

Constitution of CUMBRIA FAMILY HISTORY SOCIETY

(Registered Charity Number: 518393)



As amended by the AGM on 11th June 2016.

1. NAME

The name of the **Society** shall be: Cumbria Family History Society

2. OBJECTS

The objects of the Society shall be:

- (a) to promote and encourage the public study of British family history, genealogy, heraldry, and local history with particular, but not exclusive, reference to persons living in or associated with the county of Cumbria, the historical counties of Cumberland, Westmorland, Lancashire north of the Sands and the Sedbergh area of Yorkshire.
- (b) to promote the preservation, security and accessibility of archival material.

3. POWERS

In furtherance of the above objects, but not further or otherwise, the Society shall have the following powers: -

- (a) to hold lectures and discussions, give advice and guidance to and organise events and visits for Society members and interested members of the general public;
- (b) to hold and maintain a library of printed and other works for the use of Society members and, if practicable, to extend this to interested members of the general public;
- (c) to preserve, index, transcribe, copy and publish source material;
- (d) to undertake relevant projects of every kind including (without prejudice to the generality of the foregoing) the recording, transcribing, copying or indexing of archives, manuscripts, registers, records, photographs, portraits, maps, monumental inscriptions and war memorials;
- (e) to pursue collaborative actions with supportive bodies or societies;
- (f) to promote and to engage in educational activities including:
 - i) the issue of a regular journal;
 - ii) The publication and maintenance of a website for the benefit of the Members and general public; and
 - iii) the publication and sale of other appropriate material in manuscript or electronic form or via the internet.

4. AFFILIATION

The Society may seek to become a member of the Federation of Family History Societies (Registered Charity No. 1038721) and shall have the power to guarantee its debts in the event of its insolvency up to the sum of £1. The Society may also affiliate with other charitable organisations whose objects are deemed compatible and mutually supportive.

5. MEMBERSHIP

- (a) Membership of the Society shall be open to all persons showing genuine interest in the support of the Society's objects. Application for membership shall be on a prescribed form as approved by the Society Council from time to time.

- (b) The Society Council may only refuse an application for membership if acting reasonably and properly they consider it to be in the best interests of the Society to refuse an application.
- (c) A decision to refuse an application shall be given in writing to the applicant within 21 days of the decision giving reasons for refusal. The applicant may make written representations about the decision and the Society Council must consider these and notify the applicant of their decision in writing within a reasonable time, this decision will be final.
- (d) Classes of membership, which shall include Ordinary Members, the fees applicable to each class, and the time at which they fall payable shall be determined by the Society Council at the AGM each year.
- (e) All memberships shall only be granted upon receipt of a valid application and payment of memberships fees, unless decided by the Society Council and shall be known as the **Members**.
- (f) Fully paid up Ordinary members, as named in the membership list, shall have full voting rights. Other membership classes do not confer voting rights unless approved by the Society Council. Membership rights are not transferable.
- (g) The Society Council shall keep a register of the names and addresses of the members of the Society and shall be responsible for keeping it up to date and in compliance with the Data Protection Act 1998 and any subsequent or other legislation.
- (h) Membership shall be terminated:
 - i) by death or, if an organisation, it ceasing to exist; or
 - ii) by written resignation to the Secretary or other appropriate officer of the Society; or
 - iii) if any sum due to the Society from the member remains unpaid in full within 6 months of it falling due, unless the Society Council resolves there are extenuating circumstances to permit the membership to continue; or
 - iv) if the Society Council by simple majority of those present at a meeting, resolve that it is in the best interests of the Society that his or her membership is terminated. Such a resolution to terminate membership may only be passed by the Society Council and if:
 - a) at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed is given to the member and
 - b) such member or if he prefers a representative of the member (who need not be a member of the Society) has been given the right to make representations in writing to the Society Council before a final decision is taken by the Society Council.

