

PROPOSED CONSTITUTIONAL CHANGES FOR 2019 LEICESTERSHIRE and RUTLAND FAMILY HISTORY SOCIETY

CHARITY No. 518870

This constitution was adopted in 1998 with minor revisions in 2002 and 2005.

The proposed changes are highlighted in ***bold italic***.

1. Name

The name of the society shall be the Leicestershire and Rutland Family History Society (the Society).

2. Objects

The objects of the Society are:

2.1 To promote & encourage the public study of Family History, genealogy, heraldry, and local history with reference to the historical counties of Leicestershire & Rutland (the Counties).

2.2 To promote the preservation, security, and accessibility of archival material.

3. Powers

3.1 In addition to any powers it has, the Society may exercise any of the following powers to further the objects, but not for any other purposes:

3.1.1 To hold lectures, discussions, meeting, outings, issue publications and organize research visits for the members of the Society and interested members of the public.

3.1.2 To hold and maintain a library of printed and other works for the use of Society members and members of the public.

3.1.3 To preserve, transcribe and publish historical genealogical source information in any relevant format.

3.1.4 To pursue collaborative actions with similar societies and with established supportive bodies such as churches, libraries, records offices, and educational institutions.

3.1.5 To support the activities of the Federation of Family History Societies in its pursuit of these and similar objectives.

3.1.6 To purchase, rent or lease or exchange any property necessary for the achievement of the objects of the Society, and to maintain and equip it for such use.

3.1.7 To have the power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Society.

4. Affiliation

4.1 This Society shall be affiliated to the Federation of Family History Societies and with other charitable organizations whose objectives are deemed compatible and mutually supportive.

5. Memberships

5.1 Membership of the Society shall be open to all persons, resident in this country or abroad, or Institutions showing genuine interest in the support of the Society's objectives. Application for membership will be on the forms authorized by the Executive Committee.

5.2 The Executive Committee of the Society shall determine classes of membership.

5.3 Subscriptions shall be payable on the 1st January each year in respect of the calendar year just beginning, at rates determined by the Executive Committee and approved by the previous Annual General Meeting (AGM) of the members provided that after such approval the rates so approved, may be varied at an Extraordinary General Meeting (EGM) convened at the request of the Executive Committee and taking place before the relevant 1st January. There shall be rates for each class of membership.

5.4 The Executive Committee may suspend from membership any member whose activities, in the opinion of the Executive Committee, are determined to be prejudicial to the society. Such suspension shall not take place until the Executive Committee has heard representations from the member. Such members shall have the right to appeal to the next General Meeting of the Society. The final suspension shall be on a vote

by members at the General Meeting and shall be by a simple majority of those member voting.

It has been proposed to completely replace the above paragraph with the following:"

5.4 The Executive Committee is authorised to reprimand, or suspend any member, against whom a complaint or grievance has been brought to the Committee's attention. If the Committee, after investigating such complaint, so decides that the complaint is of such a grave and serious matter, that it may damage the Society as a whole, then they may suspend the member. Such suspension shall not take place until the Executive Committee has heard representations from the proposed suspended member.

5.4.1 Such member, if so suspended, shall have the right to appeal against the expulsion at the next Society AGM, where he/she has the right to address the meeting, but not to vote on the matter itself.

5.4.2 The motion to expel must be carried in a vote by a simple majority of those members present.

5.5 If members of the public who are not members of the Society wish to participate in any of the activities set out in clause 3.1.1 above, then a reasonable charge shall be made, at a rate or rates which the Executive Committee shall from time to time determine. This charge may or may not be the same as any charge levied on fully paid up members of the Society for their participation in those same activities.

6. Administration

6.1 The society shall be administered by an Executive Committee, consisting of not more than ten members who will be elected at the AGM, on an annual basis.

6.2 The Executive Committee shall include a Chairman, Vice-Chairman, Secretary, Treasurer, and a maximum of six other members, ***and all members of the Committee are deemed to be Trustees of the Society under Charity Law.***

6.3 A quorum of the Executive Committee shall consist of 50% plus one member and, if necessary, the Chair shall have a casting vote.

