



Registered charity no. 1034379

## **CONSTITUTION**

**1984, as amended in 1986, 1991, 1994, and 2013.**

### **Preliminary Notes:**

This amended constitution, which incorporates a new name for the Society (previously known as “Chipping Campden and District Historical and Archaeological Society), was adopted at the AGM held on 18<sup>th</sup> April 2013.

In the Constitution set forth as follows, the expression “the Society” means the particular association as hereinafter constituted. Likewise, “the Committee” means the particular Committee of the Society for the time being. The expression “the Constitution” includes any amendment or alteration duly accepted and in force for the time being.

### **1. Name**

The name of the Society is Chipping Campden History Society.

### **2. Object**

The Society is established to advance the education of the general public in the history and archaeology of Chipping Campden and surrounding villages.

### **3. Powers**

In furtherance of this object, but not further or otherwise, the Society shall have the following powers:

- a) to research, investigate and document by every suitable means all aspects of the history and archaeology of Chipping Campden and District, including those aspects of general history which impinge on the area; and to publish and disseminate, or contribute to the publication and dissemination of, papers, books, periodicals, reports, photographs, films, cassettes and all other appropriate documents.
- b) to preserve for the public benefit all buildings and structures of historic or architectural value, records and artefacts of importance within the District.
- c) to hold or to sponsor in whole or in part conferences, meetings, lectures, exhibitions, debates, discussions and excursions.
- d) to raise funds and to borrow or to raise loans and to invite and receive contributions from any person, persons or organisations whatsoever by way of subscription, donation or otherwise, provided that the Society shall not undertake substantial permanent trading in the raising of funds.
- e) to maintain a library, archives and/or museum, other forms of instruction and publicity, to promote schemes of a charitable nature and to employ such staff as necessary.
- f) to take and accept gifts of property, artefacts and documents, whether subject to any special trust or not.

- g) to undertake and execute any charitable trust.
- h) to appoint an auditor or auditors.

#### **4. Membership**

- a) Membership shall be open on payment of the relevant subscription to all who are interested in the Object of the Society.
- b) The annual subscription shall be fixed from time to time at the annual General Meeting and shall be payable for the ensuing year at the time of such annual General Meeting.
- c) If the subscription of any member shall be in arrear for eleven calendar months, the member may be regarded as having resigned.
- d) Two persons ordinarily resident at the same address, such as husband and wife, father and son, etc. shall be entitled to pay a reduced subscription called a family subscription.
- e) A General Meeting may from time to time define certain classes of members and lay down the rate of subscription to be paid by the different classes, provided that only those members who pay full individual or family subscriptions (hereinafter referred to as ordinary members) shall be entitled to vote at a General Meeting.
- f) Any organisation, company or body of persons wishing to support the Society may apply to the Committee for corporate membership. The subscription for corporate membership shall be such sum as is decided by the Committee.

#### **5. General Meetings**

- a) The sovereign decision-making body of the Society shall be the General Meeting.
- b) A General Meeting shall be held in each calendar year within fourteen months of the previous Annual General Meeting.
- c) The Committee may at any time call an extra-ordinary General Meeting. On a request in writing by no fewer than ten ordinary members of the Society, it must likewise call such a meeting at the earliest opportunity.
- d) The Secretary shall give at least fourteen days' clear notice in writing of General Meetings and their purpose to all members.
- e) Each ordinary member shall have one vote at a General Meeting. A casting vote shall be reserved for the Chairman. Voting shall be by show of hands unless at least two-thirds of the ordinary members present demand a ballot.
- f) On all points of order and procedure at a General Meeting the Chairman's decision is binding.
- g) The Chairman and/or Secretary shall be required briefly to report on the Society's activities during the year at the annual General Meeting.
- h) Ten ordinary members or one-tenth of the ordinary membership whichever is the greater shall be deemed a quorum at a General Meeting.

#### **6. President and Vice-Presidents**

The General Meeting may elect a President and any number of Vice-Presidents under such terms and with such powers as the General Meeting may decide.

