

CONSTITUTION OF THE BERKSHIRE FAMILY HISTORY SOCIETY

Registered Charity No 283010

This revised constitution was adopted by the membership of the Society at the Annual General Meeting held at Abingdon on Monday, 18th June 2007

Later amendments are recorded at the end of the document and are incorporated into this text.

PART 1

1. **ADOPTION OF THE CONSTITUTION**

The organisation and its property will be administered and managed under the provisions in Parts 1 and 2 of this Constitution.

2. **NAME**

The name of the organisation shall be the Berkshire Family History Society (hereinafter 'the Society') or such other name as the Society's Executive Committee may decide with the approval of the Charity Commission.

3. **ADDRESS**

The recognised address of the Society shall be The Berkshire Family History Society, The Centre for Heritage and Family History, Reading Central Library, Abbey Square, Reading, RG1 3BQ or such other address as the Executive Committee shall promptly notify to members and to the Charity Commission.

4. **OBJECTS**

The Objects of the Society shall be:

- 4.1. to advance education of the public in research into family history and genealogy, primarily but not exclusively within the boundaries of the pre-1974 Royal County of Berkshire; and
- 4.2. to work to promote the preservation, transcription, indexing and ready public accessibility of related records and information.

5. **APPLICATION OF THE SOCIETY'S INCOME AND PROPERTY**

- 5.1. All income and property of the Society wheresoever derived shall be held solely in the name of the Society and shall be applied only towards the promotion and execution of its Objects as set out in Clause (4) above
- 5.2. The Executive Committee (the Society's Trustees) shall be responsible for administration of the Society's funds in accordance with Powers set out in Part 2 Clause (18) of this Constitution.
- 5.3. If when acting on behalf of the Society a Trustee properly incurs reasonable out-of-pocket expenses, he or she may pay out or be repaid for them from the Society's property.
- 5.4. None of the Society's income or property may be paid or transferred directly or indirectly in any manner or otherwise by way of profit to any member of the Society. This does not prevent:
 - 5.4.1. a member who is not also a Trustee from receiving reasonable and proper payment for any goods or services supplied to the Society and also reimbursement of reasonable and proper out-of-pocket expenses incurred on the Society's business;
 - 5.4.2. a Trustee from:
 - 5.4.2.1. obtaining goods or services from the Society on the same terms as those applying to other members or members of the public;
 - 5.4.2.2. receiving a benefit from the Society in the capacity as a beneficiary of the Society or as a Society member and on the same terms as other members;
 - 5.4.3. in accordance with the provisions of s.73F of the Charities Act 1993 inserted by Section 39 of the Charities Act 2006, purchase of indemnity insurance for the Trustees against any liability that by any rule of law would otherwise attach to a Trustee or other officer for any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Society apart from:
 - 5.4.3.1. fines;

- 5.4.3.2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - 5.4.3.3. liabilities to the Society resulting from conduct that the Trustee or other officer knew or ought reasonably to have known was not in its best interests or in relation to which the person concerned did not care whether that conduct was in the best interests of the Society or not.
- 5.5. A Trustee may not be paid, nor receive any other benefit, for acting as a Trustee.
 - 5.6. Except in the circumstances set out in sub-clause (5.4.2), unless expressly authorised in writing in advance by the Charity Commission to do so, no Trustee may buy goods or services from the Society or sell goods or services to the Society or receive remuneration, or any other financial benefits from the Society or from any trading company owned by the Society.
 - 5.7. A Trustee must absent himself or herself from any discussion and decision of the Trustees in which a potential conflict could arise between the Trustee's duty to act only in the Society's interests and his or her personal interest including, but not restricted to, a financial interest
 - 5.8. In sub-clauses (5.5) and (5.6) 'Trustee' shall include any person, firm, company or other organisation connected with the Trustee.

