

DEVON FAMILY HISTORY SOCIETY

Constitution adopted on the 6th day of October 2018

1. Name

The name of the Society shall be Devon Family History Society, hereinafter called 'the Society'.

2. Aims

The Society's objects are to promote the study of genealogy and history, especially of Devon families and places, to educate the public therein through advice and instruction, and, for the public benefit, to encourage the preservation and transcription of relevant documents and records, especially for the county of Devon.

3. Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, who are elected as Trustees, constituted by clause 7 of this constitution.

4. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (c) subject to any consents required by law to sell, lease, license or dispose of all or any part of the property of the Society;
- (d) subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- (e) to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (f) to co-operate with other charities, voluntary bodies, statutory authorities and commercial companies operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (h) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (i) to do all such other lawful things as are necessary for the achievement of the objects.

5. Membership

(a) Membership shall be open to:

- (i) all individuals who wish to further the aims of the Society and who have paid the current annual subscription; provided that the Executive Committee may refuse membership to any person whose membership would, in its judgement, prove detrimental to those aims.
- (ii) any body corporate or unincorporated association which is interested in furthering the Society's work and has paid the current annual subscription (any such body being called in this constitution an associate member).

(b) Subscription rates shall be agreed at the Annual General Meeting. Subscriptions shall be due in advance on January 1st.

(c) Payment of Insufficient Amount to Cover a Membership Subscription.

The Society expects all members to pay the correct level of subscriptions. The Society will make every reasonable attempt to contact those members who pay an amount below the full subscription level and request them to pay the shortfall. Exceptions can be made where the shortfall is too small to be effectively collected. If the member cannot be contacted, then the reduced payment will mean that the subscription paid does not cover the full amount and the member shall be regarded as no longer in membership during the year(s) in which an underpayment is received. This and any subsequent under payment(s) shall not be treated as payment(s) of membership subscriptions but will be treated as donations at the end of the membership year for which it is received.

Where a member cannot be contacted when payments are received via a third party that does not allow direct contact with the sender e.g. BACS, bank transfers, standing orders, direct debits for instance, but not exclusively, and the Society has made every reasonable attempt to contact the member via the third party,

the Society may treat such payments as donations to the Society at the end of the membership year for which it is received without further reference to the member concerned.

The Executive Committee shall have power to waive this decision at its discretion and have the discretion to refund underpayments if requested.

(d) Each membership number (excluding associate members) shall have one vote.

(e) A magazine or newsletter shall be issued.

(f) Honorary Life Membership (whereby an individual may receive full membership benefits, including voting rights, without payment of a subscription) may be granted by vote at an Annual General Meeting to any member who, in its judgement, has served the Society in an outstanding capacity for many years.

(g) An Honorary President may be appointed by the Executive Committee for a term of one year and shall hold office from the 1st November following the Annual General Meeting. S/he may attend General meetings of the Society but shall have no right to vote in that capacity.

(h) The Executive Committee may unanimously and for good reason terminate the membership of any individual or associate member. Appeal may be made to an independent panel.

6. Groups

(a) In order to further the aims of the Society, but for no other purpose, a group of members resident in any area may, subject to formal recognition by the Executive Committee, form a Group. Once granted, such recognition may only be ended by a resolution passed by the Executive Committee. The Group may be closed by members of the group and the Executive Committee informed.

(b) Meetings of Devon based Groups shall be announced in the Society's magazine and electronically, and all shall be entitled to attend any such meetings.

(c) The members of each Devon based Group shall annually elect a leader to organise the meetings.

(d) Only Devon based groups shall be funded by the Society and all assets, property and monies of these Groups shall belong to the Society.

(e) All other Groups shall be self-funding.

7. Honorary Officers and Executive Committee

(a) The Honorary Officers of the Society shall be the Chairman, Secretary and Treasurer, who shall be elected for terms of three years at the Annual General Meeting.

(b) The Executive Committee shall consist of no more than twelve members being:

(i) three honorary officers, of whom one shall retire each year;

(ii) nine other members, who shall be elected for terms of three years at the Annual General Meeting, and of whom three shall retire each year;

(c) The Executive Committee may co-opt a member to fill any casual vacancy that may arise but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted members shall retire on the following 31st October and a member may be elected at the Annual General Meeting for any remainder of the original term.

