

# **CONSTITUTION OF THE NORTHUMBERLAND AND DURHAM FAMILY HISTORY SOCIETY 2023**

## **1. Name of Society**

The name of the Society shall be "The Northumberland and Durham Family History Society". For all ordinary purposes (including the operation of bank, building society or similar accounts) the abbreviated form "NDFHS" may be used.

## **2. Objectives of the Society**

The objectives of the Society shall be to advance public education in the fields of family history, genealogy, heraldry, demography and other subjects directly related to the study of history and in particular family history in relation to Northumberland and Durham and adjacent areas. In the furtherance of any or all of these objectives, but not otherwise, the Society may:

- a) arrange meetings, lectures and conferences.
- b) publish periodicals and directories containing material likely to be of interest to members.
- c) compile, transcribe, index catalogue and publish or otherwise promulgate relevant information.
- d) assemble and maintain a library of relevant books and documents.
- e) do all such other things as may appear necessary for the attainment of the said objectives.

## **3. Membership and Membership Records**

- a) Membership of the Society is available to all persons having an interest in the objectives of the Society set out in clause 2. The Society shall consist of all such persons as are subscribers for the time being. The Council may refuse any application for membership.
- b) Classes of membership shall be determined by the Council of the Society and may include such categories as Ordinary, Family/Joint Membership consists of one full member and one further household member at the same address, Overseas, Honorary and Institutional membership.
- c) All members will have full voting rights when voting for individuals named in the membership list. Institutional membership does not confer voting rights or access to the Members home page on the website.
- d) The Society may compile such records of the names, addresses, family interests and other particulars of its members as may appear necessary or desirable in the interests of efficient administration of for the pursuit of the Society's objectives.

Such records may be maintained in an automatic retrieval system and consent to the maintenance of records by this means shall be an express condition of membership. Any application for membership or for renewal of membership shall accordingly imply such consent. This information shall not be disclosed for commercial purposes to a third party without the member's express consent.

#### **4. Subscriptions**

Subscriptions shall be payable annually in advance and shall be paid immediately. From 1 January 2019 a rolling membership has been introduced, subscriptions becoming due twelve months after the last subscription was paid.

Subscriptions shall be determined by the Society in General Meeting. The Society shall also have the power to determine different rates of subscription for different classes of membership.

#### **5. Management of the Society**

The general administration of the Society shall be managed by a council. All members of the Society shall be eligible to seek nomination and serve on the Council. Members of the Council shall be deemed to be Trustees of the Society and shall include the following:

- a) The Chairman, Vice Chairman, Secretary, Treasurer, Membership Secretary, Premises Manager and Editor of the Society and additional Officers to a total of not less than ten.
- b) one Trustee of each Branch of the Society nominated in accordance with Clause 11 plus sufficient non-Officer Trustees to give a total equal to the number of Branches.
- c) All such additional Trustees as may be elected by the Society in General Meeting in accordance with Clause 7b);  
All members of the Council shall be elected annually, but retiring members shall be eligible for re-election. Nominations for Officers or Council members must be made in writing to the Secretary within twenty-eight days preceding and not later than forty-eight hours before the General Meeting. The Council shall have power to co-opt such additional members as may be considered necessary; such co-opted members shall serve until the next following Ordinary General Meeting and shall then be eligible for election in the normal way. All Officers and Council Members shall be unpaid but shall be entitled to reimbursement of all expenses actually incurred in the performance of their duties. The quorum of the Council shall be five, of which one must be the Chairman, the Vice Chairman, the Secretary or the Treasurer and include at least one Trustee not holding office.
- d) The Council may appoint non-trustee officers who reside outside the counties of Northumberland and Durham who will report electronically to the Secretary of the Council.

## **6. Powers and Duties of the Council**

The Council shall meet at least six times during the financial year in a meeting held in Newcastle or in a hybrid meeting of in-person attendees and remote attendees. The Council shall deal with all matters relating to the ordinary administration of the Society and with any specific matters delegated by the Society in General Meeting. Without prejudice to the generality of the foregoing, the Council shall:

- a) have power to withdraw the membership of any member whose conduct or activities are deemed by the Council to be prejudicial to the objectives and/or the reputation of the Society;
- b) recommend rates of subscription to the Ordinary General Meeting;
- c) have power to appoint such individuals or sub-committees, without restriction of membership, as may be considered desirable for the organization and administration of specific projects;
- d) have power to remove from office any individual or member of a sub-committee referred to in Clause 6c).
- e) In the event of the Trustees not being able to meet the following actions will be taken by the Society for any present or future national or other emergency. The Society will hold virtual Trustee Committee and Annual General Meeting meetings, any communications between meetings to be carried out via email or telephone. In addition, the Society, where appropriate, may hold hybrid meetings. Branches of the Society will hold virtual meetings where necessary during any national or other emergency with communications between meetings via email or telephone. Any Trustee not attending three consecutive meetings without the agreement of the Council shall be deemed to no longer be a member of Council.

## **7. Ordinary General Meetings**

An ordinary General Meeting shall be held at least once in every year, on a date to be fixed by the Council. The membership shall be given at least twenty-eight days' notice of such meetings. The Ordinary Meeting shall:

- a) elect a Chairman, Vice-Chairman, Secretary, Treasurer, Membership Secretary, Premises Manager and Editor and additional Officers to a total of at least ten to act as Trustees of the Society;
- b) Elect such additional Trustees as may be considered desirable for the efficient administration of the Society and required by Clauses 5b) and 5c);
- c) appoint a reporting accountant
- d) receive and consider the annual report and accounts of the Society;
- e) fix subscription rates for the year commencing the 1<sup>st</sup> of January next following;

- f) and conduct such other business of the Society as the meeting shall consider appropriate.

