

**Hampshire Genealogical Society**  
**Constitution**  
**Proposed changes**

**Registered Charity 284744**

**1. NAME**

The Society shall be called THE HAMPSHIRE GENEALOGICAL SOCIETY (where appropriate, abbreviated to 'HGS'), hereinafter called 'The Society'. The recognised address for the Society for correspondence shall be that of the Secretary.

**2. AIMS AND OBJECTIVES**

The aims and objectives of the Society shall be to advance and encourage the study of family history research. In furtherance of this the Society may:

- (a) Collect, publish, co-ordinate and make accessible in the interests of family history any documents or records particularly relating to the county of Hampshire.
- (b) Promote the preservation and presentation of such documents and records.
- (c) Hold lectures, outings, meetings and discussions, give advice and guidance and issue publications.

**3. AFFILIATIONS**

The Society shall be affiliated with the Family History Federation (FHF) to facilitate the exchange of information between other societies and their members. The Society shall agree to guarantee the debts of the FHF up to a limit of one pound (£1).

**4. MEMBERSHIP**

- (a) The Society shall consist of paid-up members, affiliated institutions and societies and such other honorary members and officers as may be elected from time to time in the interests of the Society.
- (b) The qualification for membership shall be a genuine interest in the stated objectives of the Society contained in Clause 2. All members must be aged 18 or over.
- (c) Applications for membership shall be made on the prescribed form (paper or electronic version) and shall be submitted with the current subscription to the Society's office, Membership Secretary or other designated Member of the Society for processing. The Membership Secretary should update the Executive Committee at each meeting as to the current membership or trends. The subscription year for those who joined before 1 October 2010 commences on 1 April each year. The subscription year for those joining from 1 October 2010 commences, and is subsequently due for renewal, on the date of processing of the membership.
- (d) All fully paid-up members have full voting rights provided they have current membership at the time of issue of the notice of a meeting at which voting will take place, and at the time of the meeting itself.
  - (i) Joint members shall only have one vote between them.
  - (ii) Members should advise the Membership Secretary of any changes to their contact details.

- (e) All members shall pay such subscriptions as the Executive Committee may from time to time determine, such subscriptions to be payable annually.
- (f) The Executive Committee of the Society may suspend from membership any member whose activities in its opinion are prejudicial to the Society. Such members will have the right of appeal at the next Annual General Meeting (AGM) (see Clause 10) or a Special General Meeting (SGM) convened in accordance with the procedure outlined in Clause 11 below.

## 5. MANAGEMENT

### President

The Society shall elect a President, who may not be, or previously have been, a member of the Society. Their primary role shall be:

- (a) To preside over the election of the Chairman at the Annual General Meeting.
- (b) To act as an ambassador for the Society.

### Executive Committee

The Executive Committee shall be composed of Trustees.

The Society shall be managed by an Executive Committee consisting of not more than thirteen, but not less than five, members of the Society. The Executive Committee shall include a Chairman, Vice-Chairman, Secretary and Treasurer as Principal Officers. A quorum of the Executive Committee shall consist of at least 60% of the number of current Trustees, one of whom must be a Principal Officer. Meetings of the Executive Committee will be via videoconference but may be face-to-face where deemed necessary.

- (a) Business voted upon by the Executive Committee shall be determined by a simple majority of those Trustees present and entitled to vote. In the event of an equality of votes, the Chairman of the meeting shall have a second and casting vote.
- (b) If an urgent decision is required of the Executive Committee, Trustees may vote on a proposal by indicating their approval or otherwise via email. The total number of responses received (whether in favour or against) must still meet the 60% quorum requirement based on the current number of Trustees.
- (c) The Chairman, Vice-Chairman, Secretary, Treasurer and other Executive Committee members shall be elected annually by the members. They shall serve for one year, taking office on the day following the AGM. Nominations should be submitted in writing not less than 28 days before the AGM. All prospective Executive Committee members (Trustees) should be proposed and seconded and approved by the membership at the AGM. A copy of the responsibilities of the Trustees should be given to all prospective Executive Committee members before the AGM.
- (d) If insufficient nominations have been received to fill the vacancies, the Chairman of the meeting may, at their discretion, take nominations from the floor, excluding vacancies for Chairman, Vice-Chairman, Secretary or Treasurer. Nominees for Chairman, Vice-Chairman, Secretary or Treasurer vacancies may, at the discretion of the Chairman, be co-opted onto the Executive Committee (see Clause 5(f)).
- (e) The Executive Committee, at any time, shall have the power to co-opt additional members to serve on the Committee for a designated period, and be re-co-opted subsequently if required, in order to give specialist advice or assistance. Such co-opted members, however, shall not have voting rights and shall not be included in the number of Trustees used to determine a quorum at an Executive Committee meeting.
- (f) The Executive Committee may appoint members to fill specified posts to assist in the management of the Society.

