

INCORPORATION OF BAKERS OF GLASGOW

RULES AND BYE LAWS

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Rules and Bye Laws
of
The Incorporation of Bakers of Glasgow

PREAMBLE

The Incorporation of Bakers is one of fourteen crafts forming the Trades House of Glasgow. The Incorporation seeks to support charitable purposes in and around the city of Glasgow and fulfil its historical obligations as a member of the Trades House of Glasgow.

The affairs of the Incorporation are managed and administered by a governing body known as the Master Court. The Master Court is elected by the members of the Craft at the annual Choosing meeting of the Incorporation held in accordance with these rules and bye laws.

The Incorporation of Bakers of Glasgow is recognised as a Charity by the Office of the Scottish Charity Regulator (Reg No. SCO14018), whose registered objectives are:

The prevention or relief of poverty;

The advancement of education.

I - INTERPRETATION and DEFINITIONS

Gender - for the purpose of interpretation of this document all references to the male gender shall include the female gender and vice versa.

Beneficiary – an individual who at the discretion of the Master Court receives financial support from the Incorporation. A beneficiary is restricted to a current member in financial distress, a spouse of a deceased member or a child of a deceased member while still in full-time education

Clerk – an official of the Incorporation appointed by the Incorporation to manage, under the instructions of the Master Court, the business and finances of the Incorporation. The Clerk is appointed at the Deacon's Choosing meeting and holds office for the following twelve months.

Collector – the Collector is an elected position on the Master Court responsible for the financial affairs of the Incorporation and the review of applications for membership to ensure suitability of the candidate.

Deacon – the Deacon, in conjunction with the Master Court, manages the business of the Incorporation, presides at all meetings of the Incorporation and represents the Incorporation at events both within the Trades House and externally.

Honorary Members – a distinguished member of the Incorporation elected by the members.

Independent Examiner – the Incorporation requires its accounts to be drawn up in a format specified by the Office of the Scottish Charity Regulator and independently examined annually. The Examiner is appointed each year at the Deacon's Choosing meeting and holds office for the following twelve months.

Master Court – The Master Court is the committee responsible for the management of the affairs of the Incorporation and, as such, its members are trustees of the charity. It consists of:

- a. Deacon;
- b. Collector;
- c. Late Deacon – the latest Deacon to have demitted that office;
- d. Late Collector – the latest Collector to have demitted that office;
- e. Two Ex-Deacons who served in office immediately prior to that of the Late Deacon;
- f. Up to 6 Trade Masters – members of the Incorporation duly elected by the membership at the Deacon's Choosing meeting;
- g. The Deacon's Master – a member of the Incorporation appointed by the Deacon during his year of office;
- h. Such honorary members of the Master Court as have been elected by the members

Membership – membership shall be open to individuals who subscribe to the objectives of the Incorporation and successfully complete the application process. Membership can be applied:

- a. At the *near hand* – an application by an individual one of whose parents or parents-in-law is a member of the Incorporation or was a member on the date of their demise.
- b. At the *far hand* - an application by an individual who has no previous family connection with the Incorporation

Meetings -

- a. Craft – a meeting open to all members of the Incorporation to be held at least four times each year;
- b. Deacon's Choosing – a meeting called annually and open to all members to elect the Deacon, Collector, Master Court and other offices for the ensuing year;
- c. Lammas Court – a meeting called annually in advance of the Deacon's Choosing meeting to receive the accounts for the year just finished in June and to receive nominations for the positions of Deacon, Collector and members of the Master Court for the ensuing year;
- d. Master Court – a meeting called at least five times each year in the months of September, November, February, May and August, being the Lammas Court;
- e. Special – a meeting called to dispatch specific business or to consider specific matters affecting the Incorporation.

Qualified Roll – the full list of current members as maintained by the Clerk and approved annually at the Lammas Court.

