



# North West Kent Family History Society

(N W Kent and ancient Kent parishes now S E London incorporating TWFHS)

Constitution edition 12 (October 2021)

## 1 NAME

1.1 The Society shall be called the **NORTH WEST KENT FAMILY HISTORY SOCIETY**.

## 2 OBJECTS.

2.1 The objects of the Society shall be to promote and encourage education in the study of family history and genealogy in relation to national and local history. In furtherance of the above mentioned objects the Society shall:-

2.1.1 arrange programmes of lectures, visits and other activities;

2.1.2 promote the preservation of relevant documents and records, locate, transcribe, index them and, wherever possible, publish the results;

2.1.3 provide guidance in family history research and studies;

2.1.4 do all lawful things necessary to advance the objects of the society.

## 3 MEMBERSHIP

3.1 Membership shall be open to all who are interested in furthering the objects of the Society and there shall be four types of membership :-

3.1.1 Individual:

3.1.2 Family: For two or more members of the Society living at the same address who together opt to receive only one copy of the Society's journal and other circulars.

3.1.3 Honorary: awarded by the Society Committee to persons who the Committee feels have made a major contribution to the Society or to the objects of the Society.

3.1.4 Association or Library membership. Association or Library membership for Organisations and Societies that have similar aims and objectives, which are interested in furthering the aspects of Family History in the pursuit of their historical interests. This class of membership does not confer voting rights or access to the members' only area of the Society Web site.

3.2 The Society Committee has the right to refuse to admit an applicant to membership subject to the applicant being given the reason in writing for such refusal.

3.3.1 The Society Committee has the right to terminate or refuse to renew an existing membership subject to the member being given the reason in writing for such refusal within three weeks of the decision.

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3.3.2 The Society Committee shall consider any written representations the member may make about its decision, but the Society Committee's decision following such written representations shall be final.

### **4 SUBSCRIPTIONS.**

4.1 Annual subscriptions shall be payable on joining the Society, and thereafter on 1<sup>st</sup> January each year without notice. The first annual subscription paid by a member who joins the Society in the last quarter of a year shall cover the period to 31<sup>st</sup> December in the following year.

4.2 The subscriptions shall be fixed at an Annual General Meeting or Extraordinary General Meeting of the Society and shall remain in force until amended by Resolution at another such meeting.

4.3 The Society Committee shall have the power to appoint honorary members and will record such in their minutes. This appointment will be announced at an AGM. The appointment as honorary member will waive the annual subscription although honorary members will still have the full rights of individual membership.

### **5 PATRON, PRESIDENT AND VICE-PRESIDENTS.**

5.1 The appointment of a Patron, President and Vice-President shall be for four years. The Society Committee will review each appointment at the end of its four year term.

### **6 MANAGEMENT.**

6.1 The Society shall be managed by the Society Committee the members of which are the Trustees of the Society comprising a Chair, Vice-Chair, Secretary and Treasurer, who shall be the officers of the Society, not more than six other elected members, ex-officio members and one representative from each Branch Committee.

6.2 The Officers and elected members of the Society Committee shall be elected at the Annual General Meeting of the Society. The names of candidates must be submitted to the Secretary to arrive not less than fourteen days before the date of the meeting. If there are more candidates than vacancies, the Chair of the meeting shall appoint two scrutineers to hold a ballot and shall announce the result by the end of the meeting. If there are fewer candidates than vacancies, the Chair shall have discretion to accept nominations at the meeting.

6.3 The Society Committee shall appoint not less than three of the Trustees of the Society to hold in trust any land or buildings leased or owned by the Society.

6.4 The Society Committee shall determine those posts that carry right of membership of the Society Committee ex-officio.

6.5 Apart from the President and Vice-Presidents, all Officers and other elected Society Committee members shall be elected for one year only at the Annual General Meeting, but shall be eligible to stand for re-election at a subsequent Annual General Meeting.

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6.6 The Society Committee shall have the power to co-opt additional members and to appoint Sub-committees. A co-opted member shall be eligible to fill one of the offices of the Society only if an elected member of the Society Committee is not willing to take the position. The Chair must be an elected member of the Society Committee.

### **7 BRANCHES**

7.1 The Society Committee shall have the power to establish Branches, for the furtherance of the said objects

7.2 Each Branch so established shall comply with and be subject to the following regulations:-

7.3 Branches shall act in pursuance of the said objects and of the policy of the Society and shall be subject to such conditions as may from time to time be laid down by the Society Committee.

