



# Quaker Family History Society

Registered charity n° 1100843

# Constitution

Adopted 11 June 1994

Amended 19 October 1996, 27 June 1998, 19 June 1999,  
9 July 2016, 8 June 2019, 5 June 2021, xx June 2022



# Constitution

**1. NAME** The name of the Society shall be

Quaker Family History Society

**2. OBJECTS** The objects of the Society shall be:

- a) To promote and encourage the public study of family history, genealogy, heraldry and local history with particular reference to Quakers in the British and Irish Isles, but also to the diaspora;
- b) To promote the preservation, security and accessibility of archival material.

**3. POWERS**

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

- a) To promote and engage in educational activities including the issue of a regular journal and the publication and sale of other appropriate material in manuscript or electronic form or on the internet;
- b) to hold lectures and discussions and organise research events and visits for Society members and interested members of the general public;
- c) to hold and maintain a library of printed and other works for the use of Society members and, if practicable, to extend this to interested members of the general public;
- d) to preserve, index, transcribe, copy and publish original source materials;
- e) to undertake relevant projects of every kind including (without prejudice to the generality of the foregoing) the recording, transcribing, copying or indexing of archives, manuscripts, registers, records, photographs, portraits,

maps, monumental inscriptions and war memorials;

- f) to pursue collaborative actions with similar societies and with supportive bodies, such as churches, libraries, record offices and educational institutions.

#### **4. AFFILIATION**

The Society shall be a member of the Family History Federation (Registered Charity No. 1038721) and shall have the power to guarantee its debts in the event of its insolvency up to the sum of £1. The Society may also affiliate with other charitable organisations whose objects are deemed compatible and mutually supportive.

#### **5. MEMBERSHIP**

- a) Membership of the Society shall be open to all persons showing genuine interest in the support of the Society's objects. Application for membership will be on a prescribed form.
- b) The Executive Committee may only refuse an application for membership if acting reasonably and properly they consider it to be in the best interests of the Society to refuse an application.

A decision to refuse an application shall be given in writing to the applicant within 21 days of the decision, giving reasons for refusal. The applicant may make written representations about the decision and the Executive Committee must consider these and notify the applicant of their decision in writing within a reasonable time which will be final.

- c) Classes of membership shall be determined by the Executive Committee of the Society and may include such categories as Ordinary, Family, Student, Joint, Life, Honorary and Institutional.
- d) Subscriptions shall be payable at the time and at the rate determined by the Executive Committee of the Society, subject to the approval of members at a General Meeting.
- e) Membership rights shall not be transferable.

- f) The Executive Committee shall keep a register of the names and addresses of the members of the Society and shall be responsible for keeping it up to date and in compliance with the Data Protection Act 2018.
- g) The Executive Committee of the Society may suspend from membership any member whose activities, in their opinion, are determined to be prejudicial to the Society. Such members will have the right of appeal to the next following Annual General Meeting of the Society or to an Extraordinary General Meeting convened in accordance with the procedure outlined in Clause 6 (b) below.
- h) Membership shall be terminated:
  - i) by death or (if an organisation) it ceasing to exist; or
  - ii) by written resignation to the Secretary or other appropriate officer of the Society; or
  - iii) if any sum due to the Society from the member remains unpaid in full within 3 months of it falling due unless the Executive Committee resolves there are extenuating circumstances to permit the membership to continue; or
  - iv) if the Executive Committee by a majority of more than 75% resolve that it is in the best interests of the Society that his or her membership is terminated. Such a resolution to terminate membership may only be passed by the Executive Committee and if:
    - a) at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed is given to the member and
    - b) such member or if he or she prefers a representative of the member (who need not be a member of the Society ) has been given the right to make representations in writing or in person to the Executive Committee before a final decision is taken by the Executive Committee.

## **6. ADMINISTRATION**

- a) The Society shall be administered by an Executive Committee

consisting of not less than six members. Officers of this Committee shall be the Chair, Vice-Chair, Secretary and Treasurer. A quorum of the Executive Committee shall consist of two-thirds of those serving on the Executive Committee.

- b) At every Annual General Meeting not less than one third of the elected Committee members shall retire from office.
- c) Committee members forming the retiring third shall be those who have been longest in office since they were last elected or re-elected to the Committee. If the choice is between people who became Committee members on the same day those to retire shall be chosen by lot if not agreed.
- d) Anybody co-opted to fill a casual vacancy under rule 6(h) during the year and who retires for that reason shall not count towards the one third to retire.
- e) Elections for the Officers and other Committee members shall take place at each Annual General Meeting, each member so elected agreeing to serve a term of three years, their terms of office commencing with the declaration of the election results at the Annual General Meeting.
- f) Officers and other Committee members who retire under rule 6(b) may submit themselves for re-election, but shall not serve more than two three year terms in succession.
- g) Nominations should be submitted in writing to the Secretary not less than 14 days before the day on which the Annual General Meeting is to take place. If insufficient nominations have been received to fill the vacancies, the chair of the meeting may, at his or her discretion, take nominations from the floor.
- h) Co-options:
  - i. If an Officer's post or another position of particular responsibility (e.g. Editor, Membership Secretary) remains unfilled, the Executive Committee shall have the power to co-opt a previous holder of that post to fill that vacancy on an acting basis until the following Annual General Meeting.
  - ii. The Executive Committee shall also have the power to co-opt members to fill casual vacancies on the committee, as well as to invite individuals on an annual basis to undertake

other tasks which are deemed to be necessary for the proper and effective administration of the Society's affairs. Any co-option shall only last until the following Annual General Meeting, at which the normal processes of nomination and election will apply, and the three year term of office will then begin.

