

GLoucestershire LOCAL HISTORY ASSOCIATION

CONSTITUTION

Adopted on the 6th day of September 2012

Part 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. Name

The name of the association is Gloucestershire Local History Association (hereafter in this document referred to as “the Association”).

3. Objects

The Association’s objects (“the objects”) are:

- (a) To promote interest in local history throughout Gloucestershire and to encourage as many people as possible to become involved in local history within their own communities, either through existing groups and societies or through the formation of new groups and societies;
- (b) To provide a forum for local history groups, societies and organizations within Gloucestershire to meet and share matters of common interest and concern regarding local history within the County;
- (c) To empower and enable local history groups and societies to care for, interpret and share their local heritage, where appropriate in partnership with other organizations such as Gloucestershire Archives;
- (d) To publicize and support local history activities within Gloucestershire.

4. Application of income and property

- (i) The income and property of the Association shall be applied solely towards the promotion of the objects.
- (ii) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member from receiving:
 - (a) an award from the Association in recognition of achievements in the field of local history;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.
- (iii) Members of the Committee or other individuals from member organizations shall be entitled to claim for the reimbursement of expenses incurred in the administration of the activities of the Association, provided that such payments are approved by the authorised signatories referred to in clause 13 (i).

5. Dissolution

- (i) If the Association’s executive committee (“the Committee”) should decide that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, giving not less than twenty-one days notice of the meeting and stating the terms of the resolution to be proposed. If the resolution is passed by not less than two-thirds of those members present and voting at this meeting the Committee shall be responsible for winding up the affairs of the Association in accordance with this clause.
- (ii) The Committee must collect in all the assets held by or on behalf of the Association and must pay or make provision for all the liabilities of the Association.

- (iii) The Committee must apply any remaining property or money after the satisfaction of all proper debts and liabilities:
 - (a) directly for the objects;
 - (b) by transfer to any organization or organizations for purposes the same as or similar to the objects of the Association.
- (iv) The members of the Association may pass a resolution, before or at the same time as the resolution to dissolve the Association, specifying the manner in which the Committee is to apply the remaining property or assets of the Association and the Committee must comply with the resolution if it is consistent with paragraphs (a) and (b) in the preceding sub-clause.

6. Alterations to the Constitution

- (i) The Association may amend any provision contained in Part 1 of this Constitution provided that:
 - (a) no amendment may be made to alter the objects (clause 3) if the change would undermine or work against the previous objects of the Association;
 - (b) any such amendment is made by resolution passed by not less than two-thirds of the members present and voting at a general meeting.
- (ii) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Part 2

7. Membership

- (i) Membership of the Association is open to any local history group, society or organization in Gloucestershire but not to individuals whether or not they have an interest in local history.
- (ii) An application for membership will only be granted on the payment of an annual subscription set from time to time by the Committee and approved by members at the annual general meeting.
- (iii) The Committee may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application. The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representation must be notified to the applicant in writing but shall be final.
- (iv) Each member group, society or organization ("the member group") shall be regarded as a single member of the Association and shall have only one vote.
- (v) Membership is terminated if:
 - (a) the member group ceases to exist;
 - (b) the member group resigns by giving written notice to the Association;
 - (c) any sum due from the member group to the Association is not paid in full within six months of it falling due;
 - (d) the member group is removed from membership by a resolution of the Committee that it is in the best interests of the Association that their membership is terminated. A resolution to remove a member group from membership may only be passed if the member group has been given at least twenty-one days notice in writing of the meeting of the Committee at which the resolution will be proposed and the reason why it is to be proposed, and the member group has been allowed to make representations to the meeting.

8. General Meetings

- (i) The Association must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (ii) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

- (iii) At each annual general meeting the Committee shall present the report and accounts of the Association for the previous year and the member groups present will elect the Committee for the ensuing year.
- (iv) The Committee may call any other general meeting at any time.
- (v) The Committee must call a special general meeting if requested to do so in writing by at least ten member groups or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request the member groups may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- (vi) The minimum period of notice required to hold any general meeting of the Association is twenty-one clear days from the date on which the notice is deemed to have been given. The notice must be given to all the members of the Association and it must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so.
- (vii) No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be ten member groups entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership at the time, whichever is the greater.
 - (a) If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The Committee must re-convene the meeting and must give at least seven clear days notice of the re-convened meeting stating the date time and place of the meeting.
 - (b) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the member groups present at that time shall constitute the quorum for that meeting.
- (viii) General meetings shall be chaired by the person who has been elected as Chairman. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee member nominated by the Committee shall chair the meeting.
- (ix) Any group, society or organization that is a member of the Association may nominate any person or persons to act as its representative or representatives at any meeting of the Association.
- (x) Notwithstanding the provision in the previous sub-clause, each member group shall have only one vote.
- (xi) In the event of a vote being taken and there being an equality of votes cast the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