6. TRUSTEES

- (a) The trustees of the Society are those who have been a Member for at least one year and then elected and registered with the Charity Commission (the **Trustees**) who have the general managerial responsibility with regard to the Society; this includes the Treasurer, Secretary and Chairman. The Trustees are nominated by the Members prior to the AGM and elected by the majority of Members at the AGM.
- (b) There shall be a minimum of 5 but no more than 7 Trustees elected at any one time.
- (c) A Trustee must declare the nature and extent of any interest direct or indirect that could purport to be of a conflict of interest before they are formally elected in the minutes of the AGM.

- (d) The Trustees may delegate any of the powers to the Society Council.
- (e) A Trustee shall resign after 5 years in office (the **Resigned Trustee**). A Resigned Trustee may be re-elected on an annual basis, at the same AGM in which they resign, by the Members should there be no new nominations received.
- (f) If a new nomination is received and the Resigned Trustee is also nominated again by the Members, then this shall be decided by majority vote at the AGM of the Members.

7. ADMINISTRATION

- (a) The Society shall be administered by a **Society Council** consisting of
 - i) The Trustees, as elected under clause 6; and
 - ii) A number of Members, as agreed by the Trustees, to be part of the Society Council to aid and assist (the Trustees) in a specific area of the Society's management such as, but not limited to, Webmaster, Publication Officer, and Pedigree Collator (the **Management Members**)
- (b) All of the above must have been voting members of the Society for a period of at least 1 year and have the required skills and ability to fulfil their role (**Society Council Members**).
- (c) A quorum of the Society Council shall consist of two-thirds of those serving on the Society Council. Society Council Members may appoint another Member or the Chairman of the meeting as their proxy.
- (d) The appointed Chairman shall chair all meetings of the Society Council, however in the event the Chairman is unable to be present or fails to be present within 15 minutes of the appointed starting time of any meeting, then the Chairman may either nominate who shall chair the meeting or those Society Council Members present may decide by majority who shall chair the meeting.
- (e) The Society Council Members shall be appointed at the AGM by the Trustees and their terms of office shall commence with the declaration of the election results at the AGM. Nominations should be submitted in writing not less than 21 days before the day on which the AGM is to take place. If insufficient nominations have been received to fill the vacancies the Chairman may, at his discretion, take nominations from the floor at the AGM and failing that allow the Trustee(s) to be nominated in addition to their role under clause 6.
- (f) The Society Council shall have the power to co-opt Members to fill casual vacancies (up to the next General Meeting) on the Society Council, as well as to invite individuals on an annual basis to undertake other tasks which are deemed to be necessary for the proper and effective administration of the Society's affairs.
- (g) All Management Members shall be eligible for re-election upon completion of their 5-year term of office unless 21 days' notice of their resignation is received, prior to the expiry of their term.
- (h) Management Members may be reelected in line with clause 6(e).
- (i) For the avoidance of doubt, Management Members are not Trustees of the Society and shall only carry out definitive roles and shall not carry out the general management of the Society.
- (j) If required by law Auditors or Independent Examiners of the Accounts of the Society shall be appointed at the Annual General Meeting to carry out the audit or examination duties referred to in Clause 10(c) below.

8. BRANCHES

- (a) The Society Council shall have the power to establish branches in furtherance of the Society's objects and on such terms as the Society Council shall prescribe. In the event

of a branch being formed any property or funds acquired by it shall belong to the Society.

- (b) Each branch so established shall comply with this Constitution and act in pursuance of its objects and be subject to regulations or bye-laws approved by the Society Council. Such Regulations shall include provisions dealing with the maintenance of a bank account by the branch, an acknowledgment that it forms part of the Society and that it will comply with the Society's Constitution.
- (c) A branch may be suspended at any time by a resolution of the Society Council or dissolved on a resolution of the members at a General Meeting (including an Annual General Meeting) of the Society. Such resolutions shall give directions and instructions as to the transfer of assets and responsibility for liability of the branch during suspension or following dissolution as the case may be.
- (d) subject to the above, a branch may generally manage their own affairs but shall not pledge the credit of the Society.