7.4 Branches shall organise meetings, open to all Individual, Family or Honorary members of the Society

7.4.1 Association or Library members can attend the meetings of the Society by a representative of that organisation. If the representative or other member(s) of that organisation attend more than three meetings in any year they will be expected to join the Society as 'Individual' members.

7.5 Each Branch shall elect at an Annual Meeting a Committee to run its affairs. The procedure for the election of Officers of the Branch shall be in accordance with that for the election of Society Committee members laid down in Clause 6.2 and 6.5 as appropriate. Each Branch Committee shall consist of a Chair and not more than eight other members. The Committee shall nominate from among its members a Representative to the Society Committee, Branch Finance Officer and Programme Secretary

7.6 Each Branch shall make such regular reports and returns to the Society Committee in such a form as may from time to time be determined by that Committee.

7.7 Members attending Branch meetings shall sign the attendance register

7.8 All subscriptions to the Society and other monies collected by the Branches and taskholders shall be paid to the Society Treasurer

7.9 A representative from the Society Committee can attend any Branch Committee meeting, but shall not have the right to vote.

7.10 A Branch may be dissolved at any time by a resolution presented to the Society at an Annual General Meeting or Extraordinary General Meeting in accordance with the procedure outlined in clause 12. In this event, any assets of the Society held by the Branch will be returned to the Society Committee.

## **NWKFHS. Constitution 12 – October 2021 continued.**

7.11 The Society Committee may exercise its power to dissolve a Branch without reference to an Annual General Meeting should continuance of the Branch prove no longer desirable or viable. In this event, any assets of the Society held by the Branch will be returned to the Society Committee.

### **8 MEETINGS**

8.1 In this constitution the following expression 'meeting', except where inconsistent with any legal obligation includes:

8.1.1 A physical meeting

8.1.2 A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation. Known as virtual meetings

8.1.3 Telephone conferencing.

### **8.2 ANNUAL GENERAL MEETING.**

8.2.1 All members have the right to attend and vote at an Annual General Meeting except as noted in section 3.1.4

8.2.2 Once in every calendar year an Annual General Meeting shall be held at such place and on such date as the Society Committee shall determine. The Annual General Meeting shall be held within fifteen months of the previous one. The Society Committee shall give notice of the meeting to all members either in writing or by announcement in the Journal of the Society, at least three weeks before the date of such meeting.

8.2.3 The meeting shall be chaired by the Society Chair or a member designated by the Society Committee to chair that specific meeting.

8.2.4 At each Annual General Meeting the Committee shall present a report of the activities of the Society since the previous Annual General Meeting and the Treasurer shall present the financial accounts of the Society for the year ending the previous 31st December, which shall have been subject to an independent examination.

8.2.5 Motions for the Annual General Meeting shall be signed by the proposer and seconder and sent to the Secretary not less than eight weeks before the date of the meeting.

8.2.6 Except as provided in clauses 11 and 12 below, motions may be passed by a simple majority. In the event of an equal numbers of votes being cast for and against any motion the Chair of the meeting shall have a second or casting vote.

8.2.7 Although a vote may be taken on matters not specified on the agenda as an expression of opinion, such a vote shall not have the force of a resolution and neither shall bind on the Society Committee.

8.2.8 At an Annual General Meeting the quorum shall be fifty members.

## **NWKFHS. Constitution 12 – October 2021 continued.**

8.2.9 If there is no quorum at an Annual General Meeting then a second meeting shall be called in the same manner as set out above. At this second meeting the quorum shall be the number of members attending the meeting.

8.2.10 A record of the Annual General Meeting shall be kept.

8.2.11 Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a postal and or email vote; known as a postal vote; on the subject of the decisions shall be organised. Notice will be given in the Journal.

8.2.12 In these circumstances an agenda of the meeting decisions needed will be circulated to all members. Nominations and motions are to be submitted to the Secretary within four weeks after the notice of the postal vote. The format and layout of the agenda will act as a voting paper and be given in the Journal and on the web site.

8.2.12.1 The members will return their copy of the agenda marked to indicate their vote for each decision needed to the Society secretary in the case of postal votes or directly to the scrutineers where the voting has been done electronically by email.

