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**Constitution of**  
**The Astronomical Society of Glasgow**  
**SCIO**



## Constitution of The Astronomical Society of Glasgow SCIO

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## **GENERAL**

### **Type of Society**

- 1 The Society will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

### **Scottish principal office**

- 2 The principal office of the Society will be in Scotland (and must remain in Scotland).

### **Name**

- 3 The name of the Society is the Astronomical Society of Glasgow SCIO.

### **Purposes**

- 4 The Society's purposes are the advancement of science and the advancement of education through:
  - 4.1 Promoting interest in Astronomy by presenting an annual lecture series and observing programmes for Society members, and:
  - 4.2 Engaging with members of the public by organising outreach events.

### **Powers**

- 5 The Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the members - either in the course of the Society's existence or on dissolution - except where this is done in direct furtherance of the Society's charitable purposes.

### **Liability of members**

- 7 The members of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## **General structure**

- 9 The structure of the Society consists of:
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any General Meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Council and take decisions on changes to the constitution itself;
  - 9.2 the COUNCIL - who hold regular meetings and generally control the activities of the Society; for example, the Council is responsible for monitoring and controlling the financial position of the Society.
- 10 The people serving on the Council are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership of the Society shall be open to all persons interested in Astronomy.
- 12 The Council of the Astronomical Society of Glasgow SCIO shall retain the right to reject any application or defer affiliation on the grounds which to them appear reasonable.
- 13 Life Membership may be awarded at the discretion of the Council.
- 14 The Council may award Honorary Membership to individuals who make a significant contribution to the Society. Honorary Membership is a lifetime award and does not require renewal.

### **Application for membership**

- 15 Any individual who wishes to become a new member must pay the annual subscription fee and complete a written application for membership which must be submitted by mail, e-mail or through other appropriate media.
- 16 The Council may, at its discretion, refuse to admit any individual to membership. The Council will notify each applicant promptly (in writing, by e-mail, or by any other suitable media) subsequent to a Council meeting, should a decision be made to exclude a potential member from membership. Any monies paid by the unsuccessful member applicant shall be returned in full. The Council may, at its discretion provide the unsuccessful member with the reason for such refusal.

## **Membership Annual Subscription**

- 17 The amounts of Annual Subscription for members shall be fixed by the Council, who will notify the Membership accordingly at the Annual General Meeting.
- 18 Subscription fees shall be payable to the Treasurer at the first Ordinary Meeting of the Society following the Annual General Meeting. No one shall be entitled to the privileges of membership of the Society until their current annual subscription has been paid. Subscriptions shall be waived for those holding Life or Honorary Membership.
- 19 The Council may, at its discretion, grant a member a period of grace for payment of the Annual Subscription fee.
- 20 Unpaid members will receive no voting rights.

## **Register of members**

- 21 The Council must keep a register of members, setting out
  - 21.1 for each current member:
    - 21.1.1 the individual's full name and address; and
    - 21.1.2 appropriate contact details for information distribution [e.g. e-mail or postal addresses]; and
    - 21.1.3 the date on which the club, organisation or individual was registered as a member of the Society;
  - 21.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 21.2.1 the individual's name; and
    - 21.2.2 the date on which the individual ceased to be a member.
- 22 The Council must ensure that the register of members is updated within 28 days of any change:
  - 22.1 which arises from a resolution of the Council or a resolution passed by the members of the Society; or
  - 22.2 which is notified to the Society.
- 23 If a member or charity trustee of the Society requests a copy of the register of members, the Council will consider the request, providing it is reasonable, and ensure that a copy is supplied to them within 28 days,; if the request is made by a member (rather than a charity trustee), the

Council may provide a copy which has the addresses and contact information blanked out.

### **Withdrawal from membership**

- 24 Any member who wishes to withdraw from membership should normally give a written notice of withdrawal to the Astronomical Society of Glasgow SCIO; the individual will cease to be a member as from the time when the notice is received by the Society.

### **Transfer of membership**

- 25 Membership of the Society may not be transferred by a member.

### **Expulsion from membership**

- 26 As provided for in clause 43 (voting at members' meetings) any individual may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 26.1 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;
- 26.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 27 The Council must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. The AGM should usually be held in May.
- 28 The gap between one AGM and the next must not be longer than 15 months.
- 29 The business of each AGM must include:
- 29.1 a report by the Chair on the activities of the Society;
- 29.2 consideration of the annual accounts of the Society;
- 29.3 the election/re-election of charity trustees;
- 29.4 any other competent business.
- 30 The Council may arrange an extraordinary members' meeting at any time.