9. GENERAL MEETING

- (a) An Annual General Meeting (**AGM**) shall be held once a year at such time (not being more than 15 months after the holding of the preceding AGM) and place as notified to the Members. The Society Council members shall present their reports on the society since the date of the last AGM at this AGM. Notice in writing of this meeting and the agenda of items to be considered shall be given to Members entitled to attend and vote at least 21 days prior to the event. At such AGM the business shall include but not be limited to:
 - (i) the election of officers and members of the Society Council;
 - (ii) the appointment of an auditor or independent examiner if required by law;
 - (iii) the consideration and approval of the Society's relevant annual account before the Members; and
 - (iv) the consideration of the reports presented by the Society Council before the Members.
- (b) An Extraordinary General Meeting may be convened either at the request of the Society Council or at the request of 10% of the Members or 20 Members having voting rights (whichever is the lesser) with prior written notice furnished to the Members at least twenty-eight days before the General Meeting setting out the business to be discussed. Except as specified in Clauses 9 and 11 below, decisions at the General Meeting shall be by simple majority of those in attendance.
- (c) Only Members shall be entitled to one vote at an AGM or an Extraordinary General Meeting.
- (d) No business shall be carried out at the AGM or an Extraordinary General Meeting unless a quorum is present. A quorum shall be 30 Members or failing that, at least 20% of the total members of the Society entitled to vote at a General Meeting of the Society present who are entitled to attend and vote upon the business to be conducted at the relevant General Meeting
- (e) If a quorum is not present within 30 minutes of the time appointed for the General Meeting or if during the General Meeting a quorum ceases to exist, the General Meeting shall be adjourned to such time and place as the Society Council shall determine. The Society Council must re-convene the meeting and must give at least 14 clear days' notice of the re-convened General Meeting stating the date time and place of the General Meeting. If no quorum is present at the re-convened General Meeting within 15 minutes of the time specified for the start of the General Meeting, then the members entitled to vote present at that time shall constitute the quorum for that General Meeting.

- (f) General meetings shall be chaired by the person who has been elected as Chairman of the Society. If there is no such person or he or she is not present within 15 minutes of the time appointed for the General Meeting, then a Society Council member nominated by the Society Council Members present shall chair the General Meeting, but if there is no Society Council Member present and willing to act then the Members present and entitled to vote must choose one of their number to chair the General Meeting.
- (g) Due to the dispersed nature of Membership, it shall be permitted for Members and Society Council Members to attend and vote by proxy or by Electronic Attendance, in accordance with clauses 15 and 16.

10. NOTICES

- (a) All notices to be given by or to the Society must be:
 - i) in writing or;
 - ii) given by electronic communications.
- (b) the Society may give notice to a member either
 - i) personally or;
 - ii) by sending it by post in a prepaid envelope addressed to the member's last known address or;
 - iii) leaving it at the member's last known address or;
 - iv) by using electronic communications to the member's email address last known to the society or;
 - v) by publishing on the website under 'notices'.
- (c) A member present in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (d) proof that an envelope was properly addressed prepaid and posted shall be conclusive evidence that the notice was properly given and proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given.
- (e) a notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of electronic communications 48 hours after it was sent.
- (f) Failure by any member to receive notice validly served, for whatever reason, shall not be held as a reason to invalidate any meeting.

11. CONSTITUTION

- (a) Subject to the following provisions of this clause, the Constitution may be altered only at an AGM or at an Extraordinary General Meeting of the Society at which proper Notice has been given (as provided by clause 9 (d) below) such Notice to include notice of the Resolution setting out the terms of the proposed alteration. The Resolution must be passed by not less than two-thirds of the votes of those present and entitled to vote present at the meeting, either in person, by proxy or electronically.
- (b) No such alteration may be made which would have the effect of making the Society cease to be a charity at law.
- (c) No amendment may be made to clause 1 (name clause), clause 2 (objects clause), clause 10 (Society Council Members not be personally interested clause), clause 11 (dissolution clause) or this clause 9 without the prior consent in writing of the Charity Commissioners for England and Wales ("the Commissioners"). Proposals for constitutional amendments shall be submitted to the Society Council of the Society at least ninety days prior to the day on which the AGM or Extraordinary General Meeting is to be held.