9. Officers and Committee

- (i) The Association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution.
- (ii) The Association shall have the following officers:
 - (a) Chairman
 - (b) Secretary
 - (c) Treasurer.
- (iii) The Committee, including the officers specified in the preceding sub-clause, shall consist of not less than six and not more than eight representatives of the member groups of the Association and shall be elected annually by member groups at the annual general meeting.
- (iv) The Committee may in addition appoint up to and not more than two co-opted members provided that no more than one third of the members of the Committee would be co-opted members.
- (v) Each of the officers and committee members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (vi) The proceedings of the 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.
- (vii) No person shall be entitled to act as a member of the Committee, whether on first or any subsequent entry into office, until after signing in the Association's Attendance Register a

declaration of acceptance and of willingness to act in the interests of the Association.

10. Powers

- (i) In furtherance of the objects (as stated in clause 3) but not otherwise the Committee may exercise the following powers:
 - (a) to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial or permanent trading activity and shall comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association, subject to any consents required by law;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money so borrowed, subject to any consents required by law;
 - (e) to cooperate with other organizations operating in the furtherance of the objects or of similar purposes and to exchange information and advice with them;
 - (f) to establish or support any organizations formed for the furtherance of all or any of the objects;
 - (g) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - (i) to open and operate such bank and other accounts as the Committee consider necessary;
 - (j) to do all such other lawful things as are necessary for the achievement of the objects.
- (ii) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.

11. Termination of Membership of Committee

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

- (a) ceases to be a member of one of the Association's member groups, societies or organizations;
- (b) is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolve that his or her office be vacated; or
- (c) notifies the Committee of a wish to resign.

12 Meetings and proceedings of the Committee.

- (i) The 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 Committee upon not less than seven days notice being given to the other members of the Committee of the matters to be discussed. If the matters include the appointment of a co-opted member then not less than twenty-one days notice must be given.
- (ii) The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting, the Committee members present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (iii) There shall be a quorum when at least three members of the Committee for the time being are present at a meeting.
- (iv) Each member of the Committee shall have one vote. In the event of a vote being taken and there being an equality of votes cast the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (v) The Committee must keep minutes of all:
 - (a) appointments of officers and committee members made by the Committee;
 - (b) proceedings at general meetings of the Association;
 - (c) meetings of the Committee and any sub-committee.

- (vi) The Committee may appoint one or more sub-committees consisting of two or more members of the Committee for the purpose of making any enquiry or performing any function 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 Committee.
- (vii) The Committee may appoint one or more sub-committees consisting of two or more members of the Committee for the purpose of making any enquiry or performing any function 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 Committee.

13. Finance and accounting

- (i) The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee who are authorized signatories.
- (ii) The funds belonging to the Association shall be applied only in furthering the objects.
- (iii) The Committee must keep accounting records for the Association, recording all receipts and payments, assets and liabilities and must prepare annual statements of account for the Association at the end of each accounting year. The annual statements of account must be independently examined and presented to the members of the Association at the Annual General Meeting.

14. Notices

- (i) Any notice required by this constitution to be given to or by any person must be in writing or given using electronic communication.
- (ii) The Association may give any notice to a member group either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member group at the address they have registered with the Association; or
 - (c) by leaving it at the member group's address; or
 - (d) by sending it electronically to the member group's email address.
- (iii) A member group present at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (iv) A notice shall be deemed to have been received ten days after it was posted or in the case of an electronic communication 48 hours after it was sent .

15. Rules

- (i) The Committee may from time to time make rules for the conduct of their business.
- (ii) The rules may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the procedure at general meetings and committee meetings in so far as such procedure is not regulated by this constitution;
 - (c) the keeping and authenticating of records;
 - (d) all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (iii) The Association in general meeting has the power to alter, add to or repeal the rules.
- (iv) The rules shall be binding on all members of the Association. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.



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Steven T. Blake
Chairman



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Victoria L. Walker
Secretary