### **Power to request the Council to arrange an extraordinary members' meeting**

- 31 The Council must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the Society at the time, providing:
- 31.1 the notice states the purposes for which the meeting is to be held; and
  - 31.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 32 If the Council receives a notice under clause 31, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

- 33 At least 14 clear days' notice must be given of any AGM or any special members' meeting and an Agenda containing the full programme shall also be distributed to members.
- 34 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 34.1 In the case of any resolution falling within clause 44 (requirement for two-thirds majority) must set out the exact terms of the proposed resolution.
  - 34.2 Any other business decisions to be taken must specify the terms of each decision and that each decision may be passed by a majority vote by virtue of clause 43.
- 35 The reference to "clear days" in clause 33 shall be taken to mean that, in calculating the period of notice,
- 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 35.2 the day of the meeting itself should also be excluded.
- 36 Notice of every members' meeting must be given to all the members of the Society, and to all the charity trustees. Should one or more members not be given notice due to accidental omission, the proceedings will not be invalidated.

- 37 Any notice which requires to be given to a member under this constitution must be:
- 37.1 sent by post to the member, at the address last notified by him/her to the Society; or
  - 37.2 sent by e-mail or other appropriate media to the member, at the e-mail address or appropriate media destination last notified by him/her to the Society.

#### **Procedure at members' meetings**

- 38 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 39 The quorum for a members' meeting is not less than 20% plus one of the registered members, present in person.
- 40 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 41 The President of the Society should act as Chairperson of each members' meeting.
- 42 If the President of the Society is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

#### **Voting at members' meetings**

- 43 Every member has one vote, which must be given personally. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 44.
- 44 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting:
- 44.1 a resolution amending the constitution;
  - 44.2 a resolution expelling any club, Society or individual member from membership under clause 26;

- 44.3 a resolution approving the amalgamation of the Society with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 44.4 a resolution to the effect that all of the Society's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 44.5 a resolution for the winding up or dissolution of the Society.
- 45 If there is an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- 46 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the Chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 47 The Chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

## **Minutes**

- 48 The Council must ensure that proper minutes are kept in relation to all members' meetings, with the exception of Lecture Meetings.
- 49 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed, either manually or electronically, by the chairperson of the meeting.
- 50 The Council shall make available copies of the minutes referred to in clause 48 to any member of the Society requesting them.

## **COUNCIL**

### **Number of charity trustees**

- 51 The maximum number of charity trustees is **20**.
- 52 The minimum number of charity trustees is **7**.
  - 52.1 If fewer than 7 trustees remain on the Council then the only decision which can be taken is to hold an EGM to elect additional trustees under clause 56.

### **Eligibility**

- 53 A person will not be eligible for election or appointment to the Council unless he/she is a fully paid-up member of the Astronomical Society of Glasgow SCIO.

- 54 A person will not be eligible for election or appointment to the Council if he/she is:
- 54.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 54.2 an employee of the Society.

### **Initial charity trustees**

- 55 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Society shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Society.

### **Election, retiral, re-election**

- 56 The Council may at any time appoint any member (unless he/she is debarred from membership under clause 53) to be a charity trustee, subject to clause 54.
- 57 All Charity Trustees will serve for a period of one year and are to subject to a re-election at each AGM.
- 58 Appointed Charity Trustees will deemed to be retired if:
- 58.1 he/she advises the Council prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
  - 58.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 58.3 he/she ceases to hold office under clause 61; or
  - 58.4 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
- 59 Charity trustees can be elected as office bearers as outlined in clause 64. They will serve in accordance with clause 66.
- 60 Once a charity trustee ceases to be an office bearer, they can be re-elected as a Trustee under clauses 56 and 57.

### **Termination of office**

- 61 A charity trustee will automatically cease to hold office if:
- 61.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 61.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 61.3 he/she ceases to be a member of the Society;
  - 61.4 he/she becomes an employee of the Society;
  - 61.5 he/she gives the Society a notice of resignation, signed by him/her;
  - 61.6 he/she is absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove him/her from office;
  - 61.7 he/she is removed from office by resolution of the Council on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 81);
  - 61.8 he/she is removed from office by resolution of the Council on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 61.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 62 A resolution under paragraph 61.7, 61.8 or 61.9 shall be valid only if:
- 62.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 62.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 62.3 (in the case of a resolution under paragraph 61.7 or 61.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

- 63 The Council must keep a register of charity trustees, setting out
- 63.1 for each current charity trustee:
    - 63.1.1 his/her full name and address;

- 63.1.2 the date on which he/she was appointed as a charity trustee;  
and
  - 63.1.3 any office held by him/her in the Society;
- 63.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
  - 63.2.1 the name of the charity trustee;
  - 63.2.2 any office held by him/her in the Society; and
  - 63.2.3 the date on which he/she ceased to be a charity trustee.
- 64 The Council must ensure that the register of charity trustees is updated within 28 days of any change:
  - 64.1 which arises from a resolution of the Council or a resolution passed by the members of the Society; or
  - 64.2 which is notified to the Society.
- 65 If any person requests a copy of the register of charity trustees, the Council must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Society, the Council may provide a copy which has the addresses blanked out - if the Council is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### **Office-bearers**

- 66 The charity trustees must elect (from among themselves) a President, 3 Vice-Presidents, a treasurer and a secretary.
- 67 Any person who has occupied the position of President for two consecutive years or the position of Vice-President for three consecutive years shall not be eligible for re-election to that position the following year.
- 68 If any position outlined in clause 66 becomes vacant for any reason, another charity trustee can be co-opted to fill that position until the next Annual General Meeting.
- 69 The charity trustees may, at their discretion, invite persons of distinction to serve as Honorary Presidents.