6.4 Vacancies on the Executive Committee occurring between AGMs may be filled by co-opting members. If they wish to remain on the Executive Committee, those co-opted members must then submit their names for election by the membership at the next AGM. ***All such co-opted members shall have full voting rights at Executive Committee meetings.***

6.5 A member of the Executive Committee shall cease to hold office if he/she:

a) is disqualified from acting as a member of the Executive Committee by virtue of Charity laws.

b) becomes incapable by reason of any mental disorder, illness, or injury, of managing and administering his/her own affairs.

c) is absent, without permission of the Executive Committee, from three (3) consecutive committee meetings, and the Executive Committee resolve that his/her position on the committee be vacated.

d) is removed by a resolution of the Executive Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure, as set out in the Trustee Code of Conduct.

e) ceases to be a fully paid up member of the Society.

6.5.1 Any member shall have the right to make nominations, with the written consent of the candidate, for election to any post on the committee.

Nominations for election at the AGM should be submitted to the Secretary in writing, not less than 28 days before the date of the AGM, but if the number of nominations is less than the number of vacancies, then the Chair may accept nominations from the floor of the meeting.

6.6 The Executive Committee shall have the power from time to time to nominate a Patron and/or a President of the Society to continue in office for as long as they are willing or until the Executive Committee otherwise decide.

6.7 The Executive committee shall have the power, if required, to appoint sub-committees or “ad hoc” committees, which may consist of non- committee members as well as Committee members. These committees will report back to the Executive Committee with their findings on a regular basis.

6.8 The executive Committee shall also have the power to appoint members as Non-Executive officials of the Society, (not to exceed 3 such officials). Such person(s), shall be entitled to attend and speak at meetings of the Committee, but they shall not be eligible in their own right to vote at such meetings, or serve as Trustees of the Society.

6.9 The Executive Committee shall have the power to establish Groups within the Counties, for furtherance of the Society’s objects. Each group so established shall comply with and be subject to the following regulations:

6.9.1 Each group shall act in accordance with the objects of the Society as in Clause 2 and shall be subject to such conditions as may from time to time be laid down by the Executive Committee.

6.9.2 Each group shall be administered by a Committee and administration guidelines shall be provided by the Executive Committee.

6.9.3 A group may be suspended at any time by a resolution of the Executive Committee and, upon suspension, shall cease all operations. Any assets shall be frozen until a resolution has been approved at a General Meeting dissolving the Group or otherwise.

6.10 All Society goods and equipment assigned to Groups or individual members of the Society is to remain the property of the Society and

cannot be disposed of without the written permission of the Executive Committee.

7. Meetings

7.1 An AGM shall be held ***within fifteen (15) months of the previous meeting, at a date to be fixed by the Executive Committee***, at which, members of the Executive Committee present their reports and the Treasurer submits a financial statement. ***All members to be informed at least 28 days in advance of such meeting either by post, electronic communication(e-mail) or a notice being given in the Society journal (see Clause 10).*** A quorum at an AGM will be a minimum of 50 members of the Society, which must include more than 50% of the Executive Committee members.

7.1.1 If a quorum is not present within 30 minutes of the appointed start time of the proposed meeting, then the meeting will be adjourned and reconvened to such time and place as the Executive Committee shall determine. The Executive Committee must give at least 14 days' notice of the date of the reconvened meeting, which must state the date, time, and place of the meeting. If no quorum is present at the reconvened meeting, then those members present at that time shall constitute the quorum for that meeting.

7.1.2 An EGM may be convened at the request of the Executive Committee or at the request of 50 members, with prior written notice being sent to the full membership at least 28 days before the meeting. ***Such notice must state the business to be discussed at said meeting.*** A quorum at such a meeting shall consist of not less than 50 members which must include more than 50% of the Executive Committee members if the EGM is convened by the Executive Committee members and of whom at least 35 shall be signatories to the notice calling if 50 members convene it. Decisions at the meeting shall be by simple majority except where the resolution refers to items in Clause 8. If, at this EGM, there are insufficient members attending to be quorate, then no vote will be taken, and no second meeting shall be called.

