

The Dark Sky Observatory

WEDNESDAY



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09/04/2014

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COMPANIES HOUSE

CONSTITUTION / ARTICLES

23rd JUNE 2010

THE DARK SKY OBSERVATORY

1. NAME

The organisation shall be known as The Dark Sky Observatory hereinafter known as “The Dark Sky Observatory”

2. OBJECTS

The Dark Sky Observatory is established for the following charitable objectives:-

- (a) To promote any charitable purposes for the benefit of the advancement of the following areas; science, education, the arts and environmental protection; to complement the Dark Sky Project in the Galloway Forest Park, and to support the improvement and regeneration of the Doon Valley in East Ayrshire.
- (b) To promote and organise co-operation in the achievement of the above purposes and to that end, bring together representatives of local educational establishments, voluntary and community organisations, the local authority, astronomical societies, and any other organisations the trustees feel are appropriate to engage in the furtherance of the above purposes.
- (c) To do all other things as will properly attain the above purposes without bias to race, creed, sexuality, disability or gender, and to seek to promote equal opportunities positively.

3. POWERS

In furtherance of the above objects, The Dark Sky Observatory may: -

- (a) Employ and pay any person or persons to supervise, organise and carry on the work of The Dark Sky Observatory.
- (b) Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;
- (c) Engage and pay fees to professional and technical advisers/consultants to assist in the work of The Dark Sky Observatory.
- (d) Affiliate to such organisations as are considered to be in the interests of and compatible with the objects of The Dark Sky Observatory
- (e) Collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects;
- (f) Purchase, take on lease, or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and

construct, maintain and alter any buildings considered appropriate for the work of The Dark Sky Observatory. The Management Committee (described below) shall be vested as Trustees over property on behalf of The Dark Sky Observatory.

- (g) Receive grant assistance, raise funds, and receive contributions from any person, persons or member organisation by way of subscription or otherwise;
- (h) Operate bank accounts in the name of The Dark Sky Observatory and for the furtherance of the objects;
- (i) Do all such other lawful things as are incidental or conducive to the attainment of the objects.

4. GENERAL STRUCTURE

- (a) The membership of The Dark Sky Observatory shall comprise Full Membership and Associate Membership.
- (b) The affairs will be managed by a Management Committee and Office Bearers

5. MEMBERSHIP

(a) Full Membership Organisations

(i) The Dark Sky Observatory shall initially consist of representatives of Educational Establishments, the Forestry Commission, Astronomical Societies, Craigengillan Estate, Local Community Council (s) and East Ayrshire Council whose purposes are compatible with the objects of The Dark Sky Observatory.

Additional Full Membership Organisations may be identified by the Management Committee as appropriate

(ii) Full Membership Organisations shall be non-party political and be constituted, if appropriate, in a manner compatible with the objects of The Dark Sky Observatory;

(iii) Each Full Membership Organisation shall have the right to appoint **one** voting delegate at Management Committee Meetings of The Dark Sky Observatory

(iv) Full Membership Organisations of The Dark Sky Observatory shall be required:-

- To take a full and active part in the activities of the Group
- To nominate up to two representatives to attend meetings of the Group and to ensure its nominated representatives attend meetings on a regular basis and take a full and active part in proceedings.

(b) Associate Membership

Individuals and professional workers having an interest in any or all of the objects of The Dark Sky Observatory and being concerned with the well-being of The Dark Sky Observatory may become Associate Members of The Dark Sky Observatory but shall have no voting rights.

- (c) The Management Committee (as defined in paragraph 8) shall be entitled, at its discretion, to refuse to admit any individual or organisation to membership, where it can be demonstrated that the individual or organisation, by their activities, are not in sympathy with the objects of The Dark Sky Observatory. The Management Committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the member concerned shall have the right to be heard by the Management Committee before a final decision is made.

7. OFFICE BEARERS

- (a) At the Annual General Meeting of The Dark Sky Observatory there shall be elected a Chairperson, Vice-Chairperson, Secretary, Treasurer and such other honorary officers as the Scottish Dark Sky Observatory Group shall from time to time decide;
- (b) All office-bearers shall hold office until the conclusion of the next Annual General Meeting after their appointment and shall be eligible for re-appointment, except that the Chairperson may not serve for more than three consecutive years in that office, but will be re-eligible for appointment after one year.
- (c) The Management Committee of The Dark Sky Observatory shall be empowered to fill any vacancies in the appointment of office-bearers on a temporary basis and until the next Annual General Meeting of The Dark Sky Observatory_

8. MANAGEMENT COMMITTEE

- (a) The management of the affairs of The Dark Sky Observatory shall be directed by a Management Committee consisting of:-
 - (i) The Chairperson, Vice-Chairperson, Treasurer and Secretary of The Dark Sky Observatory (The Office Bearers)
 - (ii) Up to two representatives nominated from each of the full membership organisations. Each full membership organisation will however have only one vote.
- (b) Persons elected to the Management Committee of The Dark Sky Observatory shall take office immediately following the Annual General Meeting at which they were elected.
- (c) Any casual vacancies on the Management Committee may be filled by the Management Committee from persons nominated by full membership organisations until the next Annual General meeting.

