

Historic Society of Lancashire and Cheshire
Registered charity no 224825

CONSTITUTION OF THE SOCIETY

1. The Society shall be called the Historic Society of Lancashire and Cheshire, and its object shall be: 'the education of the public by promoting the study of any aspects of the history and archaeology of the area covered by the Palatine Counties of Lancashire and Cheshire and successor local authorities'. In furtherance of this aim, the Society may produce periodical and/or occasional publications, hold meetings, collect material and where appropriate make it available to the public, make grants, and undertake such other activities as may further its object.
2. Any person may submit work to the Council of the Society for consideration for publication. The public will be welcome at meetings, subject to any charges payable by members and non-members alike. The Society's collections are normally open for consultation by the public. The public may purchase the Society's publications.
3. Membership of the Society is open to all interested persons and institutions upon payment of an annual subscription which shall entitle them to receive one copy of such of the Society's publications and to attend such meetings as the Council of the Society shall from time to time decide. The subscription of a member of the Society shall be determined on the recommendation of the Council of the Society by the Annual General

Meeting of the Society. Subscriptions shall be due on a date to be determined from time to time by the Council of the Society. Any member whose subscription is in arrears for one year shall thereupon cease to be a member of the Society. An institutional member may nominate one person to represent it at any meeting of the Society, provided that such a nomination be made in writing to the secretary to Council before the start of the meeting at which such representation will begin and provided that no individual may represent more than one institutional member and provided that no member shall have more than one vote, save as in clause 5.4 of this constitution.

- 4.1. For the purpose of conducting the business of the Society Council shall maintain three lists of members' names, their addresses, and the date on which their membership commenced, as follows:
 - i. list A, on which shall be placed the names of all persons and institutions in membership. Persons and institutions on list A will receive publications under clause 3 of this constitution, notice of any general meeting which will consider a proposal to amend this constitution, and notice of any meeting to wind up the Society under clause 15 of this constitution; and
 - ii. list B, on which shall be placed the names of persons and institutions that, subject to clause 4.1.i, have agreed not to receive communications about meetings of the Society, including communications about the Annual General Meeting and any other general meeting; and
 - iii. list C, on which shall be placed the names of persons and institutions that have agreed, subject to clause 3 of this constitution, to receive all communications of the Society.
- 4.2. On receipt by the secretary to Council of written instructions from any person or institution in membership, Council will add/remove a member's name to/from list B and list C as requested.
- 4.3. Persons and institutions in membership agree, under the provisions of European data protection legislation, that

Council may maintain these lists of members in electronic form, and Council undertakes to use such electronic records only for the purposes of administering the Society.

- 5.1. The business of the Society shall be conducted by a Council whose members shall comprise:
 - i. the officers of the Society, who shall be a president; an honorary treasurer; not less than one and not more than five honorary secretaries; and not less than one and not more than four honorary editors, as Council shall from time to time decide. One of the honorary secretaries shall be secretary to the Council; and
 - ii. up to fifteen ordinary members.
- 5.2. All the officers and ordinary members of the Council shall be members of the Society, or persons representing institutional members.
- 5.3. Notice of meetings of the Society shall normally be issued by the secretary to Council.
- 5.4. The president, or the president's nominee, shall chair all meetings of the Society, but in the absence of the president or nominee, those present shall elect a member to chair the meeting. The person who chairs a meeting shall have a vote and an additional casting vote for all business, and shall determine the conduct of any voting.
- 5.5. Any bank accounts and any moneys invested shall be kept in the name of the Society. Cheques up to a minor sum to be determined from time to time by resolution of Council shall be signed by the honorary treasurer and cheques in excess of that sum shall be signed by any two of four members of Council nominated from time to time by resolution of Council.
- 5.6. The Council shall meet not less than twice a year. Council meetings may be called at the discretion of the president, or by resolution of Council, or on requisition of any three Council members made to the secretary to the Council. Six members of Council shall constitute a quorum of the Council.