(d) Officers and those Executive Committee members that have completed their terms shall retire from office on the 31st October but they may be re-elected for the same position for terms of office which do not exceed a total of nine years. Officers and elected members shall hold office from the 1st November following the Annual General Meeting.

(e) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(f) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the interests of the Society according to the requirements of the Charity Commission.

8. Determination of Membership of Executive Committee

A member of the Executive Committee may not be elected or shall cease to hold office if he or she:

(a) is aged under 18 or is disqualified from acting as a member of the Executive Committee by virtue of sections 178 & 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or if s/he ceases to be a member of the Society.

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

(c) is absent without the permission of the Executive Committee from all its meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

(d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. Executive Committee Members not to be personally interested

(a) Subject to the provisions of sub-clause (b) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

(b) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10. Meetings and proceedings of the Executive Committee

(a) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

(b) Meetings of the Executive Committee shall be chaired by the Chairman or, in his or her absence, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(c) There shall be a quorum when at least one half of the number of members of the Executive Committee for the time being is present at a meeting.

(d) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(e) The Executive Committee shall keep minutes electronically with a hard copy backup of the proceedings at meetings of the Executive Committee and any sub-committee.

(f) The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(g) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee together with invited members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly minuted and circulated to the Executive Committee. The Society's Chairman shall receive copies of the agendas prior to any sub-committee meetings and shall be entitled to attend any such meetings.

11. Property

(a) Subject to the provisions of sub-clause (b) of this clause, the Executive Committee shall cause the title to:

- (i) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities and

- (ii) all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at its pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

12. Receipts and Expenditure

(a) The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank or banks as the Executive Committee shall from time to time decide. All cheques or electronic transactions must be authorised by at least two members of the Executive Committee.

(b) The funds belonging to the Society shall be applied only in furthering the objects.

13. Accounts

The Executive Committee shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the auditing or independent examination of the statements of account of the Society; and
- (d) the transmission of the statements of account of the Society to the Charity Commission.

14. Annual Report and Annual Return

The Executive Committee shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

15. General Meetings

(a) An Annual General Meeting shall be called by the Executive Committee and held in September or October each year, or as soon as practicable thereafter to:

- (i) receive reports and an examined statement of accounts from Officers and the Executive Committee;
- (ii) elect Honorary Officers and members of the Executive Committee to fill vacant places
- (iii) appoint an Auditor or Independent Examiner;
- (iv) receive and debate propositions from the Executive Committee and members of the Society received by 30th June and
- (v) vote on future policy.

(b) The Secretary shall receive nominations for election as an Officer or member of the Executive Committee, accompanied by the acceptances of the nominees personally, by post or electronically, not less than twenty one days before the date of that meeting. Should nominations exceed vacancies, election shall be by ballot.

(c) A member of the Executive Committee shall not be appointed as an Auditor or Independent Examiner.

(d) A Special General Meeting shall be called:

- (i) by the Executive Committee when considered necessary, or

(ii) upon a written request to the Secretary by twenty-five or more members stating the business to be considered. In this event the meeting shall be held not more than six weeks after the request is received.

(e) Members shall be given at least 21 days notice of a General Meeting, either through the Society's magazine or otherwise, but no omission so to notify a member shall invalidate a meeting. All members of the Society shall be entitled to attend and members as defined in 5c shall be entitled to vote at the meeting.

(f) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society.

(g) There shall be a quorum when fifty members of the Society are present at any General Meeting.

16. Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally, electronically or by post, addressed to such member at his or her last known address, and any communication so sent shall be deemed to have been received within 10 days of dispatch.

17. Alterations to the Constitution

Alterations to this constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Society at least twenty-one days before the meeting at which the resolution is to be brought forward. At least fourteen days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alterations proposed; provided that no alteration to clauses 2 (Aims), 20 (Dissolution) or this clause shall be made, and no alteration shall be made which would have the effect of causing the Society to cease to be a charity at law.

18. Review

This constitution shall be reviewed every five years or earlier if required.

19. Constitution

Members may obtain a copy of this constitution without charge on request to the Secretary.

20. Dissolution

The Society may be dissolved by a Resolution passed by two-thirds majority of those present and voting at a Special General Meeting convened for the purpose, of which twenty-one days' notice shall be given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Society, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may with the approval of the Charity Commissioners or other authority having charitable jurisdiction determine.