

BYE-LAWS OF THE POLISH SOCIAL & EDUCATIONAL SOCIETY IN GLASGOW

Bye-Laws of the Polish Social & Educational Society in Glasgow issued by the Board of Trustees in accordance with the provisions of Article 41 of the Constitution and which may be amended from time to time by order of the Board of Trustees in accordance with those provisions. [Amendments made after June 2017 appear in italics until the following AGM of the Society]

01.17 – Notwithstanding the written provisions of the Constitution, the Officers of the Society have the obligation and authority to take whatever action they deem necessary at any time to preserve the integrity and safety of the Society and its assets. Such action must be immediately referred to the Board of Trustees for consideration and review. Such action must also be referred to the Audit Committee for its information.

~~02.17 – Tenants of the Society residing at 4 Parkgrove Terrace are held to be in an irreconcilable Conflict of Interest regarding the governance of the Society and, therefore, are not eligible for election to the Board of Trustees or the Audit Committee. They are, however, eligible for co-opting to a committee of the Board other than the Finance & Administration Committee. [Amended December 2017 – see 10.17]~~

03.17 – Employees of the Society may not hold office in the Society except that the House Manager may be required to attend meetings of the Board of Trustees or any other properly constituted committee of the Board in order to provide professional guidance or information relating to his or her duties.

04.17 – Notwithstanding the terms of the Charities and Trustee Investment (Scotland) Act 2005 or the provisions of Article 32.3 of the Constitution regarding remuneration for services, no member of the Board of Trustees may receive payment in cash or in kind from the Society for work carried out on behalf of the Society. This prohibition does not apply to the costs of material required for the completion of such work nor does it apply to any work done or service provided by a Trustee on the premises of the Society where such work or service is paid for by others, whether the Trustee is paying rent for the premises or not. This prohibition also does not apply to the payment of travel expenses – but these must be approved by the Board of Trustees in advance and the amount limited to travel directly from the home of the claimant to the offices of the Society.

05.17 – Any Member of the Society belonging to any sort of a secret or private group containing other Society Members is held de facto to be acting in conflict with the aims and purposes of the Society and is subject to sanction, including expulsion from the Society, unless they can provide to the satisfaction of the Board of Trustees proof that the aims and activities of the group are not detrimental to the objectives, welfare and reputation of the Society [amended December 2017].

06.17 – In accordance with the purposes of the Society, no Member of the Society may proselytise on the premises or property of the Society or in gatherings or forums of Society Members. Such behaviour, whether religiously or politically motivated, may result in immediate expulsion. This prohibition does not apply to views expressed in a forum specifically provided by authority of the Board of Trustees to further ecumenical debate or political discourse. Such a forum must be constructed so to ensure that all sides of a topic are fairly represented.

07.17 – The Board of Trustees or the Officers of the Society acting in committee on behalf of the Board has the authority to bar any person from the premises and property of the Society under the terms of the licensing regulations if the presence of that person is deemed to be disruptive or likely to be disruptive to the good order of the Society. This provision is not limited to behaviour that might be induced by the ingestion of drugs or alcohol.

08.17 – Any Member of the Society in good standing may vote through a representative by proxy at any General Meeting of the Society in accordance with the provisions of the Article 20.1 of the Constitution:

08.17.01 A Member of the Board of Trustees may ask another Member to cast a Proxy Vote on his or her behalf at a meeting of the Board of Trustees or any of its committees.

08.17.02 A Proxy Vote may be generic or topic specific.

08.17.03 There is no limit on the number of topic-specific Proxy Votes that may be cast by any one Member in a General Meeting of the Society but no Member may cast more than four generic proxy votes. [amended January 2018]

08.17.04 Any Proxy Vote form (Proxy Form) must be declared by the Proxy Holder and verified and registered by the Membership Secretary and at least one other Member of the Board of Trustees to the satisfaction of the Chair of the General Meeting before the commencement of any voting at any General Meeting of the Society.

08.17.05 Should a Proxy Holder be elected or appointed to the Chair of a General Meeting of the Society, he or she must surrender those Proxy Forms to another Member to cast as votes according to the wishes of the Member(s) voting by proxy.

08.17.06 There is no requirement that a Proxy Holder show the Members present the number of Proxy Votes that he or she is casting. Equally, no Member may show the number of Proxy Forms that he or she is holding in a manner that, in the opinion of the Chair of the General Meeting, may be likely to influence the voting of others.

08.17.07 The mechanism for registering and verifying Proxy Forms shall be drawn up and approved by the Board of Trustees and shall be published as part of the formal Notice of any General Meeting.

08.17.08 Only a Member of the Society in good standing may issue a Proxy Form and only a Member of the Society in good standing may cast a Proxy Vote. Any violation of this Bye-Law may result in the expulsion of either the issuer of the Proxy Form or the Proxy Holder or both.

08.17.09 Proxy forms may only be obtained on request to the Secretary of the Society. They must be in a format approved by the Board of Trustees. [amended December 2017]

09.17 – No member of the Board of Trustees may discuss the business of the Society or the decisions of the Board of Trustees outwith the boardroom unless specific permission is given by the Board of Trustees in declaring the topic to be “open”. Breach of this Bye-Law may result in censure or suspension or expulsion of the member from the Board of Trustees and from the Society. Any Member of the Board of Trustees suspended or expelled from the Society is held to be de facto expelled from the Board of Trustees and any committee of the Board on which he or she is serving.

~~10.17 – Tenants of the Society residing at 4 Parkgrove Terrace may be elected or co-opted to the Board of Trustees or any of its sub-committees. However, they are held to be in a permanent conflict of interest on matters pertaining to rental charges or any tenancy agreement, including their own. They must recuse themselves from discussion or comment on these matters. [amended December 2017]~~

10.18 – Tenants of the Society residing at 4 Parkgrove Terrace are eligible for election to the Board of Trustees or the Audit Committee with due consideration to any possible conflict of interest. [amended March 2018]