6. The officers of the Society shall be elected annually at the Annual General Meeting. The ordinary members of the Council shall be elected at the Annual General Meeting, to serve for a period of three years. Five of the ordinary members of Council shall retire at the Annual General Meeting each year by seniority of election, and shall be eligible for re-election.
7. There may be one or more vice-presidents of the Society, who shall be elected at a general meeting, on the nomination of Council. Vice-presidents shall normally be members of the Society who have made a distinguished contribution to its work. A vice-president shall normally hold that post for life or until resignation. Election as a vice-president does not confer membership of Council, nor shall it exclude a vice-president from election as a member of Council.
8. The Council may fill any vacancy occurring between Annual General Meetings amongst the officers and ordinary members, such appointment to terminate at the next Annual General Meeting, when any appointee shall be eligible for re-election. An ordinary member of Council appointed under this power as an officer and who is not elected to office at the next Annual General Meeting may complete any unexpired portion of his or her three-year term as an ordinary member, but must count the period as an officer as a part of that term.
9. There shall be Annual General Meetings of the Society, and there may be Extraordinary General Meetings of the Society. Not less than twenty-one days' notice of any general meeting shall be sent to each member on membership list C, or to all members of the society on membership list A if the business of the meeting will include a proposal to amend the constitution. Notice shall be deemed to have been given if posted to a member's current address as notified in writing to the secretary to Council. No general meeting shall consider any business of which notice has not been given. Nine members of the Society shall constitute a quorum for any general meeting.

- 10.1. Not more than fourteen months shall elapse between each of the Annual General Meetings of the Society. The notice of an Annual General Meeting shall:
 - i. include the names of candidates proposed by the Council for office and for ordinary membership of Council; and
 - ii. invite nominations, proposed and seconded by members or institutional representatives, for ordinary members of Council. Such nominations shall be received by the secretary to Council at least seven days before the Annual General Meeting.
- 10.2. The Council shall present to the Annual General Meeting a report on the work of the Society, and an audited statement of the Society's income and expenditure. The meeting shall appoint an auditor (who need not be a member of the Society).
11. An Extraordinary General Meeting may be called by the president, by resolution of Council, or at the request of six members of the Society made in writing to the president or to the secretary to Council.
12. Council may invite one or more persons to be patrons of the Society on such terms as Council may from time to time decide. Appointment as a patron shall not confer membership of the Council, nor shall appointment exclude a patron from election as a member of Council.
- 13.1. All property of the Society shall be vested in the Council for the time being, on behalf of the members, and every member who shall for any cause whatever cease to be a member of the Society shall thereupon absolutely forfeit all interest in the property of the Society.
- 13.2. Council may appoint one or more persons or institutions (who need not be members of the Society), on such terms as Council may decide, to administer any property of the Society. Persons or the representative of an institution so appointed may be invited to attend Council meetings but shall not be members of Council. However, if a member of the Society or a representative

of an institution in membership, such an appointee is not excluded from election as a member of Council.

14. No alteration shall be made to this constitution except at a general meeting and no amendment may be made which would render the Society not charitable at law. Notice of any proposed alteration must be sent to the secretary to the Council six weeks before such a general meeting, and be included in the notice of that meeting.
15. The Society may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a general meeting convened for that purpose for which twenty-one days' notice shall be given to all members on membership list A. In the event of the Society's dissolution, all its remaining assets, after the settlement of all liabilities, shall be given or transferred to such registered charity or charities established for similar charitable purposes as the general meeting shall resolve by a majority of those present and voting and, if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object with the prior approval of the Charity Commissioners for England and Wales.
16. After adoption, this constitution shall be printed in one of the Society's publications.

EXPLANATORY NOTE

With reference to clause 4.1, every member of the Society is on list A, whether an individual, an institution, or a society, and should receive *Transactions* each year, normally in December.

U.K. residents and societies in membership have been placed on list C, and will receive the Society's newsletter, and notices of all meetings. U.K. institutions, overseas institutions, and overseas individuals in membership have been placed on list B, and will not normally receive notices of meetings, but overseas individual members will receive the newsletter.

If you wish to change your position between lists B and C, please instruct the secretary to Council (whose address is printed with the names of Council and Officers) in writing.