

By-laws
of
Bergen Scottish Society
Founded on the 28th of April 2005
Updated on the 31st of March 2020

By-law 1 – Name

1. This Society shall be known as the Bergen Scottish Society (henceforth “the Society)

By-law 2 – Location

2. The registered office of the Society shall be situated in Bergen

By-law 3 – Status

3. The Society shall be a non-profit making organisation.

By-law 4 - Objective

4. The objective of the Society shall be to promote and celebrate Scottish culture.

By-law 5 – Language

5. The official language of the society shall be English and Scots dialects thereof.

By-law 6 - Membership

6. Membership of the Society shall be open to individuals and organisations in support of the objective of the Society.
 - 6.1. The Society shall comprise ordinary members and a committee elected from and by the ordinary members.
 - 6.2. All members shall pay an annual membership fee and abide by the terms of membership.
 - 6.3. The membership year of the society shall be the same as the fiscal year, from 1st January to 31st December.
 - 6.4. Different categories of membership, and corresponding levels of fees, shall be decided by the Committee.
 - 6.5. The Committee shall reserve the right to suspend or cancel membership, and to alter the terms of membership.
 - 6.6. The Committee shall have the power to bestow upon any person or group the distinction of Honorary Membership for reasons which commend themselves to the

Committee. Any member may propose bestowing Honorary Membership upon a person or group. The proposal shall be agreed upon by a quorum of Committee members. Honorary Members pay no membership fees. Charges for individual events are at the discretion of the committee.

By-law 7 – Committee

7. The Committee (henceforth "the Committee") shall be responsible for the management and administration of the Society.
 - 7.1. The Committee shall comprise the positions of:
 - 7.1.1. Chairperson
 - 7.1.1.1. The Chairperson shall be the Chief Executive Officer of the Society.
 - 7.1.1.2. The Chairperson shall preside at all meetings of the Society.
 - 7.1.1.3. The Chairperson shall prepare an agenda for each committee meeting and shall distribute them in good time before meetings are held
 - 7.1.1.4. The Chairperson shall sign, with one other Committee member, all official documents of the Society as authorised by the Committee.
 - 7.1.1.5. The Chairperson shall present a report of the activities of the Society during the past year at each Annual General Meeting.
 - 7.1.1.6. The Chairperson shall keep Brønnøysundregistrene updated with changes to committee members, the Society's by-laws and any other relevant issues.
 - 7.1.1.7.
 - 7.1.2. Treasurer
 - 7.1.2.1. The Treasurer shall be responsible for the prudent, financial management of the society.
 - 7.1.2.2. The Treasurer shall be responsible for ensuring that all legal rules and regulations with regard to financial and accounting matters are observed.
 - 7.1.2.3. The Treasurer shall receive all dues, fees and other funds for the Society.
 - 7.1.2.4. The Treasurer shall deposit all monies of the Society to the credit of the Society with a chartered bank as approved by the Committee.
 - 7.1.2.5. The Treasurer shall pay all accounts as authorised by the Committee.
 - 7.1.2.6. The Treasurer shall keep an accurate record of the financial transactions of the Society. The record shall be available at any time to the Committee for examination.
 - 7.1.2.7. The Treasurer is responsible for presenting the annual accounts of the Society to the members at the AGM.
 - 7.1.3. Secretary
 - 7.1.3.1. The Secretary shall record and maintain a file of the minutes of the Society, of the Committee meetings and the attendance at all meetings of the Society and the Committee.
 - 7.1.3.2. The Secretary shall have available a copy of the Constitution and the By-Laws at each Society and Committee meeting.