8.2.12.2 The voting papers will be passed to the scrutineers appointed by the Trustees who will prepare a report of the results. This report will be sent to the Trustees and Editor for publication in the Journal and issue to all members. This is the record of the postal AGM

8.2.12.3 The timescale for organising this voting is to give notice of the postal vote and within four weeks receive any nominations and any motions. To issue the Agenda in the Journal. Responses will be required within five weeks from the date of issue of that Journal. The scrutineers report will be sent to the trustees and the editor within four weeks of receiving the voting papers.

8.2.12.4 The number of the returned voting papers needed is the same number as the quorum for a physical meeting (Clause 8.2.8).

### **8.3 EXTRAORDINARY GENERAL MEETING.**

8.3.1 The Society Committee shall have the power to call an Extraordinary General Meeting of the Society within twelve weeks of the decision to hold that meeting. Members shall be notified at least three weeks before the date of the meeting either in writing or by announcement in the Journal.

8.3.2 The Society Committee shall be bound to call an Extraordinary General Meeting within twelve weeks of receiving a written request to do so which specifies the business to be discussed and is signed by no less than twenty five members.

8.3.3 The business to be discussed must appear on the agenda and no other business may be considered.

8.3.4 All members have the right to attend and vote at an Extraordinary General Meeting, except as noted in section 3.1.4

## **NWKFHS. Constitution 12 – October 2021 continued.**

8.3.5 Without a quorum, no vote shall be taken and no second meeting shall be called.

8.3.6 In all other matters, the Extraordinary General Meeting shall be conducted in the same way as an Annual General Meeting.

8.3.6.1 Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a postal and or email vote; known as a postal vote; on the subject of the business to be discussed an EGM can be organised.

8.3.6.2 The postal EGM shall be organised as the postal AGM in clauses 8.2.12.to 8.2.12.4

8.3.7 A record of the Extraordinary General Meeting shall be kept.

### **8.4 ANNUAL BRANCH MEETING.**

8.4.1 All members have the right to attend and vote at an Annual Branch Meeting, except as noted in section 3.1.4

8.4.2 Once in every calendar year an Annual Branch Meeting shall be held at such place and on such date as the Branch Committee shall determine. The Annual Branch Meeting shall be held within fifteen months of the previous one. The Branch Committee shall give notice of the meeting to all members either in writing or by announcement in the Journal of the Society, at least four weeks before the date of such meeting.

8.4.2.1 Where a physical meeting cannot be convened due to exceptional circumstances where local members cannot gather to hold a meeting then the time limit of clause 8.4.2 should be ignored with the agreement of the Trustees. The first reconvening of a Branch meeting is also to include an Annual Branch Meeting.

8.4.3 The meeting shall be chaired by the Branch Chair or a member designated by the Branch committee to chair that specific meeting.

8.4.4 At each Annual Meeting the Branch Committee shall present a report of the activities of the Branch since the previous Annual Meeting

8.4.5 Motions for the Annual Branch Meeting shall be signed by the proposer and seconder and sent to the Branch Secretary not less than three weeks before the date of the meeting.

8.4.6 Except as provided in clauses 11 & 12 below, motions may be passed by a simple majority. In the event of equal number of votes being cast for and against any motion the Chair of the meeting shall have a second or casting vote.

8.4.7 Although a vote may be taken on matters not specified on the agenda as an expression of opinion, such a vote shall not have the force of a resolution and neither shall it bind on the Branch Committee.

8.4.8 At an Annual Branch Meeting, the quorum shall be ten members.

## **NWKFHS. Constitution 12 – October 2021 continued.**

8.4.9 If there is no quorum at an Annual Branch Meeting then a second meeting shall be called in the same manner as set out above. At this second meeting the quorum shall be the number of members attending the meeting.

8.4.10 A record of the Annual Branch Meeting shall be kept and a signed copy sent to the Society Secretary.

### **8.5 MEETINGS of SOCIETY COMMITTEES**

8.5.1 The quorum shall be five for the Society Committee and three for Branch Committees.

8.5.2 A meeting will be chaired by the elected Chair or Vice-Chair or in their absence a member elected by those present.

8.5.3 A simple majority shall be sufficient to pass any motion. In the event of an equal number of votes being cast for and against a motion the Chair shall have a second or casting vote.

8.5.4 The Society Committee shall determine such procedures as it deems necessary and proper for the conduct of its own meetings, Branch Committee and Sub-Committee meetings. A record of these meetings shall be kept.

8.5.5 If a President and/or Vice-Presidents attend a meeting of a Committee they shall be as advisors only.

8.5.6 Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a virtual meeting or a telephone conference meeting shall be held. The procedures in clause 8.5.1 to 8.5.5 will apply to this form of meeting.

