

CONSTITUTION

LEICESTERSHIRE AND RUTLAND FAMILY HISTORY SOCIETY

Registered Charity Number 518870

Adopted: 1998, Revised: 2002, 2005, 2019, 2020, 2022

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

3. Powers

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

- 3.1 To hold lectures, discussions, meeting, outings, issue publications and organise research visits for the members of the Society and interested members of the public.
- 3.2 To hold and maintain a library of materials for the use of Society members and members of the public.
- 3.3 To preserve, transcribe and publish historical genealogical source information in any relevant format.
- 3.4 To pursue collaborative actions with similar societies and with established supportive bodies such as churches, libraries, records offices, and educational institutions.
- 3.5 To support the activities of the Family History Federation (the operating name of the Federation of Family History Societies) in its pursuit of these and similar objectives.
- 3.6 To purchase, rent, lease or exchange any property necessary for the achievement of the objects of the Society, and to maintain and equip it for such use.
- 3.7 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 The Society shall be affiliated to the Family History Federation and, potentially, with other charitable organisations 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 shall utilise forms authorised by the Executive Committee.
- 5.2 The Executive Committee of the Society shall determine classes of membership.
- 5.2.1 Any changes to the membership class structure shall be ratified at an Annual General Meeting.
- 5.3 Subscriptions shall be payable on January 1st each year in respect of the calendar year just beginning, at rates determined by the Executive Committee and approved by a previous Annual General Meeting. After such approval, the rates so approved may be varied at an Extraordinary General Meeting convened at the request of the Executive Committee and taking place before the relevant January 1st. There shall be rates for each class of membership.
- 5.4 The Executive Committee is authorised to reprimand, suspend or propose expulsion of 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 any subsequent proposed expulsion at the next Society Annual General Meeting, where they have the right to address the meeting, but not to vote on the matter itself.
- 5.4.2 A 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 clauses 3.1 and 3.2 above, then a reasonable donation shall be invited. If the activity incurs an extraordinary direct cost to the Society (e.g., transport hire, entrances fees, etc.) then a relevant charge shall be made at a rate determined by the Executive Committee. 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 Annual General Meeting 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% rounded up to the nearest whole number. If required, the Chair shall have a casting vote.
- 6.4 Vacancies on the Executive Committee occurring between Annual General Meetings 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 Annual General Meeting. 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 Annual General Meeting shall be submitted to the Secretary in writing, not less than twenty-eight days before the date of the Annual General Meeting. 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 shall 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 three 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 shall remain the property of the Society and may not be disposed of without the written permission of the Executive Committee.

7. Meetings

- 7.1 Any Society meeting may be held (a) physically (b) online as a virtual meeting or (c) as a hybrid meeting combining attendance in person and online as circumstances dictate or the Executive Committee decide and shall proceed in accordance with any rules or structures determined by the Executive Committee and communicated ahead of the meeting.
- 7.1.1 A person entitled to attend and vote at a meeting may participate by being physically present at the location of the meeting or, if it is held virtually or as a hybrid meeting, participation in the meeting shall be taken to be presence in person.
- 7.1.2 A person attending a meeting virtually shall have the same rights to receive notice, vote or otherwise participate in the meeting as they would have if attending the meeting in person.
- 7.1.3 For any General Meeting (whether physical, virtual or hybrid) there shall be a Registration Procedure as determined by the Executive Committee. Notification of the Registration Procedure shall comply with notification requirements for General Meetings, as detailed elsewhere in this Constitution.
- 7.1.4 For any General Meeting (whether physical, virtual or hybrid) management of the meeting and interaction processes (including voting) shall be as determined by the Executive Committee, communicated to the membership as part of the notification process and reiterated at the actual meeting.
- 7.1.5 For any virtual or hybrid General Meeting, as part of the notification process, the membership shall (a) receive copies of all reports and information content pertaining to the meeting and (b) be invited to, by a specified date, submit any questions arising. The Executive Committee shall undertake to provide answers to any such questions at the meeting.
- 7.1.6 For any virtual or hybrid General Meeting the membership shall be invited to submit, by a specified date, questions on any matters arising from the meeting. The Executive Committee shall undertake to provide answers to any such questions by publication in the edition of the Journal next following the date of the meeting.
- 7.2 An Annual General Meeting shall be held within fifteen months of the previous Annual General Meeting, at a date determined by the Executive Committee, at which members of the Executive Committee shall present their reports and the Treasurer shall submit a financial statement. All members shall be informed at least twenty-eight days in advance of such meeting either by post, electronic communication or a notice published in the Society journal (see Clause 10).
- 7.2.1 A quorum at an Annual General Meeting will be a minimum of 2% of the membership of the Society at the time of the meeting, which must include more than 50% of the Executive Committee members.
- 7.2.2 If a quorum is not present at the appointed start time of the Annual General Meeting, then the meeting shall be adjourned and reconvened at such time and place as the Executive Committee shall determine. The Executive Committee shall give at least fourteen days' notice of the date of the reconvened meeting (by any means deemed relevant by the Executive Committee). Such notice shall 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.

