

NORTHAMPTONSHIRE FAMILY HISTORY SOCIETY

Registered Charity No. 288668

CONSTITUTION

1 NAME

The name of the Society shall be the Northamptonshire Family History Society.

2 OBJECTS

The objects of the Society shall be to advance education for the benefit of the public in the study of genealogy and family history in general, but with particular emphasis on the county of Northamptonshire.

3 POWERS

- 1) In furtherance of its objects, but not for any other purpose, the Society may:
 - i) arrange meetings, events (such as conferences, visits and exhibitions) and library facilities;
 - ii) produce journals and newsletters;
 - iii) give advice to members of the public regarding their genealogical and family history research;
 - iv) transcribe, copy and index original documents and monumental inscriptions, and make the results available to the public;
 - v) do all such other lawful things as are necessary for the achievement of its objects.
- 2) In the exercise of the above powers, the Society may:
 - i) establish and maintain a presence on the Internet and make use of electronic social media, electronic marketplaces, and other electronic means of communication;
 - ii) hold meetings or other in person or may hold them virtually via an online provider or as a hybrid meeting combining attendance in person and online as circumstances allow and as the Executive Committee decide
 - iii) collaborate or undertake activities jointly with other persons or bodies involved in the education, archive, library and heritage sectors;
 - iv) affiliate to the Family History Federation (and to guarantee its debts in the event of its insolvency up to the sum of £1);
 - v) subscribe or affiliate to any other body concerned with the study of genealogy, family and local history and the preservation of heritage;
 - vi) levy a charge for any publications or services provided by the Society or invite a donation to the Society for same;
 - vii) exercise the powers in clause 9(2) in relation to finance and property.

4 MEMBERSHIP

- 1) Membership of the Society shall be open, on payment of a subscription, to all persons and organisations interested in genealogy and family history.
- 2) The Society shall keep an up-to-date register of the names, postal addresses and any specified electronic addresses of its members in accordance with any requirements of data protection legislation.
- 3) The Executive Committee shall prescribe the categories of membership and may levy different rates of subscription for different categories. The rates of subscription shall be set by the

Executive Committee and ratified by a vote taken on a motion at an Annual General Meeting. All subscriptions shall be payable in advance and shall fall due on 1st July each year.

- 4) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they decide that to do so is in the best interests of the Society. The applicant must be informed in writing of the reasons for refusal within 21 days of the decision, and the Committee must consider any written representations that the applicant may make in response. The decision of the Committee shall be communicated to the applicant in writing and shall be final.
- 5) Membership shall be terminated by:
 - i) death of the member, or, if an organisation, by it ceasing to exist;
 - ii) receipt of a letter of resignation sent to an Officer of the Society;
 - iii) failure to pay a subscription or any other sum due to the Society;
 - iv) termination in accordance with section (6) below;
- 6) The Executive Committee may remove a member from membership by a resolution of the Committee that to do so is in the best interests of the Society. Such a resolution shall only be passed if the member has been given at least 21 days' notice in writing of the Committee meeting at which the resolution will be proposed and the reasons for it, and an opportunity to make representations in writing or in person to the Committee, either himself or by a representative (who need not be a member of the Society).

5 EXECUTIVE COMMITTEE

- 1) The Society shall be administered by an Executive Committee consisting of a Chairman, Vice-Chairman, Secretary and Treasurer (who shall constitute the Officers of the Society) and up to eight other members. The members of the Committee shall constitute the trustees of the Society for the purposes of charity law.
- 2) Every member of the Executive Committee shall be elected at an Annual General Meeting and shall serve until the following Annual General Meeting, when he or she will be eligible for re-election. There shall be no limit on the number of times a candidate may seek election or re-election.
- 3) Every candidate for election or re-election must be a member of the Society aged at least 18, must be nominated and seconded by members of the Society and must give his or her written consent to the nomination. Nominations must be received by the Secretary not later than 14 days before the Annual General Meeting. In the event that insufficient nominations have been received to fill any vacancy, the chairman of the Meeting may seek nominations from the floor.
- 4) A member of the Executive Committee may resign by a letter sent to the Chairman or Secretary and shall in any event cease to be a member of the Committee if disqualified in law from acting as trustee.
- 5) The Executive Committee shall keep minutes of its proceedings and of any sub-committees that it establishes.
- 6) The quorum for meetings of the Committee shall be four, at least one of whom must be an Officer of the Society.
- 7) Except where otherwise provided by this Constitution, every matter requiring a decision by the Executive Committee shall be decided by a simple majority vote of those present and voting.