9. ANNUAL GENERAL MEETINGS

accounts annually and at such other times as the Management Committee may direct.

- (c) The accounts shall be audited at least once a year by the appointed auditors, and submitted for consideration at the Annual General Meeting.
- (d) Bank account(s) shall be opened in the name of The Dark Sky Observatory with such banks and/or building societies as the Management Committee shall from time to time decide.

The Management Committee shall authorise in writing three members of the Management Committee (one of whom shall be the Treasurer) to sign cheques on behalf of The Dark Sky Observatory. All cheques must be signed by not less than two authorised signatories.

13. ALTERATIONS TO THE CONSTITUTION

- (a) A resolution for the alteration of the Constitution must be received by the Secretary at least twenty eight days before the Annual General Meeting or Management Committee Meeting at which the resolution is to be considered.
- (b) At least twenty one days notice in writing of such a meeting shall be given by the Secretary to Full Membership Organisations and shall include notice of the proposed alterations.
- (c) Alterations to the Constitution shall be made if approved by not less than two-thirds persons present and eligible to vote at a duly convened meeting.

14. DISSOLUTION

- (a) The Dark Sky Observatory may at anytime be dissolved by a resolution to that effect if approved by two-thirds of persons present and eligible to vote at a duly convened meeting.
- (b) If such a resolution is confirmed, the Management Committee will be required to settle all legal debts and liabilities of The Dark Sky Observatory. Any remaining assets shall be given or transferred to such other charitable organisation(s) having objects similar to the objects of The Dark Sky Observatory, '*charitable body*', '*charitable institution*', '*charitable organisation*' [as applicable in the context of the constitution] and '*charity*' shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts as the Management Committee may determine.

Certified as accepted as the Constitution at the Inaugural Meeting held on 23rd June, 2010 at Craiggillan Estate, Dalmellington and amended at the Extraordinary General Meeting of the management committee held at Craiggillan Estate 13 December, 2013

Signed  (Chairperson)

Nicholas Martin,
Bonnyton House,

9. ANNUAL GENERAL MEETINGS

- (a) The first Annual General Meeting of The Dark Sky Observatory shall be held on the 23rd of June 2010. Thereafter, an Annual General Meeting of The Dark Sky Observatory shall be held once a year at such time (not being more than 15 months after the preceding Annual General Meeting) and at such place as the Management Committee shall determine.
- (b) Formal notice of Annual General Meetings and Extraordinary General Meetings shall be given in writing by the Secretary to Full Membership Organisations and Associate Members at least twenty-one days prior to the date of the meeting,
- (c) The business of the Annual General Meeting shall include:-
 - (i) consideration of the report of the Chairperson of the general business of the organisation over the preceding year;
 - ii (ii) consideration of the report of the treasurer and the audited accounts;
 - iii (iii) consideration of motions of policy (which must be submitted in writing to the Secretary at least fourteen days prior to the Annual General Meeting);
 - (iv) the election of Office Bearers and the Management Committee of The Dark Sky Observatory
 - (v) the appointment of one or more suitably qualified and competent persons to act as auditors.

10 MANAGEMENT COMMITTEE MEETINGS

- (a) The Management Committee of The Dark Sky Observatory shall meet as required and not less than four times in each financial year.
- (b) The Management Committee shall have the power to appoint such subcommittees, and working groups as from time to time it thinks fit.
- (c) No meeting of the Management Committee shall take place if less than three duly elected members are present.

11 EXTRAORDINARY GENERAL MEETINGS

- (a) An Extraordinary General Meeting of The Dark Sky Observatory shall be called at fourteen days notice upon the written request of at least five member organisations or on the instructions of the Management Committee.
- (b) No Extraordinary General Meeting shall take place if less than three voting members are present.

12. FINANCE

- (a) All funds raised by or on behalf of The Dark Sky Observatory shall be applied to further the objects of The Dark Sky Observatory and for no other purpose.
- (b) The Treasurer shall keep proper accounting records and shall prepare a statement of