

Constitution

Adopted on 28th March 2022 2022

PART 1

1. Adoption of the constitution

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

2. Name

The association's name is the Walberswick Local History Group (WLHG).

3. Objects

The association's objects ('the objects') are to research the history of Walberswick and adjacent parishes; to collect and preserve material of historical interest; to hold educational events; and to finance activities in support of these objects.

4. Successor association

- (1) The association is the successor to the Walberswick Local History Group (WLHG) established by a constitution dated 23rd March 1994, as amended by a constitution dated 25th April 2016 ('predecessor association').
- (2) Any person who was a member of the predecessor association on the date of adoption of this constitution shall be members of this association.

5. Application of income and property

- (1) The income and property of the association shall be applied solely towards the promotion of the objects.
 - (a) A committee member is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.
 - (b) A committee member may benefit from committee member indemnity insurance cover purchased at the association's expense.
- (2) None of the income or property of the association may be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a committee member from receiving:
 - (a) a benefit from the association in the capacity of a beneficiary of the association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the association.

6. Benefits and payments to committee members and connected persons

(1) No committee member or connected person may:

- (a) buy or receive any goods or services from the association on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the association;
- (c) be employed by, or receive any remuneration from the association;
- (d) receive any other financial benefit from the association

unless the payment is permitted by sub-clause (2) of this clause. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) A committee member or connected person may enter into a contract for the supply of services or of goods, provided:

- (a) the amount of the payment does not exceed what is reasonable in the circumstances for the supply of the services or goods in question.
- (b) The other committee members are satisfied that it is in the best interests of the association to contract with the supplier rather than with someone who is not a committee member or connected person.
- (c) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her.
- (d) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of committee members is present at the meeting.
- (f) The reason for their decision is recorded by the committee members in the minute book.

7. Dissolution

(1) If the members resolve to dissolve the association the committee members will remain in office as committee members and be responsible for winding up the affairs of the association in accordance with this clause.

(2) The committee members must collect in all the assets of the association and must pay or make provision for all the liabilities of the association.

(3) The committee members must apply any remaining property or money:

- (a) directly for the objects;
- (b) by transfer to any other associations or registered charities for purposes the same as or similar to the association;

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the association specifying the manner in which the committee members are to apply the remaining

property or assets of the association and the committee members must comply with the resolution if it is consistent with sub-clause (3) above.

(5) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself an association or registered charity).

8. Amendment of constitution

(1) The association may amend any provision contained in Part 1 of this constitution provided that a resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Part 2

9. Membership

(1) Membership is open to individuals over eighteen or organisations who are approved by the committee members.

(2) (a) The committee members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application.

(b) The committee members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The committee members must consider any written representations the applicant may make about the decision. The committee members' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The committee members must keep a register of names and addresses of the members.

10. Termination of membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the association unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the association is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the committee members that it is in the best interests of the association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty one days' notice in writing of the meeting of the committee members at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the association) has been allowed to make representations to the meeting.

11. General meetings

(1) The association must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The committee members may call a special general meeting at any time.

(5) The committee members must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the committee members fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

(6) In determining whether members are participating in a general meeting, it is irrelevant where any member is or how they communicate with each other.

12. Notice

(1) The minimum period of notice required to hold any general meeting of the association is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the committee members.

13. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) 10 members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time,

whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

14. Chair

(1) General meetings shall be chaired by the person who is Chair of the association.

(2) If the Chair is not present within fifteen minutes of the time appointed for the meeting a committee member nominated by the committee members shall chair the meeting.

(3) If there is only one committee member present and willing to act, he or she shall chair the meeting.

(4) If no committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

15. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

16. Votes

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

17. Representatives of other bodies

(1) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.

(2) The organisation must give written notice to the association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been

received by the association. The nominee may continue to represent the organisation until written notice to the contrary is received by the association.

18. Officers and committee members

(1) The association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the committee members of the association and in this constitution are together called 'the committee members'.

(2) The association shall have the following officers:

(a) A chair,

(b) A secretary,

(c) A treasurer,

(d) An archivist,

(e) A membership secretary.

(3) A committee member may hold more than one of the offices listed in sub-clause (2) of this clause; except that the chair may not hold any other office.

(4) A committee member must be a member of the association or the nominated representative of an organisation that is a member of the association.

(5) No one may be appointed a committee member if he or she would be disqualified from acting under the provisions of clause 20.