#### **7. Officers and Committee**

- a) There shall be a Committee for the right conduct and management of the Society. Subject to the approval of the General Meeting the Committee may exercise all or any of the powers listed in paragraph 3.
- b) The Committee shall consist of:
  - i. six Officers, viz. a Chairman, a Deputy Chairman, a Secretary, a Treasurer, a Programme Secretary, and a Librarian and Archivist, each of whom shall hold office for a period of three years, two retiring annually and being eligible for re-election; and

- ii. six ordinary members of the Society each of whom shall likewise serve for a period of three years, two retiring annually and being eligible for re-election.
- c) All officers and committee appointments shall be honorary.
- d) Ordinary members of the Society may send nominations for the officers and members of the Committee to the Secretary at least seven days before an Annual General Meeting, the nominee's consent having been given in writing.
- e) Election shall be by simple majority vote in General Meeting, which election, notwithstanding Paragraph 5e) shall be by ballot.
- f) If a casual vacancy occurs among the Committee it may be filled by the Committee, and the person filling the vacancy shall hold office for the remainder of the term of office of the person whose place he/she takes; provided that, if the vacancy occurs in the first or second years of such term of office, notice of a motion to confirm the Committee's appointment shall be given at least 14 days before the next Annual General Meeting, and if any other candidate is nominated an election shall be held at the Meeting.
- g) A minimum of four Committee meetings shall be held in each calendar year.
- h) On the written request of not less than three members of the Committee, the Secretary shall at any time summon a meeting of the Committee.
- i) Questions arising at Committee meetings shall be decided by a simple majority of votes. In the case of an equality the Chairman shall have a second, casting vote.
- j) The Committee is empowered to delegate specific work and duties to sub-committees of members of the Society.
- k) Four or one-third of the current committee members whichever is the greater shall form a quorum at meetings of the Committee.

## **8. Finance and Administration**

- a) An audited statement of accounts and a report on the Society's financial standing shall be prepared annually and placed before the Society in General Meeting.
- b) The Committee shall out of the monies received by the Society pay all proper expenses of administration and management, and shall use the residue of such monies as it think fit for or towards the purposes of the Society.
- c) All monies at any time belonging to the Society and not required for immediate application shall be invested by the Committee upon such investments securities or property as it may think fit, but so that such monies subject or representing property subject to the jurisdiction of the Charity Commissioners or the Secretary of State for Education shall only be invested in such securities as may for the time being be prescribed by law.

## **9. Holding Trustees**

Any freehold and leasehold property acquired by the Society and, if the Society so directs, any other property belonging to the Society shall be vested in trustees who shall deal with such property as the Committee may from time to time direct. Holding trustees shall be at least three in number or a trust corporation. The power of appointment of new trustees shall be vested in the Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 4 c) hereof shall thereafter be qualified to act as a trustee unless and until reappointed as such by the Committee. The Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in the proper performance of their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

## 10. Amendments

- a) subject to Paragraph b) of this paragraph the Society may by a majority of not less than two-thirds of the members present at a General Meeting amend, add to or delete all or any of the provisions of this Constitution provided that notice of intention to propose such amendment addition or deletion, with full details, is sent to each member in writing at least fourteen days before the General Meeting.
- b) Nothing herein contained shall validate any amendment which would cause the Society at any time to cease to be a charity at law.
- c) Except with the consent of the Charity Commissioners of England and Wales, no amendment shall be made to paragraph 2, this paragraph, or paragraph 11 hereof.

## 11. Winding Up

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such a decision shall be confirmed by a simple majority of those present and voting at such a meeting the Committee shall having power to dispose of any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall not be paid to or distributed among the members of the Society, but shall be transferred to or distributed amongst such other charitable institution or institutions having objects similar to the objects of the Society as the Society shall in General Meeting determine.

## 12. Transitional Provisions

- a) The officers at the 1992 Annual general Meeting shall be deemed to have been elected under the provisions on the constitution as hereby amended (1991), and shall retire in rotation as follows, thereby establishing a tri-annual rotation sequence:

At the 1993 AGM (year 1)	Secretary
	Librarian and Archivist
At the 1994 AGM (year 2)	Deputy Chairman
	Programme Secretary
At the 1995 AGM (year 3)	Chairman
	Treasurer
- b) The officers retiring in accordance with (a) above shall be eligible for re-election.
- c) The President and Vice-President appointed prior to the adoption of this amended constitution (1991) shall be deemed to have been elected under Paragraph 6 hereof.