- 7.1.3.3. The Secretary shall maintain an archive of Society correspondence. Committee members are expected to conduct whatever correspondence is relevant to performing the duties of their office.
- 7.1.3.4. The Secretary shall keep an up to date and accurate record of the name and contact details of members of the Society.
- 7.1.3.5. The Secretary shall promptly provide proof of membership to those who have paid the prescribed dues or fees.
- 7.1.3.6. The Secretary shall notify all members of the Society when their membership becomes due for renewal.
- 7.1.4. Information Coordinator
 - 7.1.4.1. The Information Coordinator shall be responsible for communicating the activities of the Society to its members and a wider audience.
 - 7.1.4.2. The Information Coordinator shall be responsible for updating and developing the Society's website and social media pages.
 - 7.1.4.3. The Information Coordinator shall be responsible for keeping an archive of media coverage of the Society.
- 7.1.5. Keeper of the Tartan
 - 7.1.5.1. The Keeper of the Tartan shall be responsible for all aspects of the Bergen Scottish tartan.
 - 7.1.5.2. The Keeper of the Tartan shall be responsible for the sale and order of tartan products, and will keep an accurate record of the stocks and sales of products using the Society's tartan
- 7.2. The position of Deputy Chairperson shall be taken by one of the Committee members, with the person being agreed by the Committee at the first meeting after a new Committee has been elected.
 - 7.2.1. The Deputy Chairperson shall fill the role of Chairperson in the absence of the Chairperson.
- 7.3. Any Committee member, whose actions or comments are detrimental to the Society or its objective, may be removed from office by a two-thirds majority vote at a special meeting of the Committee.
- 7.4. Any elected member of the Committee who misses three consecutive meetings without a satisfactory explanation during the year following his/her election shall be removed from office. The Committee shall decide if an explanation is satisfactory or not. The Office will be considered vacant and dealt with in accordance with by-law 8.
- 7.5. Each subgroup will appoint one representative to the Committee.
 - 7.5.1. Subgroup representatives will represent the interests of their subgroup at Committee meetings, holding observer status at these meetings.
 - 7.5.2. Subgroup representatives are not required to attend all Committee meetings but should be present when matters relevant to the subgroup are discussed.

By-law 8 – Elections

- 8. Committee members shall be members of the society and are elected by a ballot open to all members of the Society.
 - 8.1. Committee members serve a two-year term of office, and the election of committee members are staggered so that three Committee members are

elected in odd years and four Committee members are elected in even years.

- 8.1.1. The posts of Chairperson and Information Coordinator are to be elected in odd years. The posts of Secretary, Treasurer, and Keeper of the Tartan are to be elected in even years.
- 8.1.2. Committee members may only serve in the same position for a maximum of five successive terms.
- 8.2. The ballot for committee members shall be held at the Annual General Meeting of the society.
- 8.3. Candidates who wish to stand for the Committee or the Election Committee are required to make themselves known in writing to the Secretary at least one month before the Society's Annual General Meeting.
- 8.4. Candidates who receive the most votes are elected. Where there is a tied vote, the outcome will be decided by the toss of a coin. Unopposed candidates are automatically elected.
- 8.5. If a Committee member resigns or is removed from his/her position during a term of office, a limited reshuffle of roles may be undertaken with Committee members taking on additional responsibilities until the next AGM. The new structure of the Committee must be approved by the Committee.
- 8.6. When it is not possible to fill a vacant Committee role by means of a reshuffle, an Extraordinary General Meeting must be held and the vacant position put up for election amongst the members.
- 8.7. An Election Committee will be appointed to identify candidates for election to impending vacant positions on the Committee and the successive Election Committee.
 - 8.7.1. The Election Committee will comprise three members of the Society.
 - 8.7.2. The Elections Committee will be elected at the AGM each year and will complete its work at least one month before the Society AGM the following year.
 - 8.7.3. Any members of the Society are eligible to be elected to the Election Committee provided that they have been a fully paid-up member of the Society for at least six months.
- 8.8. Subgroup representatives will be appointed by a simple majority vote of registered subgroup members present at a formal meeting of the subgroup. This meeting will be held on founding and thereafter prior to the AGM each year. Subgroup members and the Secretary will be notified in writing of the date, time and place of this meeting at least one week in advance. The Secretary will then be informed of the result of the vote.

By-law 9 – Committee Meetings

9. The Committee of the Society shall meet as required to conduct the business of the society.
 - 9.1. At all Committee meetings, three members shall constitute a quorum.
 - 9.2. A simple majority of the quorum shall be required for decisions to be carried. The Chairperson shall have a casting vote if a decision results in a tied vote.

- 9.3. If a Committee member is unable to attend a meeting, they should ask another Committee member to act on their behalf at the meeting.

By-law 10 – Annual General Meetings

10. The Annual General Meeting (AGM) of the society shall be held in March each year.
 - 10.1. Financial accounts and social and organisational highlights from the preceding year are presented to all members at the Annual General Meeting.
 - 10.2. The Membership Secretary shall notify members in writing of the date, time and place of the Annual General Meeting at least three weeks before the meeting.
 - 10.3. A ballot for new committee members is held at the Annual General Meeting, in accordance with by-law 8.
 - 10.4. Members may propose resolutions to the Annual General Meeting. These resolutions should be seconded by two other members and must be submitted to the Secretary in writing not less than one month before the meeting. Decisions with regard to resolutions are carried by a majority vote of those members present. The Chairperson has a casting vote in the case of a tied vote.