(6) The number of committee members shall be not less than three but (unless otherwise determined by a resolution of the association in general meeting) shall not be subject to any maximum.

(7) The first committee members (including officers) shall be those persons elected as committee members and officers at the meeting at which this constitution is adopted.

(8) A committee member may not appoint anyone to act on his or her behalf at meetings of the committee members.

19. Appointment of committee members

(1) The association in general meeting shall elect the officers and the other committee members.

(2) The committee members may appoint any person who is willing to act as a committee member. Subject to sub-clause 5 of this clause, they may also appoint committee members to act as officers.

(3) Each of the committee members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a committee member or an officer at any annual general meeting unless prior to the meeting the association is given notice of the person to be proposed.

(5) The appointment of a committee member, whether by the association in general meeting or by the other committee members, must not cause the number of committee members to exceed any number fixed in accordance with this constitution as the maximum number of committee members.

20. Powers of committee members

(1) The committee members must manage the business of the association and have the following powers in order to further the objects (but not for any other purpose):

(a) to raise funds. In doing so, the committee members must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the association.

(d) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(e) to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the objects;

(f) to acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the objects;

(g) to set aside income as a reserve against future expenditure;

(h) to obtain and pay for such goods and services as are necessary for carrying out the work of the association;

(i) to open and operate such bank and other accounts as the committee members consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the committee members of a trust are permitted to do by the Committee member Act 2000;

(j) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee members.

(3) Any meeting of committee members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee members.

21. Removal of committee members

A committee member shall cease to hold office if he or she:

(1) ceases to be a member of the association;

- (2) in the written opinion, given to the association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
- (3) resigns as a committee member by notice to the association (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the committee members from all their meetings held within a period of six consecutive months and the committee members resolve that his or her office be vacated.

21. Proceedings of committee members

- (1) The committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any committee member may call a meeting of the committee members.
- (3) The secretary must call a meeting of the committee members if requested to do so by a committee member.
- (4) In determining whether Committee members are participating in a Committee members' meeting, it is irrelevant where any Committee member is or how they communicate with each other.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) No decision may be made by a meeting of the committee members unless a quorum is present at the time the decision is purported to be made.
- (8) The quorum shall be two or the number nearest to one-third of the total number of committee members, whichever is the greater or such larger number as may be decided from time to time by the committee members.
- (9) A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that committee member is not entitled to vote.
- (10) If the number of committee members is less than the number fixed as the quorum, the continuing committee members or committee member may act only for the purpose of filling vacancies or of calling a general meeting.
- (11) The person elected as the Chair shall chair meetings of the committee members.
- (12) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the committee members present may appoint one of their number to chair that meeting.
- (13) The person appointed to chair meetings of the committee members shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee members.

22. Conflicts of interests and conflicts of loyalties

A committee member must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not been previously declared; and
- (2) absent himself or herself from any discussions of the committee members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

Any committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the committee members on the matter.

23. Delegation

- (1) The committee members may delegate any of their powers or functions to a committee of two or more committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The committee members may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the committee members.
- (3) The committee members may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the committee members.

24. Minutes

The committee members must keep minutes of all:

- (1) appointments of officers and committee members made by the committee members;
- (2) proceedings at meetings of the association;
- (3) meetings of the committee members and committees of committee members including:
 - (a) the names of the committee members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

25. Accounts

- (1) The committee members must keep accounting records for the association.
- (2) The committee members must prepare annual statements of account for the association.

26. Repair and insurance

The committee members must keep in repair and insure to their full value against fire and other usual risks all the buildings of the association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

27. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The association may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.
- (4) A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

28. Rules

- (1) The committee members may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the association in relation to one another, and to the association's employees and volunteers;

- (c) the procedure at general meeting and meetings of the committee members in so far as such procedure is not regulated by this constitution;
- (d) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The committee members must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the association.
- (5) The rules or bye-laws shall be binding on all members of the association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

29. Disputes

If a dispute arises between members of the association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute before resorting to litigation.

30. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the committee member;
- (2) the spouse or civil partner of the committee member or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the committee member or with any person falling within sub-clause (1) or (2) above;

Signatures of the first committee members
Signatures of the first committee members

Henry N. Edwards.

R. H. Long

Harriet Wilson

W. J. ...

Edward Wright

Quinn

...

Robert R. Stone

J. J. ...