II - APPLICATIONS FOR ADMISSION

1. Any person desirous of becoming a member of the Incorporation shall complete an application form, which has been downloaded and printed from the website or supplied by the Assistant Clerk, setting forth the particulars of the applicant with respect to their full name, trade or profession, date and place of birth, and their relationship to any member through whom they propose to join at the *near hand*.
2. All applicants for membership must be, or before admission become, Burgesses and Guild Brethren or Sistern of the City of Glasgow, and must, before admission, produce their *burgess tickets*.
3. Every applicant must satisfy the Master Court in regard to the averments in his application form and produce a *burgess ticket* in their own right, or a receipt from the Collector of the Trades House for payment of their entry-money as a Guild brother of the Craft rank.
4. All applications shall be submitted in the first instance to the Master Court who, in its sole discretion, may accept or refuse admission to an applicant.
5. Thereafter all approved applications for admission shall be submitted to the next succeeding Craft meeting of the Incorporation and approved or declined. If approved, the applicants will be admitted by the Master Court in common form on payment of the stipulated entry money and other dues.
6. Each applicant shall pay the entry money, burgess ticket fee and Trades House matriculation fee. If the Deacon proposes a particularly meritorious candidate for membership, the Deacon may waive the entry money.
7. Each applicant shall on admission make, in presence of the Master Court, a solemn declaration to be a faithful member of the Incorporation and obey all the lawful acts made or to be made for the benefit thereof. The Master Court shall have the power, in its sole discretion, to admit applicants without their appearing in person before the Master Court, but in such cases the Applicants will be required to make the declaration at the first occasion of attending a Craft meeting. For this purpose, the Clerk shall maintain a record of members who have been admitted but not yet made the solemn declaration and signed the *Long Roll*. Entrants shall pay by way of entry monies a sum to be fixed by the Master Court from time to time.

8. Any member may obtain a copy of the *rules and bye laws* from the Incorporation's website. New entrants shall be entered on the *qualified roll* and shall be entitled to receive all circulars pertaining to the Incorporation as from the date of their admission.
9. In the event of any information furnished with an application for admission being in any material respect false, or inaccurate, or misleading, or should the admission not be in accordance with the *rules and bye laws*, the Incorporation shall have power to declare any admission following thereon to be null and void and the Applicant shall forfeit all payment made in respect of such admission, or such proportion thereof as the Incorporation may fix.

III – not used

IV – MASTER COURT

1. The affairs of the Incorporation shall be managed by the Master Court. All members of the Master Court shall be members of the Incorporation. One ex-Deacon shall retire each year. All members of the Master Court shall be elected annually by the Incorporation.
2. The Master Court shall meet at least five times a year for the purpose of dispatch of business. It shall manage and direct all the ordinary affairs of the Incorporation, including:
 - a. the setting of support for *beneficiaries*,
 - b. visiting the *beneficiaries*, where appropriate,
 - c. providing financial support for charitable causes
 - d. recommending *pensioners* to the Trades House, and
 - e. conserving the funds of the Incorporation.
3. The Deacon shall call such meetings of the Master Court as the Deacon may consider proper for transaction of the business of the Incorporation and for the admission of members, and in case of the absence or indisposition of the Deacon, or the Deacon's refusal to call any Special meeting of the Master Court, the Clerk shall, upon the requisition of any five members of the Master Court, call any such meeting, specifying, in the circular calling it, the particular business to be considered.

All meetings of the Master Court shall be called by circulars or electronically, to be delivered twenty four hours, or posted at least thirty six hours, before the hour of the meeting.
4. All questions brought before any meeting of the Master Court, or sub-committee thereof, shall be determined by vote. All votes shall be taken by a show of hands or by ballot as the majority of the members present may desire, such majority being determined by a show of hands. The chairman of the meeting shall have a deliberative vote, and in case of equality, a casting vote.
5. The quorum for all meetings shall be four.

V– RIGHTS AND PRIVILEGES OF MEMBERS

Every member of the Incorporation shall enjoy equal rights and privileges, subject, however, to the following restrictions, viz:

1. Any member shall be entitled to be nominated on to the Master Court. The nomination shall be proposed by two members.
2. No minor shall be qualified to hold any office in the Incorporation; no member under the age of 16 shall be entitled to vote.
3. Any member who becomes a beneficiary of the Incorporation shall not be able to serve on the Master Court until such time as they are no longer a beneficiary.

VI – MEMBERS QUALIFIED TO HOLD THE OFFICES OF DEACON AND COLLECTOR

1. No member shall be qualified to be nominated or elected Collector until he has served at least one year on the Master Court. Should a candidate not be forthcoming, the Master Court may nominate, and approve by majority vote, a candidate with less than one year's experience and propose that candidate at the Lammas Court for election by the members.
2. No member shall be qualified to be nominated for, or be elected to, the office of Deacon, unless he has held and been discharged from the office of Collector. Deacons and Collectors shall be eligible for re-election.