- 70 In addition to the office-bearers under clause 66, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 71 A person elected to any office will automatically cease to hold that office:
- 71.1 if he/she ceases to be a charity trustee; or
  - 71.2 if he/she gives to the Society a notice of resignation from that office, signed by him/her.

### **Powers of Council**

- 72 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the Council; and the Council may exercise all the powers of the Society.
- 73 A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 74 The members may, by way of a resolution passed in compliance with clause 44 (requirement for two-thirds majority), direct the Council to take any particular step or direct the Council not to take any particular step; and the Council shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

- 75 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Society; and, in particular, must:-
- 75.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
  - 75.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 75.3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
    - 75.3.1 put the interests of the Society before that of the other party;
    - 75.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;

- 75.4 ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 76 In addition to the duties outlined in clause 75, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 76.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 76.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 77 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest; and he/she may retain any personal benefit which arises from that arrangement.
- 78 No charity trustee may serve as an employee (full time or part time) of the Society; and no charity trustee may be given any remuneration by the Society for carrying out his/her duties as a charity trustee.
- 79 The Council may, at its discretion, agree to cover charity trustee's travel and any other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

#### **Code of conduct for charity trustees**

- 80 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Council from time to time.
- 81 The code of conduct referred to in clause 80 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

#### **DECISION-MAKING BY THE CHARITY TRUSTEES**

##### **Notice of Council meetings**

- 82 Any charity trustee may call a meeting of the Council *or* ask the secretary to call a meeting of the Council.

- 83 At least 7 days' notice must be given of each Council meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

#### **Procedure at Council meetings**

- 84 No valid decisions can be taken at a Council meeting unless a quorum is present; the quorum for Council meetings is 5 charity trustees, present in person.
- 85 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 84, the remaining charity trustee(s) will have the power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 86 The President of the Society should act as chairperson of each Council meeting.
- 87 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 88 Every charity trustee has one vote, which must be given personally.
- 89 All decisions at Council meetings will be made by majority vote.
- 90 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 91 The Council may, at its discretion, allow any person to attend and speak at a Council meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 92 A charity trustee must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Society; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 93 For the purposes of clause 92:
- 93.1 an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

- 93.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 94 The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees.
- 95 The minutes to be kept under clause 94 must include the names of those present; and (so far as possible) should be signed by the chairperson [either in writing or electronically] of the meeting.
- 96 The Council shall make available copies of the minutes referred to in clause 95 to any member of the Society.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 97 The Council may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 98 The Council may also delegate to the chair of the Society (or the holder of any other post) such of their powers as they may consider appropriate.
- 99 When delegating powers under clause 97 or 98, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council).
- 100 Any delegation of powers under clause 97 or 98 may be revoked or altered by the Council at any time.

### **Operation of accounts**

- 101 The Council shall determine:
- 101.1 Which banks or building societies the bank accounts of the Society shall be opened with;
- 101.2 How bank accounts shall be maintained and operated; and
- 101.3 how cheques and other negotiable instruments, and receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed

## **.Accounting records and annual accounts**

- 102 The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 103 The Council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor.
- 104 An independent examiner shall be appointed at each AGM who shall examine the accounts for the ensuing financial year which shall end on the last day of March. The examined Financial Statement and Balance Sheet shall be distributed to the members a minimum of seven days prior to the AGM.

## **MISCELLANEOUS**

### **Winding-up**

- 105 If the Society is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 106 Any surplus assets available to the Society immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Society as set out in this constitution.

### **Alterations to the constitution**

- 107 This constitution may (subject to clause 108) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 44).
- 108 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### **Definitions**

- **"2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
- **"AGM"** means an Annual General Meeting.
- **"Council"** means the Board of Charity Trustees.

- **“Charity”** means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.
- **“Charity Trustees”** means the persons having the general control and management of the Society.
- **“Clauses”** means any clause.
- **“Clear days”**, in relation to notice of a meeting, means a period excluding the day when notice is given and the day of the meeting.
- **“Community”** has the meaning given in clause 4.
- **“GM”** means a General Meeting.
- **“Individual”** means a human/person.
- **“Members”** means those individuals and groups who have joined this organisation.
- **“Society”** means the Astronomical Society of Glasgow SCIO.
- **“OSCR”** means the Office of the Scottish Charity Regulator”
- **“Property”** means any property, assets or rights, heritable or moveable, wherever situated in the world.
- **“SCIO”** means Scottish Charitable Incorporated Organisation.
- **“them”** and **“their”** refer to individuals or groups (either he, she or they).