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# The Cheshire Heraldry Society Constitution

## **1. Name**

The Name of the Society shall be **The Cheshire Heraldry Society**, hereafter referred to as the Society.

## **2. Objects**

The Society is an educative and research-based association devoted to the development and sharing of information and resources related to the art and science of heraldry.

The objectives of the Society shall be:

- a) To promote and encourage the study of heraldry in the county of Cheshire.
- b) To promote the preservation, security and accessibility of relevant archival and other material.

## **3. Powers**

In furtherance of the above objectives but not further or otherwise the Society may:

I. Organise meetings, lectures and educational activities for Society members and interested members of the general public.

II. Purchase books, manuscripts, equipment, furniture and other items for the use of Society members and, where practicable, extend this to interested members of the general public.

III. Preserve, transcribe and publish source material including documents and monumental inscriptions.

IV. Pursue collaborative action with supportive bodies.

V. Promote and engage in educational activities including publishing and publicising research findings and other relevant information in a Society newsletter or other appropriate publication, including the sale of appropriate material, providing that no activities of a permanent trading nature shall be undertaken by the Society.

VI. Obtain, collect and receive money and funds by way of contributions, legacies, grants and any other lawful method.

VII. Do all such things as are necessary for the furtherance of the objects of the Society.

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#### **4. Affiliation**

The Society shall seek to become a member of The Heraldry Society (Registered Charity No. 24156) and shall have the power to guarantee its debts in the event of its insolvency up to the sum of £1. The Society shall have the power to associate with other organisations whose objectives are deemed compatible and mutually supportive.

#### **5. Membership**

a) Membership of the Society shall be open to all persons showing genuine interest in the Society's objectives.

b) Classes of membership shall be determined by the Executive Committee of the Society and may include categories such as Ordinary, Life, Family, Student, Honorary and Institutional. Voting rights for such classes will be determined at the same time.

c) Subscriptions shall be payable at a time and rate determined by the Society's Executive Committee subject to any resolution passed at an Annual General Meeting [AGM].

d) The Society's Executive Committee may, by unanimous vote, withdraw membership from members whose activities are considered prejudicial to the objects of the Society. Before the Executive Committee takes its final decision such a member will have the right to be heard in person and, if wished, to be accompanied by a friend. A suspended member has a right of appeal to an Annual or Extraordinary General Meeting [EGM].

e) All members agree to be bound by this Constitution, a copy of which is available on the Society website or will be provided on paper when requested.

#### **6. Administration**

a) The Society shall be administered by an Executive Committee consisting of no less than 3 and no more than 9 Society members, including the Secretary and Treasurer. A quorum shall be 3 members. A Committee Chairperson will be selected by the Committee on a rotating basis. The Committee shall consist of the Committee Chairperson, Secretary and Treasurer together with any other officers or Committee members Elected at an Annual General Meeting. Elected officers may include a Membership Secretary and Newsletter Editor but the positions to be filled will be agreed by the Committee and ratified at the next Annual General Meeting. In the periods between Annual General Meetings the Committee may fill any officer post either by allocating these functions to its existing members or by the cooption of up to 4 Society members. The Committee may also co-opt individuals on an annual basis to undertake other tasks deemed relevant to the Society's objectives and for the proper and effective administration of the Society's affairs.

b) The officers and other members of the Committee shall be elected or, at the end of their term, re-elected at an AGM. Nominations shall be submitted to the Secretary not less than 2 weeks before the meeting takes place. If insufficient nominations have been received prior to the meeting the Chair may accept nominations at the meeting from the floor. Nominees must be proposed and

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seconded by paid-up members of the Society. Officers and Committee members will be elected for 3 years or to the next AGM to be held after the end of the 3 years. Officers or Committee members appointed by the Committee will be approved at the next AGM and will be subject to a maximum term of office of 3 years from the date of the AGM at which they are confirmed, or to the next AGM after the expiry of the 3 years, at which point they may be re-elected.

c) The Committee shall make decisions at meetings or by organising postal or email ballots. Committee decisions shall be by a simple majority consisting of at least 2 affirmative votes out of a minimum of 3 or, if balloting the membership, by a simple majority of those voting with a minimum number of recorded votes equal to 20 per cent of the membership. In the event of a tie, the current Chair of the Committee may use a casting vote or chose to hold the matter over for a fresh resolution to be put to Committee.

d) The Secretary or Treasurer may individually authorise expenditure up to £50 and jointly up to £100. Larger amounts will be planned in advance and authorised by the Committee.

e) The Committee may:

1. appoint sub-committees as necessary.
2. approve forms of association with local branches of the Society and have the power to suspend or break the association if such a branch is considered to be in breach of the objects of the Society, subject to appeal to an AGM or EGM.

f) Only fully paid-up members of the Society may vote. Paid-up members may nominate other paid-up members as proxy to vote for them at an AGM or EGM provided that a personally signed letter to that effect has been received by the Secretary at least 7 days before the meeting. Proxy votes will not count towards a quorum or be available in relation to proposed amendments to this Constitution. Every paid-up member shall be entitled to receive notices of and attend and speak at each AGM or EGM.

g) The AGM shall appoint an individual to verify the Society's accounts at the end of the Society's financial year. If required by law, auditors or independent examiners of the accounts of the Society shall be appointed at the AGM to audit or examine the accounts referred to in Clause 10 c) below.