6. DISSOLUTION OF THE SOCIETY

- 6.1. A resolution by members of the Society for its dissolution may be submitted to the Executive Committee three months before the Annual General Meeting.
- 6.2. If then it is resolved by a two thirds majority of the Society members present and voting to dissolve the Society, the Executive Committee will remain in office as Trustees and be responsible for winding up the affairs of the Society under the provisions of this Clause (6).
- 6.3. The Trustees must collect together all of the Society's assets and must pay or make provision for all outstanding debts and liabilities of the Society.
- 6.4. After satisfying all outstanding debts and liabilities, the Trustees must dispose of all assets remaining on dissolution of the Society directly for the Objects by transfer to such charities or other organisations with Objects the same as or similar to those of the Society and in such manner as the Charity Commission for England and Wales may approve in writing in advance.
- 6.5. The members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to dispose of any remaining assets of the Society and the Trustees must comply with the resolution if it is consistent with sub-clause (6.4) above.
- 6.6. Remaining assets may not be paid to or distributed among Society members.
- 6.7. The Trustees must tell the Charity Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society's accounts to the Commission for the accounting period that ended before its dissolution, they must send the Commission the Society's final accounts.

7. AMENDMENTS TO THE CONSTITUTION

- 7.1. The Society may amend any provision contained in Part 1 of this Constitution provided that:
 - 7.1.1. no such change or amendment shall cause the Society to cease to be a Charity at law.
 - 7.1.2. any amendment to alter the Objects in Clause (4) remains within and not outside the reasonable contemplation of the membership and receives the prior written consent of the Charity Commission.
 - 7.1.3. no amendment is made to Clause (5) or to Clause (6) or to their sub-clauses without the prior written consent of the Charity Commission.
 - 7.1.4. any amendment to alter a provision in Part 1 of this Constitution also receives membership approval by a further resolution receiving at least two-thirds of the votes of Society members present and voting at a General Meeting of the Society.
- 7.2. The Society may amend any provision in Part 2 of this Constitution provided that the amendment is made by resolution passed by a simple majority of the votes of Society members present and voting at a General Meeting of the Society.
- 7.3. Within twenty-one days of an amendment being made a copy of the revised Constitution, certified by the Society Secretary or another Trustee, shall be sent to the Charity Commission.

PART 2

8. MEMBERSHIP

- 8.1. Membership is open to all those who are over eighteen and interested in furthering the Objects of the Society.
- 8.2. There shall be the following categories of membership:
 - 8.2.1. UK Single Membership;
 - 8.2.2. UK 18 - 25 years age Concession
 - 8.2.3. UK Family Membership (which is two named people of one family);
 - 8.2.4. Overseas Membership;
 - 8.2.5. Institutional Membership;
 - 8.2.6. Honorary Membership (a grant of the Society's Trustees); and
 - 8.2.7. Supporter Membership (a grant of the Society's Trustees).
- 8.3. The membership year runs for twelve months from the date of joining or renewal. All membership fees are payable in full on joining and on or before the due date of renewal. Late renewal will mean the removal of membership privileges until the membership fee has been paid in full.
- 8.4. Membership is not transferable to another person or organisation.
- 8.5. Individual members shall receive one free copy of each Society publication designated 'free to members' during the period of membership. Those with family membership shall receive one free copy only for the two people named.
- 8.6. Voting rights of members are set out in Clause (15).
- 8.7. The Society's Executive Committee shall set up and keep updated a register of members' names and addresses. In accordance with UK data protection legislation, details of a member's entry shall be made available on written personal request by that member to the Committee.
- 8.8. The Executive Committee shall decide the form and manner in which membership applications and renewals shall be made and the annual and part-year fees payable for membership under the Rules of the Society (Clause (30) refers).

9. ENDING OF MEMBERSHIP

Membership ends if:

- 9.1. the member dies;
- 9.2. the member resigns by giving written notice to the Society;
- 9.3. the membership fee is not paid in full by the renewal date or any other sum due from the member to the Society is not paid in full within three months of it falling due;
- 9.4. the Executive Committee approves a resolution that it is in the Society's best interests that an individual's membership should end. Such a resolution may only be approved if:
 - 9.4.1. the member has received at least twenty-one days' notice in writing of the Executive Committee meeting at which the resolution will be proposed and the reasons for the proposal; and
 - 9.4.2. the member or, at his or her option, a representative (who need not be a Society member) has been allowed to make representation to the meeting.