- i) Only fully paid-up members of the Society present in person or by proxy shall be entitled to vote at the Annual General Meeting.
- j) One or more Auditors or Independent Examiners of the Accounts of the Society shall be appointed at the Annual General Meeting to carry out the account examiner duties referred to in Clause 10(d) below.
- k) Meetings of the Executive Committee
  - i. The Executive Committee shall meet at least three times during the year.
  - ii. Any urgent decisions that may be required between meetings may be made by email, provided all members of the committee are given the same information at approximately the same time, and any decision is approved by a majority of all of the committee members. All decisions made in this way will also be recorded in the minutes of the next ensuing meeting.

## **7. BRANCHES**

- a) The Executive Committee of the Society shall have the power to establish branches, in furtherance of the Society's objects and on such terms as the Executive Committee shall prescribe. In the event of a branch being formed any property or funds acquired by it shall belong to the Society.
- b) Each branch so established shall comply with this Constitution and act in pursuance of its objects and be subject to regulations or bye-laws approved by the Society.
- c) A branch may be suspended at any time by a resolution of the Executive Committee or dissolved on a resolution of the members at a General Meeting (including an Annual General Meeting) of the Society. Such resolutions shall give directions and instructions for liability of the branch during suspension or

following dissolution as the case may be.

- d) Subject to the above, a branch may generally manage its own affairs but shall not pledge the credit of the Society.

## **8. GENERAL MEETING**

- a) In this constitution the terms 'meet' and 'meeting' include a physical meeting, a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, except where this would be inconsistent with any legal obligation.
- b) A Meeting shall take place at the physical location specified in the Notice of Meeting for the holding of the Meeting, or if the Meeting is called as an online virtual Meeting or by telephone conference, the Meeting shall take place at the electronic or virtual platform used by the Society to host the Meeting or if called as a hybrid meeting the physical location where the Meeting is to be held and the electronic or virtual platform used by the Society to host the Meeting and the Notice of Meeting shall specify such platform and host.
- c) A person entitled to attend and vote at a Meeting may participate by being physically present at the location of the Meeting stated in the Notice of Meeting or if it is held virtually online or by telephone conference or as a hybrid meeting participation in the Meeting called by the Notice of Meeting shall be taken to be presence in person at the Meeting.
- d) A person attending a Meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the Meeting as they would have if attending the Meeting in person.
- e) Where arrangements have been made for a Meeting to be held virtually or as a hybrid meeting the Notice calling the Meeting shall state that fact and include details of the means by which a person may attend the Meeting virtually.
- f) An Annual General Meeting shall be held once a year, not being more than 15 months after the holding of the preceding Annual General Meeting, when the Officers shall present their reports. Notice in writing of this meeting and the agenda of items to be considered shall be given to members at least



fourteen clear days prior to the event. The notice must also contain a statement setting out the right of members to appoint a proxy under Clause 8(m). At such Annual General Meeting the business shall include:

- a. the election of officers and members of the Executive Committee;
  - b. the appointment of an auditor or independent examiner if required by law;
  - c. the consideration of reports by or on behalf of the Executive Committee on the activities carried out by the Society and;
  - d. the laying of the Society's relevant annual accounts before the members.
- g) An Extraordinary General Meeting may be convened either at the request of the Executive Committee or at the request of 10% of the members or 15 members having voting rights (whichever is the less), with prior written notice furnished to the members at least twenty-eight days before the meeting, setting out the business to be discussed.
- h) At any Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands or for those attending the meeting virtually online or by telephone by voting electronically (if the facility is available) and in accordance with the voting procedures notified prior to the Meeting. A declaration by the Chairman that a resolution has on a show of hands or electronically been carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- i) At an Annual General Meeting or an Extraordinary General Meeting no business shall be carried out unless a quorum is present. A quorum at such an Annual General Meeting or Extraordinary General Meeting shall consist of not less than ten per cent of the membership or 15 members present in person or by proxy, whichever shall be the less. Except as specified in Clause 9 below, decisions at the meeting shall be by simple

majority.