- 8) A member of the Executive Committee must declare any personal financial or other interest, whether direct or indirect, in a matter under discussion, either at a meeting of the Executive Committee or a General Meeting, and shall not vote on that matter. The member may be asked to leave the meeting while the matter is under discussion.
- 9) In order to facilitate the administration of the Society, the Executive Committee may:
 - i) co-opt members of the Society to fill any vacancies on the Committee, such co-opted members serving until the next Annual General Meeting and constituting trustees under section (1) above;
 - ii) appoint other members of the Society to carry out tasks which it considers necessary for the effective administration of the Society and to attend meetings of the Executive Committee to give reports but not to vote;
 - iii) establish sub-committees to consider any matter;
 - iv) establish Groups and Branches in accordance with clause 7;
 - v) make rules, standing orders, codes of practice and policy statements
 - (a) to govern its proceedings;
 - (b) to give effect to any provisions of or this constitution;
 - (c) to exercise any powers or discretion conferred by this constitution, which shall not be inconsistent with the provisions of this constitution.

6 PRESIDENT AND VICE-PRESIDENTS

The Executive Committee may invite suitable persons to become the President or a Vice-President of the Society for a term of three years. A President or Vice-President shall be entitled to advise the Executive Committee and to attend its meetings but shall not be entitled to vote.

7 BRANCHES AND GROUPS

- 1) The Executive Committee may establish Branches and Groups for specific geographical areas or fields of interest, whose meetings shall however be open to any member of the Society. The constitution and procedures of any such Branch or Group, including if required the establishment and maintenance of a bank account, shall be agreed with the Executive Committee.
- 2) Any funds or property acquired by a Branch or Group shall belong to the Society and no Branch or Group shall pledge the credit of the Society.
- 3) It shall be for the Executive Committee to decide whether a Branch or Group should be suspended or dissolved and the procedure to be followed.

8 GENERAL MEETINGS

Annual General Meeting

- 1) The Annual General Meeting of the Society shall be held, at not less than 28 days' notice, once every calendar year after the end of the Society's financial year and in any event not later than fifteen months from the date of the previous Annual General Meeting.
- 2) The agenda for the meeting shall be published in the above notice and shall include:
 - i) the date, time and details of whether the meeting is to be held at a specified physical location or as a virtual meeting or as a combination of both
 - ii) consideration of the minutes of the previous Annual General Meeting and any subsequent Extraordinary General Meetings;

- iii) presentation of a report of the Society's activities and of the accounting statement for the last financial year;
 - iv) election of officers and other members of the Executive Committee;
 - v) appointment of an independent examiner or auditor to examine or audit the accounts for the next financial year, where required by law.
- 3) Discussion of any matter other than those specified in clause 8(2) shall be allowed at the Annual General Meeting only if it has been specifically included in the published agenda by the Executive Committee either of its own volition or at the request of not less than ten other members of the Society.

Extraordinary General Meetings

- 4) An Extraordinary General Meeting of the Society may be convened, at not less than 28 days' notice, by the Executive Committee either of its own volition or at the request of not less than ten other members of the Society. The notice of the meeting shall state the business to be discussed.

Procedure at General Meetings

- 5) The quorum for a General Meeting shall be ten voting members other than members of the Executive Committee. If no quorum is present, the General Meeting shall be adjourned to a new time and place as the Executive Committee shall decide, but if there is still no quorum at the reconvened General Meeting then the members entitled to vote present at that time shall constitute the quorum.
- 6) Except where otherwise provided by this Constitution, any motion before a General Meeting shall be decided by a simple majority vote of those members present and voting.
- 7) A member that is an organisation may nominate any person to act as its representative at any General Meeting and cast a single vote on its behalf. The member shall give written notice to the Society of the name of its representative, who may continue to represent the member until written notice to the contrary is received by the Society.
- 8) The Executive Committee shall prescribe the manner in which votes shall be cast at General Meetings.
- 9) In respect of clauses 8.5 to 8.7 this includes any members who is present in person or is attending virtually or is attending as part of a hybrid meeting. Members so present will count towards the required quorum for the meeting and be allowed to vote, speak and participate. It shall be recorded by which means a member attended such a meeting.