10. PRESIDENT AND VICE-PRESIDENTS

- 10.1. At an Annual General Meeting the Society may elect a President and one or more Vice Presidents until the next Annual General Meeting. The Executive Committee shall submit the names of such honorary appointees when giving notice of the meeting.
- 10.2. The President and Vice-Presidents may attend any General Meetings and also those of the Executive Committee but may neither form part of a quorum nor vote at such meetings.

11. GENERAL MEETINGS

- 11.1. The Society must hold a General Meeting within fifteen months from the date of adoption of this Constitution.
- 11.2. An Annual General Meeting (hereinafter 'AGM') must then be held each year and within fifteen months of the previous AGM and the business shall be to:

- 11.2.1. approve the minutes of the previous AGM;
 - 11.2.2. receive the Society Chairman's report on the activities of the past year;
 - 11.2.3. receive and approve financial accounts of the Society for the past year, the accounts having previously been independently examined;
 - 11.2.4. elect any President or Vice-President;
 - 11.2.5. elect the Officers of the Society;
 - 11.2.6. elect as Trustees, by a resolution passed by a simple majority of those present (physically and electronically) and voting, those people proposed by the Branches to serve as a Society Trustee and Executive Committee member and to represent the Branch on the Committee;
 - 11.2.7. elect the remaining Trustees of the Society;
 - 11.2.8. under the provisions of Clause (7) and its sub-clauses, consider any resolutions to amend the Society's Constitution; and
 - 11.2.9. transact any other business.
- 11.3. A General Meeting other than the AGM shall be called a Special General Meeting (hereinafter 'SGM').
- 11.4. The Executive Committee may call a SGM at any time.
- 11.5. The Executive Committee must call a SGM if requested to do so in writing by not fewer than forty Society members. The written request must include names, signatures and membership numbers of all of the members concerned and detail the business to be discussed. Should a SGM not be held within sixty clear days of receipt of the request, the members may go on to call a SGM but in doing so must comply with the provisions of this Constitution. The business to be transacted must appear on the agenda and no other business may be discussed.
- 11.6. A General Meeting can be conducted by both physical and electronic means. Live Streaming or broadcasting should be undertaken unless physically impractical for the business of the General Meeting. Where a speaker is engaged for the event any talk given should be broadcast as far as possible.

12. NOTICE

- 12.1. The minimum period of notice needed to hold any General Meeting of the Society is thirty clear days from the date on which notice is deemed to have been given.
- 12.2. The notice must give the date, time and place of the meeting and details of the business to be transacted. An AGM must be described as such.
- 12.3. All members and Trustees must receive notice of a General Meeting.

13. QUORUMS AT GENERAL MEETINGS

- 13.1. Unless a quorum is present, no Society business shall be transacted at any General Meeting.
- 13.2. A quorum is forty Society members entitled to vote on the business to be transacted at the meeting or one tenth of the Society's membership whichever is the smaller number.
- 13.3. If a quorum is not present (either physically or visually by electronic means) within thirty minutes from the appointed starting time of the meeting, or if the meeting later becomes inquorate, the meeting shall be adjourned to a time and place to be decided by the Executive Committee.
- 13.4. The Executive Committee must re-convene the meeting giving at least thirty clear days' notice of the re-convened meeting, stating its date, time and place.
- 13.5. If a quorum is not present within fifteen minutes from the appointed starting time of any reconvened meeting, those members present and entitled to vote at that time shall be the quorum for that meeting.

14. CHAIRING OF GENERAL MEETINGS

- 14.1. The elected Chairman of the Society shall chair General Meetings. If he or she declines to do so or is not present within fifteen minutes from the appointed starting time, the Vice Chairman or otherwise another Trustee nominated by the Executive Committee members present shall chair the meeting.
- 14.2. If only one Trustee is present and willing to act, he or she shall chair the meeting.
- 14.3. If no Trustee is present and willing to chair the meeting within fifteen minutes from the appointed starting time, those members present and entitled to vote at that time must select a meeting chairman from their number.

15. **VOTES**

- 15.1. At General Meetings of the Society each individual member and each family member attending shall have one vote.
- 15.2. If an equal number of votes should be cast for and against a resolution the person chairing the meeting may exercise a casting vote at his or her discretion.