- (g) The Executive Committee shall have the power to appoint sub-committees to deal with particular matters. Members (not necessarily members of the Executive Committee) or non-members of the Society shall be appointed by the Executive Committee for their specialist skills which may not be available within the Society.
- (h) Principal Officers are not permitted to hold dual appointments within the Chairman, Vice-Chairman Secretary or Treasurer roles during their term in office.
- (i) In the absence of a Chairman, the Vice-Chairman may take on some of the duties of the Chairman. These additional duties shall be set out by the Executive Committee.
- (j) In the absence of a Chairman the Executive Committee may appoint a Co-Chair. The duties of the Chairman may be distributed between the Co-Chair and the Vice-Chairman.
- (k) The Executive Committee shall have full power to authorise expenditure, and, in an emergency, the power shall rest with the Chairman with the concurrence of, and in consultation with, Principal Officers, and in the absence of a Treasurer, the Finance Committee. Any such emergency expenditure must be reported to the Executive Committee by e-mail in the first instance and then at the next Executive Committee meeting.
- (l) The Society's property shall be under the control of the Executive Committee. All assets, financial or in kind, held on behalf of the Society at a Centre or by an individual member, belong to the Society. No Officer or member of the Society can lay claim to the assets and must relinquish any such items to the Executive Committee if requested to do so.
- (m) A member of the Executive Committee shall cease to hold office if he or she:
  - (i) Is disqualified from acting as a member of the Executive Committee by virtue of Sections 178 & 179 of the Charities Act 2011 (or any statutory re-enactment of that provision).
  - (ii) Becomes incapable, by reason of mental disorder, illness or injury, of managing or administering his or her own affairs for a period of six months.
  - (iii) Is absent without permission from the Executive Committee from all its meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated.
  - (iv) Notifies the Executive Committee that they wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).
  - (v) Is deemed by at least 60% of the members of the Executive Committee, including at least one Principal Officer, to have constantly and consistently failed to have carried out his or her prescribed duties.

#### **Development Forum**

- (a) The organiser(s) of each of the Society's Groups (see Clause 8), or their nominated substitutes, together with those members appointed by the Executive Committee to administer the various services and projects undertaken by the Society, shall form the Development Forum of the Society.
- (b) Meetings of the Development Forum will be via videoconference but may be face-to-face where deemed necessary.
- (c) The Development Forum shall advise and make recommendations to the Executive Committee on all family history activities of the Society.

## 6. INDEMNITY

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. A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the Society's expense.

## 7. DATA PROTECTION

Personal data provided to the Society by members will be held on a computer database and may also be held in a manual filing system. The Society will store data in the form of a list of members' names, addresses, telephone numbers and e-mail addresses. Executive Committee members may hold a copy, securely and in confidence, solely for use in contacting members.

The Society is fully aware of its responsibilities under the UK General Data Protection Regulation (UK GDPR) and Data Protection Act 2018. Therefore, no members' names, addresses, telephone numbers or e-mail addresses will be displayed on the website or elsewhere without the member's written permission, neither will the Society sell or otherwise transfer members' personal data to a third party.

## 8. GROUPS

- (a) The Society's Executive Committee shall have the power to establish Groups for the furtherance of the Society's objectives.
- (b) Every member of the Society shall be deemed to be a member of every Group.
- (c) Each Group so established shall comply with and be subject to the following regulations:
  - (i) The Group shall act solely in pursuit of the stated aims and objectives of the Society and shall be subject to any conditions as shall from time to time be laid down by the Society's Executive Committee.
  - (ii) The Executive Committee shall provide all necessary funds for the proper running of each Group.
  - (iii) All printed materials, microform, CDs or soft copies and any other assets, however acquired, held by the Group shall be the assets of the Society.
  - (iv) A Group may be suspended at any time by a resolution of the Executive Committee and upon suspension shall cease all operations. Any assets under its day-to-day administration shall be frozen until a resolution has been approved at the next AGM.