VII– MEETINGS OF THE INCORPORATION

1. Quarterly meetings of the whole Craft shall be called by the Deacon. The Lammas Court shall be held annually on the first Wednesday in August; and the Deacons Choosing meeting shall be held annually on the first Friday after the fifteenth day of September or such day to be advised by the Trades House.
2. A Special meeting may be called for the dispatch of business, or the consideration of any matter or subject affecting the Incorporation, by the Deacon, or by the Master Court. The Deacon shall call a meeting on a requisition subscribed by nine of the members on the *qualified roll*. Should the Deacon decline or fail to call such Special meeting within three days after the requisition has been put into his hands, it shall be competent for the requisitionists to convene such meeting through the Clerk, who shall be bound to call it.
3. All meetings shall be called by circular signed by the Deacon, or the Clerk by his order, mentioning the business to be brought under consideration. No business shall be considered at any meeting unless notice thereof has been given on the notice calling such meeting. The circular, together with any supporting papers, shall be communicated by standard post or e-mail to members no later than three days before the meeting.
4. At meetings of the Incorporation, six of the members on the *qualified roll* and entitled to vote shall be a quorum.

5. All questions brought before any meeting of the Incorporation, shall be determined by vote. All votes shall be taken by a show of hands or by ballot as a majority of the members present may desire, such majority being determined by a show of hands. The chairman of the meeting shall have a deliberative vote, and in case of equality, a casting vote.

VIII – LAMMAS COURT

1. At the Lammas Court a roll of the qualified members of the Incorporation shall be presented to the meeting and be designated the *qualified roll*. The members on this roll alone shall, with the additions which may be made thereto as provided for by these *rules and bye laws*, be qualified to vote at any meeting of the Incorporation.
2. Members eligible for election to the Master Court at the ensuing Deacon's Choosing meeting shall be nominated at the Lammas Court, and their names shall be printed and circulated among the members of the Craft along with the notices of the Deacon's Choosing meeting.
3. By the date of the Lammas Court, the Collector must ensure that all accounts are suitably prepared. The unexamined accounts must be tabled and reviewed at this meeting prior to their presentation as independently examined accounts at the Deacon's Choosing meeting.

IX – DEACON'S CHOOSING MEETING (ANNUAL GENERAL MEETING)

1. With the calling papers for this meeting, a copy of the audited or independently examined accounts shall be made available to members on the Incorporation's website.
2. The audited or independently examined accounts must be presented at this meeting for discussion and approval. On their acceptance, the Collector shall be discharged from office.
3. The meeting shall elect a Deacon and Collector and the two Ex-Deacons; thereafter the Deacon shall nominate the Deacon's Master and the members shall elect up to six other Trade Masters. No member, who is at the time an office bearer in any other of the Fourteen Incorporated Trades, shall be qualified to hold office.
4. The Late Deacon and the Late Collector shall be members of the Master Court for the year succeeding that in which they held said offices of Deacon and Collector respectively.
5. The meeting shall appoint a Clerk and an Independent Examiner.
6. The Meeting shall elect the Representatives to the Trades House.
7. Thereafter, any other business of which due notice has been given shall be transacted.

X – DEACON

The Deacon shall preside at all meetings, whether of the Incorporation or of the Master Court, and shall, in conjunction with the other members of the Master Court, manage the Incorporation business. In his or her absence, the Late Deacon, whom failing any prior Deacon, will take his or her place, and in the absence of the Late and any prior Deacon, any Member of Master Court.

XI - COLLECTOR

1. It shall be the duty of the Collector to satisfy himself as to the suitability of any person desiring admission to the Incorporation and to report thereon at the meeting at which the application for admission is considered.
2. The Collector shall also verify the due receipt of the income of the Incorporation and the due disbursement of authorised expenditure and shall cause accounts to be prepared to 30th June for submission and approval at the Lammas Court.
3. Following the audit or independent examination of the accounts, the Collector shall seek adoption of the accounts at the Deacon's Choosing meeting. The Collector shall be discharged from office at this time.

XII – HONORARY MEMBERS OF THE MASTER COURT

The Deacon may propose a distinguished member of the Incorporation as an *honorary member* of the Master Court and seek ratification at the Deacon's Choosing Meeting. *Honorary members* shall have the right to attend meetings of the Master Court to provide counsel and guidance.