16. **EXECUTIVE COMMITTEE, OFFICERS AND TRUSTEES**

- 16.1. An Executive Committee comprising Officers and other members elected or appointed in accordance with this Constitution shall manage and administer the Society and its property. These Officers and other Committee members shall be the Society's Trustees and are called 'Trustees' elsewhere in this Constitution.
- 16.2. The Society shall have four designated Officers : a Chairman, a Vice-Chairman, a Secretary and a Treasurer.
- 16.3. Trustees must be fully paid up and current members of the Society.
- 16.4. Two members from the same family may not be Trustees at the same time.
- 16.5. No one who would be disqualified from acting under the provisions of Clause (19) may be elected or appointed a Trustee.
- 16.6. The number of Society Trustees shall be not fewer than ten and not more than sixteen.
- 16.7. A Trustee may not instruct anyone to act on his or her behalf at Executive Committee meetings or other meetings of Trustees.

17. **APPOINTMENT OF OFFICERS AND OTHER TRUSTEES**

- 17.1. Officers and other Trustees shall normally be elected annually at the AGM of the Society and shall form the Society's Executive Committee.
- 17.2. At any other time the Executive Committee may appoint to act as a Trustee anyone who is willing and eligible under the provisions of this Constitution. They may also appoint Trustees to act as Officers of the Society.
- 17.3. Each member of the Executive Committee shall retire with effect from the conclusion of the AGM next after his or her appointment but shall be eligible for re-election subject to the provisions of sub-clause (17.4).
- 17.4. No Trustee who has served five consecutive elected terms on the Executive Committee may be re-elected or re-appointed by decision of that Committee for a further term unless:
 - 17.4.1. he or she has served solely as a non-Officer Trustee during those five years and is now nominated as an Officer of the Society for the forthcoming year; or
 - 17.4.2. a period of at least twelve months has elapsed since he or she served on the Executive Committee.
- 17.5. No Trustee may serve more than eight consecutive years on the Executive Committee in a combination of Officer and Trustee capacities as provided for by sub-clause (17.4.1).
- 17.6. No one may be elected a Trustee or Officer of the Society unless at least fourteen days before the date of the AGM the Society Secretary receives a nomination, in writing or given using electronic communication, with the names and membership numbers of the nominee and two other members as proposer and seconder.
 - 17.6.1. In such written notice, signatures of all three members shall be included.
 - 17.6.2. Before any nomination is accepted, on behalf of the Society the Secretary must be satisfied that it is genuine in every respect and shall make any contact or enquiry deemed necessary to confirm authenticity, including into the willingness of the nominee to be appointed and eligibility for office within the provisions of this Constitution.
- 17.7. The appointment of a Trustee, whether by election or by action of the Executive Committee, must not cause the number of Trustees to exceed the maximum laid down in sub-clause (16.6).

18. **POWERS**

- 18.1. The Executive Committee (the Trustees of the Society) must manage the Society's business and may exercise any of the following powers to further the Objects (but not for any other purpose):
 - 18.1.1. to raise funds and to invite and receive contributions provided that in doing so the Society shall not undertake any substantial permanent trading activity and shall comply with all relevant statutory requirements;