## 9. FINANCE

- (a) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank or banks as the Executive Committee shall from time to time decide. All payments drawn on the account must be authorised by two designated signatories, both of whom should be members of the Executive Committee, and at least one of whom should be a Principal Officer.
- (b) The Treasurer's duty shall be the financial management of the Society.
- (c) In the absence of a Treasurer, the Executive Committee shall delegate responsibility for the financial management of the Society to a Finance Committee

- (d) The Finance Committee shall consist of three Trustees, two of whom must be Principal Officers. The Finance Committee may co-opt non-trustees or non-members to assist in the management of the financial function.
- (e) The income and property of the Society, however derived, shall be applied solely towards the promotion of Clauses 2 and 3 above. No portion thereof shall be paid or transferred, directly or indirectly, in any manner, to any member of the Society except as provided for under Clauses 9(f) and 9(g) below. Society members cannot make a claim from the Society for speaker fees if the talk is at one of the Society's Group meetings or any sponsored event hosted by the Society but can claim out of pocket expenses (Clause 9(f)).
- (f) Nothing herein shall prevent the repayment in good faith of reasonable and proper out-of-pocket expenses incurred on behalf of the Society upon production of receipts or vouchers of the same.
- (g) Nothing herein shall prevent the payment, to the author of a Society publication, of a royalty. Members of the Executive Committee are NOT eligible to receive such royalties.
- (h) The Executive Committee shall cause proper accounts to be kept with respect to all sums of money received and expended by the Society, and of the matters in respect of which receipts and expenditure take place.
- (i) The Society's accounts for each accounting period shall be available for independent examination, subject to any statutory requirement that they be subject to audit.
- (j) The Society's financial year shall run from 1 January.

#### **10. ANNUAL GENERAL MEETING**

- (a) An Annual General Meeting (AGM) shall be held each calendar year within six months of the Society's financial year end. The AGM will be held via videoconference, or face-to-face where it is deemed necessary.
- (b) Notice of the meeting shall be given not less than 28 days prior to the meeting.
- (c) A list of nominees for Executive Committee posts will be published on the Society's website at least 28 days prior to the AGM and thereafter presented to the membership on the published agenda at the AGM.
- (d) All Executive Committee members shall be eligible for re-election to serve consecutive terms if nominated at the AGM.
- (e) Members of the Society present online in a videoconference, or in person where face-to-face, shall be entitled to vote at the AGM.
- (f) The business of the meeting must include:
  - (i) A report by the Chairman or Secretary on the activities of the Society during the last financial year.
  - (ii) A report by the Treasurer, or in their absence the Finance Committee, which shall include the accounts of the Society.
  - (iii) The election of the Chairman, Vice-Chairman, Secretary and Treasurer and members of the Executive Committee of the Society.
  - (iv) Any other proposition or business of which notice has been given at least 28 days before the AGM.
  - (v) Any other urgent business at the discretion of the Chairman and with the agreement of the meeting.
  - (vi) A quorum for such a meeting shall be 45 or 2.5% of the current paid up membership, whichever is the smaller.

## **11. SPECIAL GENERAL MEETING**

- (a) The Society's Executive Committee shall have the power to call a Special General Meeting (SGM).
- (b) The SGM will be held via videoconference, or face-to-face where it is deemed necessary.
- (c) The Executive Committee must also convene such a meeting at the written signed request of at least 20 members within 70 days of receiving such notice, providing that the request gives full details of the subject to be discussed.
- (d) All members shall be sent notice of such meetings not less than 56 days prior to the meeting, setting out the business to be discussed. Only such matters as set out in this notice can be discussed at the Special General Meeting.
- (e) A quorum for such a meeting shall be 45 or 2.5% of the current paid membership, whichever is the smaller.

## **12. ALTERATIONS TO THE CONSTITUTION**

The Constitution may be amended by a two-thirds majority of the members of the Society present in person at an AGM or SGM providing that 28 days' prior notice of the proposed amendment has been sent to all members and providing that nothing therein contained shall authorise any amendment, deletion or addition to the Constitution the effect of which would cause the Society at any time to cease to be a charity in law, and no alteration to the Dissolution Clause 13 or this Clause may be made without the prior consent of the Charity Commissioners.

Where the AGM or SGM is held via videoconference, the Constitution may be amended by a two-thirds majority of those recorded as having been present on the videoconference at the time of the vote.

## **13. DISSOLUTION**

The dissolution of the Society may be effected only by a resolution passed by a two-thirds majority of the members of the Society present online or in person at a SGM (either via videoconference or face-to-face) convened for the purpose and of which 56 days' notice has been served on every then member at his or her last known postal or e-mail address. Any assets remaining on dissolution of the Society after satisfying all outstanding debts and liabilities shall be given or transferred to some other charitable organisation or organisations having similar aims and objectives.