7.2 Voting shall be in accordance with Clause 7.4,

7.3 The electorate for General Meetings shall consist of all fully paid up members of the Society. A fully paid up member is one whose subscription for the current calendar year has been received by a member of the Executive Committee 28 days before the date of the General Meeting. The result of the vote shall be on a simple majority. Voting will be by a show of cards supplied to current members on signing in at the General Meeting.

7.4 Every member and member organisation shall have only one vote, except for family membership, which shall have two votes.

7.5 The business at the AGM, shall consist of the following items:

- a) to accept the Minutes of the last AGM**
- b) to consider any matters arising from those minutes**
- c) to receive the report(s) on the activities of the previous year**
- d) to receive and adopt the financial accounts of the Society**
- e) to confirm and approve the appointment of the Independent Examiner for the following year**
- f) to approve, if required, any change in the annual membership subscriptions**
- g) to discuss and take decisions, including voting, on any submitted motions**
- h) to elect the officers of the Society, and other members of the committee**

8. Amendments.

8.1 Except for matters dealing with the annual rate of subscription this constitution may be amended by a resolution passed by not less than two thirds of the members present and voting at a General Meeting provided that 28 days' notice of the proposed amendment(s) has been sent to all members and provided that no amendment may be made which would have the effect of making the Society cease to be a charity at law and provided that no alteration that would confer any benefit on any member of the Executive Committee shall be made except with the prior written consent of the Charity Commission.

8.2 The annual subscription rates may be amended at a General Meeting, by a simple majority of those attending and entitled to vote. The

Chair of the meeting shall in this instance have a casting or second vote. Voting shall be in accordance with Clauses 7.3. and 7.4.

9. Finance.

9.1 The Executive Committee shall comply with the accounting requirements of the Charities Act 2011, relevant to the income and expenditure of the Society regarding:

9.1.1 The keeping of accounting records of the Society.

9.1.2 The preparation of annual statements of account for the Society.

9.1.3 The auditing, or independent examination, of the statements of account of the Society.

9.1.4 The preparation of an annual report and the sending of it together with the statements of account to the Charity Commission.

9.1.5 The preparation of an annual return and its transmission to the Charity Commission.

9.2 All bank accounts for the Society and its Groups shall have the name of the Leicestershire & Rutland Family History Society in their title and shall have at least two signatures of members of either the Executive Committee or the relevant Group Committee for each transaction.

9.3 The income and property of the Society shall be applied solely towards the promotion and execution of the objects of the Society (see Clause 2), and no portion thereof shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Executive Committee except with the prior written consent of the Charity Commission. However, payment may be made in good faith for reasonable and proper out-of-pocket expenses incurred on behalf of the Society.

9.4 The Society shall provide funds to the Groups appropriate to their size and activities. Each Group shall open a bank account which shall be run in accordance with the Charities Act 2011. The monies in the Group bank accounts shall always remain the monies of the Society and shall be subject to the same rules as in Clause 9.1.

9.5 The Financial year of the Society shall end on the 31st December each year.

10. Notices

10.1 All notices given by or to the Society **shall** be given in writing or by electronic communication. Where the notice is sent by the Society to the member, then if sent in writing it shall be sent to the members last known address, or by using electronic communication to the members last known electronic communications address held by the Society.

10.2 The notice may also be given in any journal published by the Society. If the notice relates to an AGM/EGM, then there must be at least 28 clear days given.

10.3 Proof that an envelope was properly addressed and posted shall be conclusive proof that a notice was given and sent.

10.4 A notice sent by electronic communication, shall be deemed to have been sent and received, 48 hours after it was sent.

11. Dissolution

11.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Society, they shall call a meeting of all members of the Society giving a minimum of 21 days' notice stating the terms of the resolution to be proposed. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realize any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the object of the Society as the members of the Society may determine, or, if that cannot be done, shall be applied for some other charitable purpose.

12. Indemnity

12.1 The Society shall indemnify the Officers and members of the Executive Committee, and any ordinary member acting with the Authority of the Executive committee, from and against all claims, liabilities and demands which are for any act done in good faith on behalf of the Society.