

# SUSSEX FAMILY HISTORY GROUP

Registered Charity No 273726

## Constitution

### A NAME

The name of the Group shall be the "Sussex Family History Group" ("the Charity").

### B ADDRESS

The recognised address of the Charity for correspondence shall be that of the Secretary.

### C ADMINISTRATION

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause H of this constitution ("the Executive Committee").

### D OBJECTS

The Charity's objects ("the objects") are:

- 1 To encourage the study of genealogy, heraldry and family history;
- 2 To collect, index, preserve, publish and make accessible any documents or records relevant to objective 1;
- 3 To promote the preservation of such records;
- 4 To assist those engaged in genealogical research by means of lectures, presentations, publications and any other appropriate means.

### E POWERS

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

- 1 Power 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;
- 2 Power 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;
- 3 Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 4 Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 5 Power 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;
- 6 Power to insure to their full value the assets of the charity against fire and other usual risks, and to effect insurance with respect to public and employer's liability;
- 7 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;

- 8 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 9 Power to appoint any Honorary Officer should any vacancy arise;
- 10 Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 11 Power to establish Meeting Centres and Special Interest Groups, for the furtherance of the Charity's objects;
- 12 Power to do all such other lawful things as are necessary for the achievement of the objects.

## F MEMBERSHIP

- 1 Membership of the Charity shall be open to:
  - (i) individuals who are interested in furthering the work of the Charity and who have paid the annual subscription approved at the Annual General Meeting, and
  - (ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid the annual subscription (any such body being called in this constitution a "member organisation");
- 2 Every member and member organisation, with the exception of junior members, shall have one vote.
- 3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- 4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 5 The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made;
- 6 There shall be five classes of membership:
  - (i) full membership, with entitlement of one vote at General & Special Meetings;
  - (ii) joint membership for two people registered at the same address, each entitled to one vote at General & Special Meetings;
  - (iii) junior membership, open to those under the age of 18 at the time of joining who have submitted their date of birth, who will not be entitled to vote;
  - (iv) subscribing member organisations, entitling a nominated representative to one vote at General and Special Meetings;
  - (v) Honorary Life membership, where a member, who having acted in a manner deemed to be outstanding in the view of not less than five other members, including one officer, and confirmed by a majority of Executive Committee members, may be elected by the members at a General meeting. Such Honorary Life members shall have the same rights and privileges as full members.

## G HONORARY OFFICERS

The Honorary Officers consisting of Chairman, Vice Chairman, Secretary and Treasurer shall be elected at the Annual General Meeting of the Charity .

## H EXECUTIVE COMMITTEE

- 1 The Executive Committee shall consist of not less than 9 members and not more than 12 members being:
  - (i) the honorary officers specified in clause G;
  - (ii) not less than 5 and not more than 8 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- 2 The Executive Committee may in addition appoint not more than 2 co-opted members, but so that 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 special meeting of the Executive Committee called under Clause K1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, or for a specific purpose identified by the Executive, in which case the appointment shall run from the date when the post becomes vacant or the specific task is identified. Such co-opted members may vote at meetings as though they were elected members of the Executive Committee.
- 3 All members of the Executive Committee 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.
- 4 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.
- 5 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 6 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 in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- 7 Nominations for election shall be in writing, signed by two other members, and received by the Secretary not less than 28 clear days prior to the Annual General Meeting, the day of the meeting not counting.
- 8 The day to day affairs of the Charity shall be conducted by the Honorary Officers, who shall comprise the Finance and General Purposes Committee.
- 9 The Executive Committee shall have full power to authorise expenditure, and in an emergency, like power shall rest with the Chairman with the concurrence of and in consultation with the Vice Chairman, Secretary and Treasurer. Any such emergency expenditure must be reported to the Executive Committee.
- 10 The Charity's property shall be under the control of the Executive Committee. All assets, financial or in kind, held on behalf of the Charity at a Centre or by an individual member, belong to the Charity. No Officer or member of the Charity will have the right to lay claim to the assets, and must on request relinquish any such items to the Executive Committee.
- 11 All Executive Committee members will act as Trustees of the Charity for the purposes as laid down by the Charity Commissioners of England and Wales.

## I DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

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

- 1 Is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (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 permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 4 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).

## J EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## K MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 1 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 four 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.
- 2 The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting then the Vice Chairman shall act as Chairman. If both are absent then members of the Executive Committee 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 one third of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting, but with a quorum of seven for all matters requiring monetary investment over £50 with a simple majority to pass the business.
- 4 A simple majority shall suffice to pass any motion. In the event of an equal number of votes being cast for or against a motion, the Chairman of the Meeting shall have a second or casting vote.
- 5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7 The Executive Committee may appoint one or more sub-committees including two or more members of the Executive Committee 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 reported to the Executive Committee.

## L RECEIPTS AND EXPENDITURE

- 1 The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

2 The funds belonging to the Charity shall be applied only in furthering the objects, including, notwithstanding the provisions of clause J, payment of routine out of pocket expenses, both travel and administrative, to members of the Executive Committee and other members working on behalf of the Group.

3 Subscriptions shall be annual and shall be fixed each year at the Annual General Meeting, and shall be payable on joining and thereafter on the anniversary of the date of joining.

#### M ACCOUNTS

1 The Executive Committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditures take place.

2 The Charity's accounts for each accounting period shall be subject to independent examination, subject to any statutory requirement that they be subject to audit.