## **7. General Meetings**

a) An Annual General Meeting shall be held on a date to be decided by the Executive Committee and when an account of the Society's activities and finances shall be presented. All Annual General Meetings shall be held in Cheshire. Formal notice of the AGM shall be issued at least 28 days beforehand. The quorum of an AGM shall be 6, or 5 per cent of the Society's membership, whichever is greater. The Society Chairman will be nominated by the Committee and approved at an AGM and normally will be responsible for chairing AGMs, EGMs and Conferences and be subject to election as an officer of the Society.

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b) An Extraordinary General Meeting may be convened at the request of the Executive Committee or of 10 per cent of the membership or 20 members with voting rights whichever is the lesser. Prior written notice will be issued to members at least 56 days beforehand. A request for an EGM from the membership must be sent to the Secretary together with the resolutions it is wished to present. The Secretary will arrange for such a meeting as soon as practical but not later than 4 months from the receipt of the request. A quorum at such an EGM shall be not less than 10 members or 20 per cent of the voting membership whichever is greatest.

c) Decisions at AGMs and EGMs will be by simple majority subject to clauses 8 and 12 below. The Society President may use a casting vote but may choose to hold over a decision to the next General Meeting, Annual or Extraordinary.

### **8. Amendments to this Constitution**

The Constitution may be amended at an AGM or an EGM provided the proper notice has been given and such notice includes notice of the resolution and sets out the proposed alteration. Resolutions will only be passed if supported by a two-thirds majority of those members with voting rights who are present and voting. Amendment may also be made by two-thirds majority of those voting in a postal/email ballot of the voting membership when at least 25 per cent respond.

No such alteration may be made which would have the effect of making the Society cease to be a charity at law.

No amendment may be made to Clause 1 (name clause), Clause 2 (objectives clause), Clause 10 a) (Executive Committee members not be personally interested clause), Clause 12 (dissolution clause) or to this Clause without the prior consent in writing of the Commissioners.

Prior notice of any proposed amendment to the Constitution shall be given in writing to the Society Secretary at least 42 days before an Annual General Meeting or with a request for an Extraordinary General Meeting as provided for in Clause 7 b) above.

The Society Secretary will promptly send to the Commissioners a copy of any amendment made under this clause.

### **9. Notices**

Notices referred to in this Constitution shall be deemed to be served when posted to the last known address or emailed to the last known email address of the member.

### **10. Finance**

a) All income and property of the Society shall be applied solely towards the promotion and execution of the objects set out in Clause 2 above. No officer or member shall receive disbursements from the Society's funds unless it is by way of reasonable out-of-pocket expenses incurred on the Society's behalf or the payment of an approved fee when engaged as a speaker.

b) The Executive Committee shall maintain proper account books recording all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place.

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c) The Society's financial year shall commence on 1<sup>st</sup> January and accounts shall be prepared in relation to each accounting year. A copy of the accounts shall be presented for approval to the members at the Annual General Meeting. A copy shall be made available to all Society members as soon as practicable.

d) The Society shall keep its funds at a bank or building society approved under UK law and shall appoint 3 authorised signatories, the signatures of any two being required for payments over £100 and on other documents. If more than one account is seen to be in the interests of the Society, such accounts may be held at a different bank or building society.

e) The annual accounts shall be verified by an individual appointed under Clause 6g) prior to being presented to the members.

**11. Trustees**

The Executive Committee may appoint not less than 3 people to hold property in trust for the Society.

**12. Dissolution**

The Society may be dissolved by a resolution passed by not less than two thirds of those members present with voting rights at either an AGM or an EGM called for the purpose and in accordance with the procedures in clause 7 b). The resolution shall include instructions for the disposal of any assets or collections held by the Society (after all debts and liabilities have been settled) such that they shall be transferred to another charitable organisation or institution having objectives similar to those of the Society.

**13. Indemnity**

The members of the Executive Committee shall each be indemnified by the Society against any liability claims or demands arising from any action done in good faith by them on behalf of the Society or its members in the administration of the Society

Adopted .....