- 18.1.2. to buy, take on lease or in exchange, hire or otherwise acquire, property and to maintain and equip it for use;
- 18.1.3. subject to any consents needed by the law, to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must comply with sections 36 and 37 of the Charities Act 1993 (or any statutory re- enactment or modification of those sections);
- 18.1.4. subject to any consents needed by the law, to borrow money and charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed provided that the Trustees first obtain the express approval at an AGM or SGM for such loans or mortgages to be obtained;
- 18.1.5. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves, issued as part of the Society's Rules and Procedures as set out in Clause (30);
- 18.1.6. to obtain and pay for such goods and services as are necessary to carry out the work of the Society;
- 18.1.7. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner as the Trustees of a trust are permitted to do by the Trustee Act 2000 and subject to the same conditions;
- 18.1.8. to appoint not fewer than three and not more than six members of the Society (who may or may not be current Trustees) to hold any property to be held in trust for the Society;
- 18.1.9. to act to facilitate and coordinate preservation, research, transcription, indexing and publication of original county and local records and make them readily accessible to the public;
- 18.1.10. to undertake recording, transcription, indexing and publication of memorial and similar inscriptions;
- 18.1.11. to promote the interests of those engaged in family history research primarily within the area of the pre-1974 Royal County of Berkshire and to provide means to share, exchange and publish information about such research and its findings;
- 18.1.12. to set up Branches in local areas;
- 18.1.13. to provide and maintain a Research Centre and Library for the use of Society members and other interested people;
- 18.1.14. to hold public family history events and activities, including conferences, seminars, lectures, courses, demonstrations, discussions, meetings, projects and visits to relevant facilities, for Society members and other interested people;
- 18.1.15. to cooperate, collaborate, affiliate or join with other charities, voluntary bodies and organisations with similar interests and to exchange information and advice with them;
- 18.1.16. to set up and maintain internal procedures for effective operation of the Society including the Society's Branches, Research Centre, Committees and any other working groups;
- 18.1.17. to grant honorary membership of the Society; and
- 18.1.18. to do such other lawful things as are necessary to further the Objects of the Society.
- 18.2. Neither change to this Constitution nor any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- 18.3. Any Executive Committee meeting which is quorate when the relevant decision is taken may exercise all of the powers detailed in sub-clause (18.1).

19. **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A Trustee shall cease to hold office if he or she:

- 19.1. is disqualified from acting as a Trustee by section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that section);
- 19.2. ceases to be a fully paid-up and current member of the Society;
- 19.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 19.4. resigns as a Trustee by notice to the Society (but only if at least seven Trustees will remain in office when the notice of resignation is to take effect); or

- 19.5. is absent without permission or reasonable explanation from all Executive Committee meetings held in six consecutive months and the remaining Committee members resolve that his or her office be vacated.

20. PROCEEDINGS OF THE SOCIETY'S EXECUTIVE COMMITTEE

- 20.1. The Executive Committee may regulate its proceedings, as its members together decide, subject to the provisions of this Constitution.
- 20.2. This Committee shall meet at least four times a year, not including the meeting to receive and approve the end-of-year accounts before the Society's AGM.
- 20.3. Any Trustee may call a meeting of the Committee.
- 20.4. The Secretary must call a Committee meeting if asked to do so by a Trustee.
- 20.5. Questions arising at a meeting must be decided by a majority of votes.
- 20.6. When equal numbers of votes are cast, the person who chairs the meeting may exercise a casting vote at his or her discretion.
- 20.7. An Executive Committee meeting may not take a decision about a matter unless quorate when the decision is purported to be made.
- 20.8. The quorum shall be seven or such larger number as may be decided from time to time by the Committee members.
- 20.9. A Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that member (also a Trustee) is not entitled to vote.
- 20.10. If an Executive Committee meeting is or becomes inquorate, the continuing Committee members or member may act only to fill vacancies or to call a General Meeting.
- 20.11. The elected Chairman of the Society shall chair these meetings or, in his or her absence, the Vice-Chairman.
- 20.12. If the Chairman and Vice-Chairman are unwilling to preside or are not present within ten minutes after the time appointed for the meeting, those members present may appoint one of their number to chair that meeting.
- 20.13. The person appointed to chair the meetings shall have no functions or powers except those conferred by this Constitution or those delegated to him or her in writing by the Society's Trustees.
- 20.14. A written resolution signed by all those entitled to receive notice of a meeting of the Executive Committee and to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
- 20.15. The written resolution may consist of several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 20.16. Executive Committee members may also, subject to Rules or other terms of reference agreed in advance by the Committee, take decisions or act on behalf of the Society on day-to-day matters or urgent matters arising between Committee meetings. Such decisions and actions must be reported to the full group of Committee members at the earliest opportunity.