- (d) The Society Council should promptly send to the Commissioners a copy of any amendment made under this clause.

12. FINANCE

- (a) All income and property of the Society, shall be applied solely towards the promotion and execution of the objects of the Society as defined in Clause 2 above, and no portion thereof shall be paid or transferred directly or indirectly in any manner to any member of the Society Council or Society PROVIDED THAT nothing herein shall prevent reimbursement of reasonable out-of-pocket expenses properly incurred on behalf of the Society (including but not limited to the payment of a fee approved by the Society Council when engaged as a speaker).
- (b) The Society Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place.
- (c) The Society's financial year shall commence on 1 January and annual accounts shall be prepared in relation to each calendar year. A copy shall be made available to all Members as soon as practicable. Where appropriate or necessary the Society's annual accounts shall be audited or independently examined as required by law prior to being approved by the Society Council and laid before the Members.

13. DISSOLUTION

- (a) The Society may be dissolved by a resolution passed by not less than two-thirds of those Members present, in person, by proxy or electronically, with voting rights at either an AGM or Extraordinary General Meeting called by the Society Council following their decision that it is necessary or advisable to dissolve the Society and for which twenty-one days' prior notice (stating the terms of the resolution to be proposed) has been given in writing. Such a resolution may include instructions for the disposal of any assets held by the Society.
- (b) if the Resolution is passed to dissolve the Society, the Trustees shall remain in office as charitable trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
- (c) the Society Council must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (d) the Society Council must apply any remaining property or money:
- i) directly for the objectives of the Society;
 - ii) by transfer to any charity or charities whose purposes are the same as or similar to the Society as resolved by the members of the Society or if none is resolved by the members then as the Trustees select;
 - iii) or in such manner as the Commissioners may approve in writing in advance;
- (e) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.
- (f) The Society Council must notify the Commissioners promptly that the Society has been dissolved and if they are obliged to, send the accounts of the Society for the accounting period which ended before its dissolution, they must send the Society's final accounts to the Commissioners.
- (g) The Society Council may elect to take out and be paid out of Society funds, any further insurance considered necessary, depending on circumstances prevailing on the dissolution of the society.

14. INDEMNITY

- (a) The members of the Society Council shall each be indemnified by the Society against any liability claim or demand arising from any action taken or omission in good faith by them on behalf of the Society or its Members in the administration of the Society to a level deemed appropriate by the Society Council.
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with and subject to Section 73F of the Charities Act 1993 or any subsequent revision.

15 PROXIES

- (a) Members are entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Society. Presence of a Proxy shall be included when deciding the meeting is quorate.
- (b) Proxies may only be validly appointed by a notice in writing (a proxy notice) which is approved by Society Council and annexed to the back of this document. It must be completed by the Member and include:
 - i) states the name and address of the Member appointing the proxy;
 - ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - iv) is delivered to the Society in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.
- (c) A proxy notice which is not delivered in such manner shall be invalid unless the Society Council, in their discretion, accept the notice at any time before the meeting
- (d) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (e) Unless a proxy notice indicates otherwise, it must be treated as:
 - i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- (f) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (g) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (h) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (i) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

16. ELECTRONIC ATTENDANCE

- (a) The Society Council shall have the option to allow, as decided by the majority, attendance at a meeting (both of the Society Council and/or general meeting) by Electronic Attendance (this includes audio or visual link) where it is deemed practicable and to allow delivery of the interests of both the Society as a whole and the society's members.
- (b) Only Members may attend electronically. A proxy may not attend electronically.
 - i) Members are entitled to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Society via Electronic Attendance provided that: the Society Council has allowed Electronic Attendance in that case;
 - ii) that the member wishing to attend Electronically has validly served the Society with the appropriate Electronic Attendance Form (which is decided upon by the Society Council from time to time); and
 - iii) in line with the same provisions as Clause 15

This document was prepared on the model constitution for Societies which are unincorporated associations with alternative clauses if they seek charitable status to become charities prepared for use by the Federation of Family History Societies members – September 2011.

Amended by Cumbria Family History Society 10 June 2016

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