- 7.2.3 An Extraordinary General Meeting may be convened at the request of the Executive Committee or at the request of a minimum of 2% of the membership. Prior written notice shall be sent by post or electronic communication to the full membership at least twenty-eight days before the meeting. Such notice shall state the business to be discussed at the said meeting.
- 7.2.4 A quorum at an Extraordinary General Meeting *convened by the Executive Committee* shall consist of not less than 2% of the membership of the Society, which must include more than 50% of the Executive Committee members.
- 7.2.5 A quorum at an Extraordinary General Meeting *convened by the membership* shall consist of at least 70% of the signatories to the notice calling the meeting.
- 7.2.6 Decisions at an Extraordinary General Meeting shall be by simple majority except where the resolution refers to items in Clause 8.
- 7.2.7 If, at an Extraordinary General Meeting, there are insufficient members attending to be quorate (as detailed in 7.2.4 and 7.2.5 above) then no vote will be taken and no second meeting shall be called.
- 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 twenty-eight days before the date of the General Meeting.
- 7.3.1 The result of any vote shall be by a simple majority. Voting shall be by a style or method determined by the Executive Committee and communicated to the membership at least twenty-eight days prior to the General Meeting.
- 7.4 Every member and member organisation shall be entitled to only one vote, except for family membership, which shall have two votes providing that both registered members are in attendance at the meeting.
- 7.5 The business at the Annual General Meeting, shall consist of the following items:
- a) to accept the Minutes of the last Annual General Meeting
 - 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
- 7.6 In the event that circumstances beyond the control of the Executive Committee prevent any execution of an Annual General Meeting as originally planned and communicated (for example force majeure, flash flooding of the venue, late venue cancellation, external legal or H&S incidents, technical failure, etc.), then the Executive Committee shall have the authority to cancel or suspend the Annual General Meeting.
- 7.6.1 The Executive Committee shall ensure that all members are notified in a timely manner of the cancellation of the Annual General Meeting, using post or electronic communication, with the reason explicitly described.
- 7.6.2 Notification of the rearranged Annual General Meeting shall comply with 7.2.2 (above).

- 7.6.3 In the event of a postponement, suspension or adjournment, no business shall be transacted at the relevant reconvened meeting other than the business left unfinished from the meeting that was postponed, suspended or adjourned.

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:
- 8.1.1 Twenty-eight days' notice of the proposed amendment(s) has been sent to all members.
- 8.1.2 No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- 8.1.3 No alteration may be made that would confer any benefit on any member of the Executive Committee, 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 December 31st 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 member's last known address. If sent using electronic communication, it shall be sent to the member's last known electronic communications address.
- 10.2 The notice may also be given in any Journal published by the Society. If the notice relates to an Annual General Meeting or Extraordinary General Meeting then there must be at least twenty-eight clear days' notice given.
- 10.3 For postal notices, 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 forty-eight 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 twenty-one days' notice (by any means deemed relevant by the Executive Committee) and 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.

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