- j) If a quorum is not present within 30 minutes of the time appointed for the General Meeting or if during the General Meeting a quorum ceases to exist the General Meeting shall be adjourned to such time and place as the Executive Committee shall determine. The Executive Committee must re-convene the meeting and must give at least 14 days clear notice of the re-convened General Meeting stating the date, time and place of the General Meeting. If no quorum is present at the re-convened General Meeting within 15 minutes of the time specified for the start of the General Meeting then the members entitled to vote present at that time, in person or by proxy, shall constitute the quorum for that General Meeting.
- k) If the virtual or hybrid meeting platform experiences technical issues the chair may postpone or adjourn the Meeting from time to time and from place to place without seeking the consent of the Meeting, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- l) General meetings shall be chaired by the person who has been elected as Chair of the Society. If there is no such person or he or she is not present within 15 minutes of the time appointed for the General Meeting then the Vice-Chair, failing whom an Executive Committee member nominated by the Executive Committee, shall chair the General Meeting; but if there is no Executive Committee member present and willing to act then the members present and entitled to vote must choose one of their number to chair the General Meeting.
- m) Proxy voting
- i. Any member of the Society may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Society. Proxies must be appointed by a notice in writing (a 'proxy notice') which:
- states the name and address of the member appointing the proxy;

- identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Society may determine; and
  - is delivered to the Society in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- ii. The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - iii. Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - iv. Unless a proxy notice indicates otherwise, it must be treated as:
    - allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    - appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
  - v. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that member.
  - vi. An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given
  - vii. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- viii. If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

## **9. CONSTITUTION**

- a) The Constitution can be altered or amended only at an Annual General Meeting or an Extraordinary General Meeting of the Society at which proper notice has been given, such notice to include notice of the Resolution setting out the terms of the proposed alteration, and then only if the proposed alteration or amendment receives at least two thirds of the votes of Society members present in person or by proxy and eligible to vote at the meeting.
- b) No such alteration may be made which would have the effect of making the Society cease to be a charity at law.
- c) No alteration shall be made to Clause 1 (name clause), Clause 2 (objects clause), this Clause, or Clause 11 (dissolution clause), without the prior consent in writing of the Charity Commissioners for England and Wales ('the Commissioners').
- d) Proposals for constitutional amendments shall be submitted to the Society Executive Committee at least fifty-six days prior to the beginning of the month in which the Annual General Meeting is to be held.
- e) The Executive Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

## **10. FINANCE**

- a) All income and property of the Society shall be applied solely towards the promotion and execution of the objects of the Society as defined in Clause 2 above, and no portion thereof shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Committee or the Society PROVIDED THAT nothing herein shall prevent reimbursement of reasonable and proper out-of-pocket expenses incurred on behalf of the Society (including but not limited to the payment of an approved fee when engaged as a

- speaker).
- b) The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place.
  - c) The Chair, Secretary and the Treasurer, and any other officer appointed by the Society, shall be authorised signatories, the signature of any two being required on cheques and other documents governing the finances of the Society. In the event of two signatories being from the same household, any expenditure claim by either of them must be authorised by two signatories not part of that household.
  - d) The Society's financial year shall commence on 1 January and annual accounts shall be prepared in relation to each calendar year. A copy shall be made available to all Society members as soon as practicable. Where appropriate or necessary the Society's annual accounts shall be audited or independently examined as required by law prior to being approved by the Executive Committee and laid before the members.

## 11. DISSOLUTION

- a) The Society may be dissolved by a resolution passed by not less than two-thirds of those members present in person or by proxy with voting rights at either an Annual or Extraordinary General Meeting called by the Executive Committee following their decision that it is necessary or advisable to dissolve the Society and for which twenty-one days' prior notice (stating the terms of the resolution to be proposed) has been given in writing. Such a resolution may give instructions for the disposal of any assets held by the Society.
- b) If the resolution is passed to dissolve the Society the Executive Committee members shall remain in office as charitable trustees, and be responsible for winding up the affairs of the Society in accordance with this clause.
- c) The Executive Committee members must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- d) The Executive Committee members must apply any remaining property or money:

- i) directly for the objectives of the Society;
  - ii) by transfer to any charity or charities for purposes the same as or similar to the Society as resolved by the members of the Society or if none is resolved by the members then as the Executive Committee members select;
  - iii) or in such manner as the Commissioners may approve in writing in advance
- e) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.
- f) The Executive Committee members must notify the Commissioners promptly that the Society has been dissolved and if they are obliged to send the accounts of the Society for the accounting period which ended before its dissolution they must send the Society's final accounts to the Commissioners.

## **12. TRUSTEES**

The Executive Committee may appoint not less than three persons (and not more than six persons) to be holding trustees for the Society to hold any property or assets owned by it or held or to be held in trust for the Society.

## **13. INDEMNITY**

- a) 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.
- b) A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with and subject to Section 73F of the Charities Act 1993.

## **14. NOTICES**

- a) All notices to be given by or to the Society must be:
  - i) in writing or
  - ii) given by electronic communications.
- b) the Society may give notice to a member either:

- i) personally or
  - ii) by sending it by post in a prepaid envelope addressed to the member's last known address or leaving it at the member's last known address or
  - iii) by using electronic communications to the member's address.
- c) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- d) Proof that an envelope was properly addressed prepaid and posted shall be conclusive evidence that the notice was properly given and proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given.
- e) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of electronic communications 48 hours after it was sent.

f)