By-law 11 – Extraordinary General Meetings

11. Extraordinary General Meetings (EGM) may be called at any time by the Committee, or on the basis of a written request signed by at least 10 members, to deal with specific issues.

By-law 12 - Finances

12. The finances of the Society shall be managed in a prudent manner. The income and property of the Society whencesoever derived, shall be applied solely towards fulfilment of the objective of the Society, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.
 - 12.1. The Treasurer shall be responsible for the prudent, financial management of the society.
 - 12.2. The Treasurer shall be responsible for ensuring that all legal rules and regulations with regard to financial and accounting matters are observed.
 - 12.3. The Treasurer shall be responsible for presenting the annual accounts of the society to the members at the Annual General Meeting.
 - 12.4. The fiscal year for the Society, as well as the membership year, shall be from 1st January to 31st December.

By-law 13 - Activities

13. The activities of the Society shall include a Burns Supper, an annual ceilidh and other activities in support of the objective of the Society.
 - 13.1. The Burns Supper shall be held close to the birthday of the poet Robert Burns (25th January) and shall follow a traditional format.
 - 13.2. The annual ceilidh shall follow a traditional format.

- 13.3. The Committee is encouraged to organise other events in support of the objective of the Society. Other events the Society may wish to mark or celebrate include:
- 13.3.1. Tartan Day, 6th April – marking the signing of the Declaration of Arbroath in 1320
 - 13.3.2. Bannockburn Day, 24th June – marking the Battle of Bannockburn in 1314
 - 13.3.3. St Andrews Day, 30th November – marking the patron saint of Scotland
- 13.4. Formal groups of individual members with a common interest may be established within the Society (hereafter known as “Subgroups”) with the formal approval of the Committee.
- 13.4.1. Society members who wish to establish a Subgroup are required to send a formal request to the Committee, who will then consider the request in light of the Society’s Articles of Association and By-Laws.
 - 13.4.2. Subgroup members must also be members of the Society, and each Subgroup is required to keep an up to date record of their members and to inform the Membership Secretary of this Subgroup membership record.
 - 13.4.3. Subgroups are free to organise themselves as to their own requirements, but will be represented on the Committee.
 - 13.4.4. All Subgroup financial matters will be dealt with by the Treasurer. Some responsibility for financial matters may be devolved to subgroups on an individual basis subject to decision by the Committee, based on recommendation of Treasurer.
 - 13.4.5. The assets of Subgroups are assets of the Society. Each Subgroup is required to keep an updated inventory of its assets and to keep the Treasurer informed of this inventory.
 - 13.4.6. Subgroups may be dissolved by the Committee at any time, following discussion of a proposal to dissolve the Subgroup in question.

By-law 14 – Amendments to the By-Laws

14. The By-Laws of the Society may be repealed or amended at the Annual General Meeting of the Society.
- 14.1. Proposals from members concerning amendments in the By-Laws must reach the Secretary, in writing, one month before the announced date of the next General Meeting.
 - 14.2. The proposals will be brought to the notice of the members in the circular calling the Meeting.
 - 14.3. Proposals concerning amendments to these By-Laws must receive a two-thirds majority vote of the members present at the Meeting, to be carried.

By-law 15 – Dissolution of the Society

15. In the event of dissolution of the Society, assets will be disposed of as provided below:
- 15.1. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society.

- 15.2. A committee of six trustees shall be established. This Committee of Trustees shall be comprised of three representatives who have served on the Committee of the Society, together with 3 external representatives.
- 15.3. Duties of the Committee of Trustees shall include assembly, at some secure site, of all physical assets of the defunct Society. An accurate inventory shall be prepared and the assets placed in secure storage for a period not to exceed ninety days.
- 15.4. Should no effort to revive the Society be initiated within a ninety-day period, the assets shall be converted into cash and the monies shall be given or transferred to some other institution or institutions having objectives similar to the objective of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of by-law 11 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 15.5. Should any original Trustee not be available or able to serve, a substitute from the same organisation should be invited to act in his/her place.
- 15.6. It should be clearly understood that the role of Trustee is, in this instance, a voluntary one and that there is no monetary compensation forthcoming.