21. DELEGATION

- 21.1. The Executive Committee may delegate any of its powers or functions to a sub-committee which itself contains two or more Trustees and, where appropriate, other Society members. The Executive Committee must minute the terms of any such delegation.
- 21.2. The Executive Committee may impose conditions when delegating, including the conditions that:
- 21.2.1. the relevant powers are to be exercised exclusively by the sub-committee to which they are delegated;
- 21.2.2. no expenditure may be incurred on behalf of the Society except within a budget and limits previously agreed with the Executive Committee;
- 21.2.3. the Executive Committee may revoke or alter a delegation; and
- 21.2.4. all acts and proceedings of sub-committees must be fully and promptly reported to the Executive Committee.

22. IRREGULARITIES IN PROCEEDINGS

- 22.1. Subject to sub-clause (22.2) all acts carried out by a meeting of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member who was disqualified from holding office; or had previously retired, or had been obliged by the Constitution to vacate office; or was not

entitled to vote on the matter, whether by reason of a conflict of interest or otherwise: always provided that if, without the vote of that member and that member being counted in the quorum, the decision has been taken by a majority of the Trustees at a quorate meeting.

- 22.2. Sub-clause (22.1) does not permit a Trustee to retain any benefit that may be conferred on him or her by a resolution of the members of the Executive Committee if the resolution would otherwise have been void.
- 22.3. No resolution or act of the Executive Committee, one of its authorised sub-committees, or the Society in General Meeting shall be invalidated by reason of failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a member of the Society.

23. **MINUTES**

- 23.1. Using the general power under sub-clause (18.1.16) and the provisions of sub-clause (30.2.5) The Executive Committee must ensure that minutes are kept of all:
 - 23.1.1. appointments of Officers and Trustees made by the Trustees;
 - 23.1.2. proceedings at the Society's AGM and at any other General Meetings;
 - 23.1.3. meetings of the Executive Committee;
 - 23.1.4. meetings of sub-committees set up by the Executive Committee.
- 23.2. The Trustees shall use the power under sub-clause (18.1.16) and the provisions of Clause (30) to decide the format and content of minute keeping expected of the Society's Branch, Research Centre and other local Committees and working groups.

24. **ANNUAL REPORT AND RETURN AND ACCOUNTS**

- 24.1. The Executive Committee must comply with its obligations under the Charities Acts of 1993, 2006 and 2011 (or any statutory re-enactment or modification of those Acts) to:
 - 24.1.1. keep accounting records for the Society;
 - 24.1.2. prepare annual statements of account for the Society;
 - 24.1.3. make annual statements available to Society members;
 - 24.1.4. send copies of those statements of account to the Charity Commission;
 - 24.1.5. prepare and send annual reports to the Charity Commission;
 - 24.1.6. prepare and send annual returns to the Charity Commission.
- 24.2. Accounts must be prepared under the provisions of the Statement of Recommended Practice for Charities (SORP 2015) or those of any later applicable revision of that document.
- 24.3. A qualified accountant or similar competent person, as required by law, shall independently examine the Society's annual statements of account. The independent examiner's report shall be submitted to the Executive Committee before the Society's AGM and shall be available at the AGM that follows such examination.
- 24.4. The Society's financial year shall start on 1st May and end on 30th April.

25. **BRANCH ORGANISATION**

- 25.1. As provided for by sub-clause (18.1.12) the Executive Committee shall have the power to set up Branches in furtherance of the Society's Objects and on such terms and Rules as it may from time to time decide.
- 25.2. A local committee comprising a Chairman, a Secretary and at least three and not more than six other members shall run each Branch so established.
 - 25.2.1. Two members from the same family may not serve on a local committee at the same time.
- 25.3. Each Branch shall hold an annual meeting in the two calendar months before the Society's AGM at which local Society members shall:
 - 25.3.1. elect Branch officers and committee members to serve for the next twelve months; and
 - 25.3.2. from those elected, propose a Branch representative who is eligible under the provisions of Clause (17) for election as a Trustee of the Society and Executive Committee member at the AGM that follows.
- 25.4. The representative proposed may then attend any Executive Committee meetings held in the interim period before the AGM but may not vote at them unless he or she is already a Trustee of the Society.