9 FINANCE AND PROPERTY

- 1) The income and property of the Society, however derived, shall be applied solely to the furtherance of the objects of the Society.
- 2) The Society shall hold sufficient funds in a bank current account to meet the day-to-day expenditure of the Society, and may, in accordance with the guidance issued from time to time by the Charity Commission:
- i) set aside income as a reserve against future expenditure in accordance with a written policy about reserves;
 - ii) invest or deposit funds with banks and other financial institutions;
 - iii) make donations to third parties concerned with the study of genealogy, family and local

- history and the preservation of heritage;
 - iv) purchase equipment and other fixed assets;
 - v) hire or take out a lease on any property;
 - vi) raise loans or mortgages chargeable to the funds or property of the Society.
- 3) No payment shall be made to any member of the Society except as repayment of out-of-pocket expenses incurred on the Society's business, or for services rendered or goods sold to the Society unless agreed in advance by the Executive Committee.
 - 4) The Executive Committee shall authorise at least two Officers of the Society, one of whom shall be the Treasurer, as signatories. Any two of the signatories must jointly sign any cheque or other document concerning finance or property or authorise payments by electronic means.
 - 5) The Society shall keep accounting records, and prepare annual accounting statements and send them to the Charity Commission together with an annual report or return, in accordance with the law and with any guidance issued by the Commission.
 - 6) The Society's financial year shall end on 30th June.

10 INDEMNITY AND INSURANCE

- 1) The members of the Executive Committee 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.
- 2) A member of the Executive Committee may benefit from trustee insurance indemnity cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 3) The Society shall insure suitably in respect of public liability and employer's liability, and may take out such other insurance as the Executive Committee thinks fit.

11 NOTICES AND COMMUNICATIONS

- 1) All notices given by or to the Society shall be given in writing or by electronic communication and may be given in any journal or newsletter published by the Society.
- 2) The Society may give notice (including notice given in a journal or newsletter) to a member:
 - i) personally;
 - ii) by posting it to or leaving it at the address recorded on the register of members kept under clause 4(2);
 - iii) by communication to any electronic address specified by the member under clause 4(2).
- 3) Any references in the constitution to communication in writing or by letter shall include an equivalent communication by electronic means.

12 DISSOLUTION OF THE SOCIETY

- 1) Dissolution of the Society shall be initiated only if the Executive Committee decides that this is necessary or advisable. In that event the Executive Committee shall call an Extraordinary General Meeting in accordance with clause 8(4) to consider the matter, but the Society shall be dissolved only if a motion to that effect is carried by at least two-thirds of those members present at the

Meeting and voting.

- 2) If a motion is carried in accordance with section (1) above, the Executive Committee shall be responsible for the dissolution of the Society. After realisation of the Society's assets and discharge of its liabilities, any remaining funds shall be transferred to one or more charitable organisations having similar objectives to the Society
 - i) as the Extraordinary General Meeting shall decide, or, failing such decision, as the Executive Committee may direct;
 - ii) or in such manner as the Charity Commission may approve in writing in advance,

but under no circumstances shall any funds be transferred to members of the Society. After such transfer the Society shall stand dissolved, and the Executive Committee shall promptly notify the Charity Commission of the dissolution and send them the final accounts of the Society.

13 AMENDMENT OF THE CONSTITUTION

- 1) Any proposal to amend the constitution must be included on the agenda of an Annual or Extraordinary General Meeting convened in accordance with clause 8(1) or 8(4). Notice of the meeting shall include the terms of the proposed amendment. The constitution shall be amended only by a decision of a General Meeting carried by at least two-thirds of those members present and voting.
- 2) No amendment shall be made to this clause or clauses 1, 2, 9(1) and 12 without the consent of the Charity Commission, and no amendment shall be made to the constitution which would cause the Society to cease to be a charity at law.

Constitution amended with unanimous approval at the Annual General Meeting 18 September 2021

**Angela Malnn
Chairman**