

THE DUGDALE SOCIETY

CONSTITUTION

adopted at the Special General Meeting held on 31 October 2020

A Name

The name of the Association is THE DUGDALE SOCIETY ('the Society'), a registered charity.

B 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 Council, constituted by clause H of this constitution ('the Council').

C Objects

The Society's objects ('the objects') are to promote the advancement of education of the public concerning the history of the county of Warwickshire, in particular by the publication of original documents, papers and other forms of literature or media determined by the Council of the Society to be appropriate.

D Powers

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

- (1) power to raise, deposit and invest funds and to invite and receive contributions, provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (3) power to appoint and constitute such advisory committees as the Council may think fit;
- (4) power to do all such other lawful things as are necessary for the achievement of the objects;
- (5) power to preserve any such historical records pertinent to the Society for the benefit of the public.

E Membership

(1) Membership of the Society shall be open to:

- i) individuals who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the annual general meeting of members, and
- ii) any library, society, organization or corporate body which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a 'corporate member').

(2) Every individual member aged 18 years and over shall have one vote.

- (3) Every corporate member may appoint an individual to represent it and to vote on its behalf at meetings of the Society.
- (4) Each corporate member shall notify the name of the representative appointed by it to the secretary.
- (5) The Council may unanimously and for good reason terminate the membership of any individual or corporate member.
- (6) If any subscribing member is found to be more than two years in arrears, the name of that member shall, after due warning, be removed from the list of members of the Society.

F Publications

- (1) The Society shall publish, as frequently as its resources and circumstances permit, volumes of original documents and occasional papers relating to the county of Warwickshire, and such other record publications as may be decided upon by the Council from time to time.
- (2) Each member, having paid a subscription, shall be entitled to receive a copy of regular publications issued by the Society during the period covered by the subscription.
- (3) Copies of the Society's publications may be sold to non-members.
- (4) The general editor shall be responsible for the issue of publications, subject to the approval of the Council.

G Honorary Officers

At the annual meeting of the Society the members shall elect a president, vice-presidents, a chairman, a vice-chairman, a secretary, a treasurer and a general editor, all of whom shall be aged 18 years or over, who shall hold office from the conclusion of that meeting.

H Council

- (1) The Council shall comprise the chairman, vice-chairman, secretary, treasurer and general editor, and not less than five nor more than fifteen other members, all of whom shall be aged 18 years or over, elected at the annual general meeting. The members of the Council are the trustees of the Society.
- (2) All the members of the Council shall retire from office together at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed.
- (3) The proceedings of the Council shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (4) The Council shall have power to fill by co-option vacancies in its number and also vacancies in the officers of the Society or of the post of independent examiner falling between annual general meetings.
- (5) Nobody shall be appointed as a member of the Council who would, if appointed, be disqualified under the provisions of the following clause.

I Determination of Membership of Council

A member of the Council shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Council by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Council from all of its meetings for a period of more than a year, and the Council resolves that his or her office be vacated;
- (4) is judged by the Council by a two-thirds majority no longer to be acting in the best interests of the society; or
- (5) notifies to the Council a wish to resign.

J Council Members not to be personally interested

No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration other than in accordance with section 185 of the Charities Act 2011 (or any statutory re-enactment or modification of that Act) or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

K Meetings and Proceedings of the Council

- (1) The Council shall hold at least two ordinary meetings each year for which at least 14 days' notice shall be given. A special meeting may be called at any time by the chairman or by any two members of the Council upon not less than four days' notice being given to the other members of the Council of the matters to be discussed.
- (2) The chairman of the Society shall act as chairman at meetings of the council or, in his or her absence, the vice-chairman. If the chairman and the vice-chairman are absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least six members of the Council, including at least one of the officers, for the time being are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Council 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.
- (5) The Council shall keep minutes of the proceedings at meetings of the Council and of any sub-committee.
- (6) The Council 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.
- (7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council 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 reported to the Council.

L Receipts and Expenditure

- (1) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Council in the name of the Society at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council.
- (2) The funds belonging to the Society shall be applied only in furthering the objects.

M Accounts

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

- (1) the keeping of accounting records for the Society;
- (2) the preparation of annual statements of account for the Society;
- (3) the auditing or independent examination of the statements of account of the Society; and
- (4) the transmission of the statements of account of the Society to the Charity Commission.

N Annual Report

The Council 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 its transmission to the Charity Commission.

O Annual Return

The Council 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 return and its transmission to the Charity Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Society which shall be held in the month of October in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Council. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Society. All the members of the Society shall be entitled to attend and those aged 18 years and over to vote at the meeting.
- (3) The president shall be the chairman of annual general meetings but, if he or she is not present, the members present shall appoint a chairman of the meeting before any other business is transacted.
- (4) The Council shall present to each annual general meeting the report and accounts of the Society for the preceding year.
- (5) Nominations for election to the Council must be made by members of the Society in writing and must be in the hands of the secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) The Society's honorary officers, provided for in clause G, shall be elected at the annual general meeting.
- (7) The annual general meeting shall appoint an independent examiner of the accounts.

Q Special General Meetings

The Council may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing, stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society.
- (2) There shall be a quorum when at least twenty members of the Society are present at any general meeting.

S Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary on any member either personally or electronically or by sending it through the post in a prepaid letter addressed to such member at his or her last known address.

T Alterations to the Constitution

- (1) Subject to the following provisions of this clause, the constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause J (Council members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Charity Commission.
- (3) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

The Council shall promptly send to the Charity Commission a copy of any amendment made under this clause.

U Dissolution

If the Council decides that it is necessary or advisable to dissolve the Society it shall call a Special General Meeting of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Council 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 objects of the Society as the members of the Society may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.