## **8. Extraordinary General Meetings**

An Extraordinary General Meeting may be called at any time by the Council or on a petition, in writing, delivered to the Society and signed by not less than twenty-one subscribing members. The date of such a meeting shall be fixed by the Council and in the case of a petition shall be called as soon as may be practicable. Members shall be given not less than seven days' notice of such a meeting and the notice shall give particulars of the circumstances in which the meeting is called.

## **9. Notices, Votes and Resolutions**

Notice of General Meetings as required under Clauses 7 and 8 may be published in or distributed with any periodical published by the Society and the period of notice shall commence from the date upon which such periodical is dispatched. Except as provided by Clause 13, any matter put to a General Meeting of the Society shall be resolved on a majority vote of those members present and voting.

## **10. Branches of the Society**

- a) The Council may authorize the formation of branches of the Society to pursue the objectives of the Society in particular locations or in specific areas of research. Branches shall remain an integral part of the Society and all subscribing members of the Society shall be entitled to attend and vote at any Branch Meeting. No additional subscription shall be chargeable in respect of Branch membership.
- b) Each Branch so established shall comply with and be subject to regulations or byelaws approved by the Council. Such regulations shall include provisions dealing with the maintenance of a bank account by the Branch, an acknowledgment that it forms part of the Society and that it will comply with the Society's Constitution and act in pursuance of its objects.
- c) A branch may be suspended at any time by a resolution of the Council or dissolved on a resolution of the Members at a General Meeting (including an Ordinary General Meeting) of the Society. Such resolutions shall give directions and instructions as to the transfer of assets and responsibility for liabilities of the Branch during suspension or following dissolution, whichever the case may be.
- d) Each Branch shall hold an Annual General Meeting.

## **11. Branch Committee**

At the General Meeting of each Branch of the Society, the members present shall elect a Branch Committee, consisting of a Chairman, a Secretary, and such other officers as may be considered necessary for the efficient administration of the branch. The Branch must also elect a Trustee who will be a member of the Council of

the Society, and as such, shall serve as a Trustee of the Society. A Branch that fails to elect a Trustee will have funding paid from central budget withdrawn from 1<sup>st</sup> January of the following year. These proposed changes do not apply to the London Branch. Branch Committees shall manage the affairs of the members attending the Branch Meetings. Ordinary expenses of Branches shall be met from the general funds of the society and one member of each Branch committee shall be nominated to maintain proper records of such funds for submission to the Society Treasurer annually and when otherwise required.

## **12. Funds and Accounts**

The Treasurer shall maintain full records of the income and expenditure of the Society and shall cause accounts to be drawn up to the 31<sup>st</sup> of December annually. Such accounts, duly examined by the reporting accountant, shall be presented to the next following Ordinary General Meeting of the Society. All monies shall be used exclusively in furthering the objectives of the Society. In the event of the Society being wound up, any assets remaining upon dissolution, after payment of all proper debts and liabilities, shall be transferred to a charitable institution or institutions having similar objectives to those of the Northumberland and Durham Family History Society. In the event of a shortage of funds on dissolution, all members shall be liable to a levy not exceeding one year's subscription.

## **13. Amendments to the Constitution**

- a) No alterations shall be made to this constitution except in General Meeting and any such amendment shall not take effect unless two-thirds of the members present and voting, vote in favour of the amendment, provided always that no alteration shall be made which would cause the Society to cease to be charitable at law. Prior notice of any proposed amendment to the constitution shall be given in writing to the Secretary at least twenty-eight days before the General Meeting at which the proposal is to be made.
- b) The Trustees of the Society should promptly send to the Charity Commissioners a copy of any amendment made to the Constitution pursuant to this clause.

## **14. Trustees of the Society not to be personally interested**

- a) Subject to the provisions of sub-clause b) of this clause, and clause 17, no Trustee of the Society shall acquire any interest in property to the Society otherwise than as a Trustee for the Society) or receive remuneration or be interested (otherwise than as a Trustee of the Society) in any contract entered into by the Council.
- b) Any member of the Trustee Body for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by other members of the Council to act in a professional capacity on

behalf of the Society. Provided that at no time shall a majority of the members of the Council benefit under this provision and that a member of the Council shall withdraw from the part of the meeting at which his or her own instructions or remuneration, or that of his or her firm, is under discussion.

## **15. Affiliation**

The Society may affiliate with other charitable organisations whose objectives are deemed compatible and mutually supportive.

## **16. Dissolution**

The Society may be dissolved by a resolution passed by not less than two-thirds of those members present with voting rights at either an Ordinary General Meeting or Extraordinary General Meeting called by the Council following their decision that it is necessary and 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 shall include instructions for the disposal of any assets held by the Society (after all debts and liabilities have been paid) such that they shall be transferred to another charitable organisation having objectives similar to those of the Society.

## **17. Indemnity**

The Trustees of the Society shall each be indemnified by the Society against any liability claims and demands arising from any action done in good faith by them on behalf of the Society or its members in the administration of the Society.

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11<sup>th</sup> September 2023