- 25.5. Each Branch Committee is responsible to the Executive Committee for the orderly running of the Branch in compliance with this Constitution and such Rules as the Executive Committee may from time to time decide.
- 25.6. All property or funds acquired or accumulated by a Branch shall belong to the Society and must be maintained as directed by the Rules of the Society.
- 25.7. The activities of a Branch and those of its Branch Committee may be suspended at any time by a resolution of the Executive Committee or dissolved on a resolution of members at a General Meeting of the Society. Such resolutions shall give proper direction and instruction on the transfer of Society assets and responsibility for liability of the local group during suspension or after dissolution.

26. RESEARCH CENTRE

As provided for by sub-clause (18.1.13) in furtherance of the Society's Objects the Executive Committee shall have the power to provide and maintain a Research Centre and Library for the use of Society members and other interested people.

- 26.1. A Research Centre Committee comprising a Chairman and not more than seven other members shall run the Society's Research Centre. At least two members of that Committee shall be Society Trustees.
 - 26.1.1. Two members from the same family may not serve on this Committee at the same time.
- 26.2. The Research Centre Committee is responsible to the Executive Committee for the orderly day-to-day running of the Centre for the benefit of all Society members and the general public.
- 26.3. The Research Centre Committee must comply with the provisions of this Constitution and such Rules as the Executive Committee may from time to time decide.

27. REGISTERED PARTICULARS

The Executive Committee must tell the Charity Commission promptly of any changes to the Society's entry on the Central Register of Charities.

28. REPAIR AND INSURANCE

The Executive Committee must keep in repair and insure to its full value against fire and other usual risks any building that is required to be kept in repair and insured by the Society as tenant or lessee, or make such contribution as may be agreed to the cost of such insurance provided by the landlord. The Committee must also secure and maintain personal accident, public liability and assets insurance for the Society's meetings and activities.

29. NOTICES

- 29.1. Any notice needed by this Constitution to be given to or by any person must be in writing or given using electronic communications.
- 29.2. The Society may give notice to a member:
 - 29.2.1. personally; or
 - 29.2.2. by sending it by post in a pre-paid format to the address most recently registered with the Society by the member; or
 - 29.2.3. by leaving it at the address most recently registered with the Society by the member; or (29.2.4) by sending it using electronic communications to the address for such communications most recently registered with the Society by the member.
- 29.3. Any member who does not register an address with the Society or who registers only a postal address that is outside the United Kingdom shall not be entitled to receive any notice from the Society.
- 29.4. A member present in person at any General or Committee meeting of the Society shall be deemed to have received notice of that meeting and of the purposes for which it was called.
- 29.5. Conclusive evidence that notice was given shall be provided by:
 - 29.5.1. proof that an envelope containing a notice was properly addressed, pre-paid and posted.
 - 29.5.2. proof that a notice in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
- 29.6. Notice shall be deemed to be given forty-eight hours after the envelope containing it was posted or, in the case of an electronic communication, forty-eight hours after it was sent.

30. RULES

- 30.1. The Executive Committee may from time to time make, change, extend and revoke Rules for the proper administration and conduct of the activities and business of the Society.
- 30.2. The Rules may regulate the following matters but are not restricted to them:
 - 30.2.1. admission of members to the Society, rights and privileges of members, membership fees and entrance and other fees or payments to be made by members;
 - 30.2.2. conduct of members of the Society in relation to one another and to any employee or volunteer assisting the Society and the management of any grievance arising from such behaviour;
 - 30.2.3. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times for any particular purpose or purposes;
 - 30.2.4. procedures to be followed at General Meetings and Executive Committee meetings in so far as such procedures are not regulated by this Constitution;
 - 30.2.5. the keeping and authentication of records and minutes of meetings and the modes and media to be used;
 - 30.2.6. the appointment of auditors or independent examiners of the Society's accounts;
 - 30.2.7. procedures to be followed by Branch Committees and other working groups within the Society in so far as those procedures are not regulated by this Constitution;
 - 30.2.8. procedures to be followed in the operation of the Society's Research Centre; and
 - 30.2.9. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 30.3. In General Meeting the Society has power to revise, add to or revoke such Rules.
- 30.4. The Executive Committee shall adopt such means as it thinks sufficient to bring Rules of the Society to the notice of the membership.
- 30.5. Rules shall be binding on all Society members. No Rule shall be inconsistent with, affect or revoke anything contained in, this Constitution.