8.5.7 The secretary of the meeting will distribute an Agenda with any reports prepared on the activities of the committee members and their sub-committees.

8.5.8 On conclusion of the meeting the Secretary will prepare the minutes of the meeting noting any decisions taken and the actions required of the committee members.

8.5.9 For the Trustee's Society meeting, if a trustee does not have the equipment or knowledge to join a virtual meeting the Society shall provide such equipment and training to use it

8.5.10 If a trustee or Branch committee member cannot attend a committee meeting, they can forward their views and opinions to the other Trustees or branch committee members at least 1 calendar week before the meeting. This report will be considered as part of the committee's discussion but the absentee member will not have a vote.

## **9 FINANCE**

9.1 The Society's financial year shall end on 31st December.

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9.2 The Society Committee shall be responsible for the administration of the Society's funds. The Society Committee shall have the power to invest funds in trustee securities; place them on deposit or loan with a bank or building society or savings bank, and hold monies in a deposit or current account with a clearing bank. The Society Committee may invest funds in other securities or in a freehold or leasehold property if a motion to the effect is passed at an Annual or Extraordinary General Meeting of the Society. The Committee shall not raise loans or charge the funds or property of the Society unless authorised to do so at such a meeting.

9.3 All cheques shall be signed by two members of the Committee one being the Treasurer or other Officer or by one Officer and the designated Branch Finance Officer. Two members of the Society Committee, one of which must be the Treasurer or other Officer, shall sign all other documents relating to the finances of the Society.

9.4 The income and assets of the Society shall be applied solely to the purposes of the Society and no part thereof shall be transferred to any person without the approval of the Society Committee.

9.5 No payment shall be made from Society's funds to Society Committee and Branch Committee members unless approved in writing by the Charity Commissioners except in reimbursement of expenses incurred on the Society's behalf and with the approval of the Society Committee.

9.6 All members who receive or expend monies on behalf of the Society must record these transactions as set out by the Society Committee in the relevant procedure.

9.7 Payment to all members of the Society may be made for giving of their professional expertise and the expenses associated with these services incurred on the Society's behalf and with the approval of the Society Committee.

9.8 A Honorary Independent Examiner or an Independent Examiner shall be appointed annually at the Annual General Meeting.

9.9 Individual members of the Committee must declare any personal financial interest in any matter under discussion and shall not vote on the matter in question.

## **10 INSURANCE.**

10.1 In addition to any other powers that they have, the Society Committee may exercise the following powers in furtherance of the objects of the Society:

10.1.1 Power to provide indemnity insurance for the members of the Society Committee out of the funds of the Society.

10.2 This insurance must not extend to:

10.2.1 any claim arising from any act or omission that the members of the Society Committee knew to be a breach of trust or breach of duty; or was committed by the members of the Society Committee in reckless disregard or whether it was a breach of trust or breach of duty or not.



## **NWKFHS. Constitution 12 – October 2021 continued.**

10.2.2 The costs of an unsuccessful defence to a criminal prosecution brought against the Society Committee members.

10.3 Power to insure against public liability and if appropriate employers' liability and to insure any buildings or premises owned by or leased to the Society.

### **11 ALTERATIONS TO CONSTITUTION.**

11.1 A resolution for the alteration of the Constitution must be received by the Secretary of the Society from the Society Committee or by written request from no less than twenty-five members specifying the clause or clauses to be altered. The Society Committee shall be bound to call an Extraordinary General Meeting to consider the resolution or be included in the agenda of an Annual General Meeting.

11.2 Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at the Extraordinary General Meeting or an Annual General Meeting.

11.3 No alterations to the objects, this clause, or Clause 12 which next follows, shall take effect until the approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alteration shall be made which would cause the Society to cease to be a charity in law.

### **12 DISSOLUTION.**

12.1 A motion for the dissolution of the Society may be submitted to the Society Committee twelve weeks before the Annual General Meeting or in accordance with the rules governing an Extraordinary General Meeting.

12.2 The motion shall be passed if it receives two thirds of the votes cast by the members of the Society present at the meeting.

12.3 If and when such a motion shall have been passed, so much of the assets of the Society shall be realised as may be necessary to discharge all the liabilities of the Society. Any remaining assets shall be transferred or given to some other charitable organisation(s) having similar objects to the Society, as the meeting shall direct, subject to the approval of the Charity Commissioners or other authority having charitable jurisdiction.

12.4 The Society shall then be dissolved.