal Editor, a Newsletter Editor and a Web Editor. They shall be elected or re-elected by the Association at its Annual General Meeting. Two people may be jointly elected or co-opted to the office of Journal Editor, the office of Newsletter Editor or the office of Secretary.
- (iii) The Council shall meet not less than twice a year, either physically or virtually. Four Members of Council, exclusive of the Convener, Secretary and Treasurer shall form a quorum. It shall have the power to make Standing Orders from time to time to govern the performance of the duties assigned to it.
- (iv) The Council shall be responsible for carrying on the work of the Association, and for the issue of all documents and publications bearing the Association's name.
- (v) It may fill by co-option any vacancies on the Council (including vacancies among the Officers) which may occur during the interval between Annual General Meetings of the Association and shall have general power to co-opt to a limit of three additional members.
- (vi) Nominations for the Officers of the Association and for elected councillors (in years such elections fall due) shall be made in writing, signed by the proposer and seconder, and shall reach the Honorary Secretary four weeks before the Annual General Meeting and shall be circulated by the Honorary Secretary. In the event of more than one nomination for any office, or of more nominations for the Council than there are vacancies, a postal ballot shall be held, the results of which shall be declared at the Annual General Meeting. Ballot papers shall be sent to every Member, and shall be returned to the Honorary Secretary at any time before the commencement of the Annual General Meeting. If there are no additional nominations for Officers or Councillors, the elections

shall take place at the Annual General Meeting. The term of newly elected Officers shall begin from the end of the Annual General Meeting of which they are elected.

- (vii) The Council shall draw up at the end of each year a Report on the work of the Association during the proceeding year which shall be submitted for adoption at the Annual General Meeting. It shall be circulated at least fourteen days previous to the Meeting.

## **6. Funds of the Association**

- (i) The funds of the Association shall be devoted to furthering its objects.
- (ii) The Treasurer or Membership Secretary shall be responsible for collecting the subscriptions of Members. These and all other moneys shall be received and disbursed by them.
- (iii) The Council shall direct by resolution in what manner and by whom the bank accounts shall be operated, with the power to vary such directions from time to time as it sees fit.
- (iv) Members who are more than two years in arrear in payment of their subscriptions may, at the discretion of the Council, be struck out of the list of members.
- (v) All moneys and property shall be controlled by the Council, which shall allot funds for carrying on the general work of the Association.
- (vi) The Council shall cause to be kept proper and accurate books of account so that the true financial state of the Association may at all times be exhibited.
- (vii) The Association's financial year shall run from 1<sup>st</sup> August to 31<sup>st</sup> July of the following year.
- (viii) The Council shall appoint an Auditor or an Independent Examiner, in line with the relevant requirements of legislation.

- (ix) The accounts for each year shall be subject to external scrutiny in line with the relevant requirements of legislation and as required by the Council, and submitted for adoption at the Annual General Meeting.
- (x) The Association shall not make any dividend, gift, division, or bonus in money unto or between any of its Members. All Officers shall serve in an Honorary capacity. No Individual Member of the Association, and no representative of an Institutional Member shall receive payment for services rendered to the Association, unless authorised by Council.
- (xi) In the event of the dissolution of the Association, any assets shall be transferred to a body with similar objects.

## **7. Sections or Branches of the Association**

The formation of any section or branch within the Association shall be decided at an Annual General or Special General Meeting of the Association; such a decision to be made by a majority of two-thirds of the meeting.

## **8. Affiliation**

The Association shall seek affiliation with other organisations sharing the same objects as itself.

**Last amended: 14 December 2023**