Amendments incorporated in the above text since June 2007.

- A1 Sub-clause 16.6 amended to read 'The number of Society Trustees shall be not fewer than ten and not more than *sixteen*' (previously '*fourteen*'). Approved by simple majority of the membership at the 34th Annual General Meeting of the Society, at Woodley on 17th June 2009.

Amendments incorporated in the above text since June 2009, all approved by simple majority of the membership at the 42nd Annual General Meeting of the Society at Aldermaston on 30th June 2017:

- B1 Sub-clause (8.2.2) renumbered as (8.2.3); sub-clause (8.2.3) renumbered as (8.2.4) and the word *and* deleted; and sub-clause (8.2.4) renumbered as (8.2.6).
- New sub-clause inserted: (8.2.2) *UK 18 - 25 years age Concession* New sub-clause inserted: (8.2.5) *Institutional Membership; and*
- B2 Sub-clause (8.3) amended to read 'The membership year runs from 1st July to 30th June. All membership fees are payable in *full on or before* (previously *advance on*) 1st July each year for the next twelve months'.
- B3 Sub-clause (8.7) second sentence amended by addition of abbreviation '*UK*' to read 'In accordance with UK data protection legislation, details of a member's entry shall be made available on written personal request by that member to the Committee'.
- B4 Sub-clause (19.1) amended to read 'is disqualified from acting as a Trustee by *section 178 of the Charities Act 2011* (previously *section 72 of the Charities Act 1993* (or any statutory re- enactment or modification of that section));'
- B5 Sub-clause (24.1) amended to read 'The Executive Committee must comply with its obligations under the

Charities Acts of 1993, 2006 and 2011 (previously 1993) (or any statutory re-enactment or modification of those Acts) to:

- B6 Sub-clause (24.2) amended to read 'Accounts must be prepared under the provisions of the Statement of Recommended Practice for Charities (SORP 2015) (previously SORP 2005) or those of any later applicable revision of that document'

Amendments incorporated in the above text since June 2017, all approved by simple majority of the membership at the 43rd Annual General Meeting of the Society at Abingdon on 11th June 2018:

- C1 Clause 3 amended to read 'The recognised address of the Society shall be The Berkshire Family History Society, *The Centre for Heritage and Family History, Reading Central Library, Abbey Square, Reading, RG1 3BQ* or such other address as the Executive Committee shall promptly notify to members and to the Charity Commission.' (previously 'Yeomanry House, 130 Castle Hill, Reading, RG1 7TJ')

Amendments incorporated in the above text since June 2018, approved by simple majority of the membership at the 44th Annual General Meeting of the Society at Burchetts Green on 25th June 2019:

- D1 Sub-clause (8.2.5) the word *and* deleted; sub-clause (8.2.6) the word *and* added

New sub-clause inserted: (8.2.7) *Supporter Membership (a grant of the Society's Trustees)*

Amendments incorporated in the above text since June 2019, approved by simple majority of the membership at the 45th Annual General Meeting of the Society held via Zoom on 4th September 2020.

- E1 Clause 8 amended to read 'The membership year runs *for twelve months from the date of joining or renewal*. All membership fees are payable in full on joining and on or before the *due date of renewal*. *Late renewal will mean the removal of membership privileges until the membership fee has been paid in full*.
- E2 Sub-clause (11.2.6) amended to include *(physically and electronically)*.
- E3 New sub-clause inserted (11.6). *A General Meeting can be conducted by both physical and electronic means. Live Streaming or broadcasting should be undertaken unless physically impractical for the business of the General Meeting. Where a speaker is engaged for the event any talk given should be broadcast as far as possible.*
- E4 Sub-clause (13.3) amended to include *(either physically or visually by electronic means)*.

Amendments incorporated in the above text since September 2020, approved by simple majority of the membership at the 46th Annual General Meeting of the Society held via Zoom on 18th June 2021.

- F1 Clause 9.3 amended to read 'the membership fee is not paid in full by *the renewal date* or any sum due from the member to the Society is not paid in full within three months of it falling due;