XIII – CLERK

1. The Clerk must, in the opinion of the Master Court, be suitably qualified to undertake the duties expected of the Clerk.
2. The Clerk shall:
 - a. take, or cause to be taken, minutes of the proceedings of all meetings of the Incorporation and Master Court, which shall be approved by the chairman. These shall be filed in the minute book or in the electronic filing system and posted on the Incorporation's website, circulated by post or electronically prior to, or read at, the next meeting and on being approved shall be accepted by the chairman and become part of the records of the Incorporation.
 - b. call all meetings as instructed by the Deacon or as otherwise required in conformity with the *rules and bye laws*.
 - c. conduct the correspondence of the Incorporation and Master Court.

- d. keep proper books of account, make regular entries therein, receive and lodge in the Incorporation's banking account all monies payable to the Incorporation, make all authorised disbursements, and submit all books and documents to the Collector and independent examiner as required.
 - e. liaise with the investment managers, making such instructions as agreed at meetings of the Master Court and Finance Committee.
 - f. give, on request, his or her professional advice in the affairs of the Incorporation.
3. The Clerk shall receive such remuneration for performing his duties as may be agreed on from time to time by the Incorporation.
 6. The Clerk is authorised to make payments only with the written or electronic approval of the Deacon, Collector, Late Deacon or Late Collector.
 7. At each Master Court meeting, the Clerk shall provide a written income and expenditure statement for the period up to the meeting.

XIV – VACANCIES

In the event of any vacancy through death, resignation, or disqualification in the offices of Deacon, Collector, Masters, representatives to the Trades House, member of the committee for the William Wylie Macfarlane and Mrs Mary Macfarlane Trust, independent examiner or Clerk, a Special meeting of the Master Court shall be called, at which the vacant office shall be filled *ad interim* until the next Annual General Meeting at which such vacant office falls to be filled.

When the vacancy occurs in the office of Clerk, the Master Court shall appoint a suitably qualified person to act until the interim appointment above provided for is made. In the event of such a vacancy occurring in the office of any Master, the Deacon shall, at the next Craft meeting of the Incorporation, appoint a person to fill the vacancy.

XV – INVESTMENT OF FUNDS

The funds of the Incorporation shall be governed by the Trustee Investment Act 2005 and succeeding Acts and the Incorporation shall follow the principles of good governance as laid down by the Office of the Scottish Charity Regulator.

Should the Incorporation be wound up, the remaining funds shall be distributed to appropriate charities.

XVI – SEAL

The *seal* of the Incorporation shall remain in the hands of the Clerk for safe custody. The *seal* shall not be affixed to any instrument requiring formal execution by the Incorporation except by the express authority of the Master Court, and in presence of the Deacon, the Collector and the Clerk, or such other persons as the Master Court may appoint for the purpose. The Deacon, the Collector and the Clerk, or other persons appointed as aforesaid, shall sign every instrument to which the *seal* of the Incorporation is so affixed in their presence.

XVII – ANNUAL INCOME AND EXPENDITURE

The funds of the Incorporation, after paying the expenses of management, to such an extent as the Master Court may consider appropriate, shall be applied:

1. in payments to *beneficiaries*;
2. To make donations to one or more charitable institutions;
3. To support other awards as the Master Court thinks appropriate and which are exclusively charitable in law.

The Incorporation may in any year make payments from the capital reserve account, either to supplement any of the authorised payments or for any special purpose, provided the proposal to grant such payments shall be tabled and read at one meeting of the Incorporation and considered at the next meeting, which may be a Master Court or Special meeting, and then approved by two-thirds of the members present at that meeting.

XVIII – BENEFICIARIES

1. *Beneficiaries* are restricted to a current member in necessitous circumstances, a spouse of a deceased member, or a child of a deceased member while still in full-time education.
2. No person shall have any legal right to demand aid from the funds, and the granting, withholding, or withdrawal of the same, or the increasing or reducing the amount thereof, shall be entirely at the discretion of the Master Court.
3. The Master Court may seek advice from the Trades House social worker and/or take cognisance of any existing such report. All members discussing benevolence to any beneficiary will do so under the rules of strictest confidence. Failure to do so will result in immediate dismissal from the Master Court.

XIX – ALTERATION OF RULES AND BYE LAWS

The *rules and bye laws* shall not be altered or rescinded until the proposed alteration or repeal has been tabled and read at one meeting of the Incorporation, and considered at another meeting at least one month subsequent to that at which it was tabled and read, and then agreed by two-thirds of the members present at such latter meeting and until such alterations or repeal has been sanctioned by the Trades House.