3 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) set out in the Statement of Recommended Practice (SORP) with regard to the keeping of accounting records for the Charity, the preparation of annual statements of account for the Charity, the auditing or independent examination of the statements of account of the Charity, the transmission of the statement of account of the Charity to the Commission.

4 A copy of the annual accounts, together with the independent examiners' or auditors' report shall be presented to all members of the Charity but for those members indicating their attendance, at least 14 days prior to the date of the Annual General Meeting.

5 The independent examiners or auditors shall have the right to attend meetings of the Executive Committee and General meetings as observers, and may offer advice and guidance.

#### N ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

#### O ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

#### P MEETING CENTRES

Each Meeting Centre and Special Interest Group shall comply with and be subject to the following regulations:

1 The Meeting Centre or Special Interest Group shall act in pursuance of the said objects and of the policy of the Charity, and shall be subject to such conditions as may from time to time be laid down by the Charity's Executive Committee;

2 The Meeting Centre or Special Interest Group shall be deemed to have adopted the Standing Orders for Meeting Centres or Special Interest Groups as prescribed from time to time by the Charity's Executive Committee unless it has the prior approval of the Charity's Executive Committee to adopt other rules;

3 All subscriptions to the Charity shall be deemed to be the monies of the Charity, although they may be collected by a Meeting Centre or Special Interest Group officers;

4 The Charity shall fund each Meeting Centre or Special Interest Group as is appropriate to its size and activities;

- 5 All printed material, microfilm and other assets, however acquired, held by the Meeting Centre or Special Interest Group shall be the assets of the Charity;
- 6 A Meeting Centre or Special Interest Group which brings the Charity into disrepute may be suspended at any time by a resolution of the Charity's Executive Committee and upon suspension shall cease all operations and any assets under its day to day administration shall be frozen until a resolution has been approved at the next Annual General Meeting of the Charity dissolving the Meeting Centre or Special Interest Group or otherwise.

#### Q PRESIDENT AND VICE PRESIDENTS

The Charity may elect a President and Vice Presidents whose names have been submitted by members of the Executive Committee to an Annual General Meeting. They may attend Executive Committee meetings.

#### R GENERAL MEETINGS – ANNUAL AND SPECIAL

- 1 An Annual General Meeting shall be held not later than the 31<sup>st</sup> day of July of every year, and shall be summoned by the Honorary Secretary on the order of the Executive Committee, at a time and place decided by them. All members of the Charity over the age of 18 shall be entitled to attend and vote at the meeting.
- 2 Notification of the Meeting shall be given to the membership at least 21 days before the date of the Meeting.
- 3 The President shall be the chairman of the Annual General Meeting, but if he or she is not present, then the Meeting shall be chaired by a Vice President or failing that then the Chairman or a person nominated by those present at the Meeting.
- 4 Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary at least 28 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- 5 The business of the meeting shall be:
  - (i) to receive apologies for absence;
  - (ii) to acknowledge member organisations' representatives;
  - (iii) to accept the Minutes of the last Annual General and Special General Meetings;
  - (iv) to consider any matters arising from General Meeting minutes;
  - (v) to receive the report on the activities of the past year;
  - (vi) to receive and approve the accounts of the Charity;
  - (vii) to elect a President and/or Vice President if required;
  - (viii) to elect the Honorary Officers and other members of the Executive Committee;
  - (ix) to confirm the appointment of Independent Examiners, or, if appropriate, Auditors, of the Charity's accounts for the forthcoming year in accordance with clause M3;
  - (x) to approve the annual subscription for the following year;
  - (xi) to discuss and take decisions on any submitted motions.
  - (xii) to consider any other business.
- 6 Motions for submission to the Annual General Meeting shall be signed by the proposer and seconder and shall be in the hands of the Secretary at least 28 clear days before the day of the Meeting, not counting the day of the Meeting.

- 7 A two-thirds majority of the votes cast by those present, and voting, shall be necessary to pass any amendment to the Constitution, but other motions may be passed by a simple majority of votes cast.
- 8 In the event of an exactly equal number of votes being cast for and against any motion, then the Chairman of the Meeting shall have a second or casting vote.
- 9 A quorum of 30 is necessary to constitute a General Meeting.
- 10 A Special General Meeting may be called by the Executive Committee, or when requested in writing by not fewer than 30 members, at a place within the county of Sussex. At least 28 days notice of the meeting and of the business to be transacted shall be given prior to the meeting being held.

## S NOTICES

Any notices required to be served on any member of the Charity shall be in writing and shall be served by the secretary on behalf of the Executive Committee on any member either personally or by sending it through the post by recorded delivery 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 only by a resolution passed by not less than two thirds of the members present and voting at a Special General Meeting called for that purpose or at the Annual General Meeting. The notice of the Special or Annual 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, Clause D, Clause J, Clause U or this clause without prior consent in writing of the Charity Commissioners.
- 3 No amendments may be made which would have the effect of making the Charity cease to be a charity at law.
- 4 The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

## U DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a Special General Meeting of all members of the Charity, of which not less than 28 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 Executive Committee shall have power to release any assets held by or on behalf of the Charity. 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 Charity, as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. Artefacts and documents of historical value may be transferred to non charitable institutions, including record offices, museums and libraries. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.