Oxfordshire Record Society

Founded 1919

Registered Charity No. 209808

www.oxfordshire-record-society.org.uk

Constitution

General

1. **Name** - The Society shall be called the Oxfordshire Record Society.

2. **Object** – The object of the Society is to publish editions of records relating to the county of Oxfordshire and to extend awareness and understanding of archives relating to Oxfordshire.

3. **Status** – The Society is a registered charity and an unincorporated association governed by this Constitution.

Membership of the Society

4. **Membership** is open to both individuals and organizations, who are referred to as “individual” or “corporate” members. Corporate membership is open to any body corporate or incorporate which is interested in furthering the Society’s work. The terms “member”, “membership” and “subscriber” apply to both categories unless qualified by the description “individual” or “corporate”.

5. **Applications for membership** must be submitted to the Society’s Hon Secretary on the appropriate application form, which may be downloaded from www.oxfordshire-record-society.org.uk.

6. **Termination of membership** – Membership may be terminated if the appropriate subscription has not been paid by 31 August in the year in which it is due.

Subscriptions

7. **Subscriptions** – Annual subscription rates for individual and corporate members in the UK and overseas may be set by the Council at different rates and shall be payable on 1 January annually in advance.

Principal Society Officers

8. **President** - The Society’s President shall be the Lord Lieutenant of Oxfordshire.

9. **Honorary Life Vice-Presidents** - An individual who in the Council’s view has given the Society outstanding service and/or is a distinguished local historian may be
nominated for election by an Annual General Meeting as an Honorary Life Vice-President of the Society. Such an officer shall have no executive responsibilities.

10. **Council** - The governing body of the Society shall be its Council, with responsibility for determining the range of the Society’s activities and publications within the scope of its object; for receiving reports from officers, the Editorial Committee and any other sub-committees; for approving the Society’s publications programme; for monitoring and setting finances, budgets, major items of expenditure and subscription rates; for pursuing any necessary additional funding; for setting up sub-committees for specific tasks as needed; and for such other related activities as the Council may determine.

11. **Composition of Council** - The Council shall consist of:
   a. Council - at least six and not more than fourteen Council members, each of whom shall be a trustee of the Society;
   b. an Honorary Secretary ("Hon Secretary"), who shall not be a trustee;
   c. an Honorary Treasurer ("Hon Treasurer"), who shall not be a trustee.

12. **Election to Council membership** - Appointments of Council members will be by election at an Annual General Meeting. Those so elected will serve for an initial term of three years. They may be re-elected for a second term of three years, but thereafter shall not be eligible for re-election until 12 months have elapsed since they were last a member of the Council.

13. **Voting at Council meetings** – Only Council members who are trustees may vote at Council meetings.

14. **Appointment of Hon Secretary and Hon Treasurer** – The Hon Secretary and the Hon Treasurer shall be appointed at an Annual General Meeting on such terms, including tenure of appointment, payment of any honoraria and subject to such conditions as are recommended by the Council. It shall be open to the Annual General Meeting, on the recommendation of the Council, to appoint a single individual to undertake both roles.

15. **Editorial Committee** – The Council shall appoint an Editorial Committee, consisting of at least four Council members or other members of the Society with appropriate skills and experience. A Council member appointed by the Council will chair the Editorial Committee, which shall submit an annual report and a list of its members to the Council for approval.

16. **Other Council sub-committees** – It shall be open to the Council to establish additional sub-committees for specified purposes, to set their terms of reference, and to appoint their members. Each sub-committee is to be chaired by a Council member.

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17. **Chair of the Society** – The Council shall appoint one of its members who is a trustee as Chair of the Society. The Chair’s responsibilities will be to chair Council meetings; to coordinate its work; to liaise with the President and Honorary Life Vice-Presidents; to represent the Council in its dealings with other societies and related organisations; and to report to the Annual General Meeting. The Chair’s tenure of office shall be the same as for other Council Members who are trustees (see Clause 12 above).

**Meetings**

18. **Annual General Meetings** - An Annual General Meeting shall be held each year on a date and at a place specified by the Council. Notice of an Annual General Meeting must be given to members at least twenty-eight days in advance. Notice of any other business to be raised at an Annual General Meeting must be submitted to the Hon Secretary in writing at least fourteen days in advance.

19. **Purpose of Annual General Meeting** - The purpose of an Annual General Meeting is:
   a. to elect Council members;
   b. to receive the report of the Chair and the Hon Secretary and Hon Treasurer on the work of the Society;
   c. to receive the report of the Chair of the Editorial Committee on the Society’s publications;
   d. and to consider the finances of the Society including the accounts and financial report for the previous financial year.

20. **Quorum at Annual General Meetings** - Ten members of the Society shall constitute a quorum.

21. **Extraordinary General Meetings** - An Extraordinary General Meeting may be held at any time at the direction of the Council, or at the request, if given in writing to the Hon Secretary, of at least ten individual members of the Society.

22. **Quorum at Extraordinary General Meetings** - Ten members of the Society shall constitute a quorum.

23. **Council meetings** – The Council shall meet twice in every year and at such other times as may be deemed appropriate by the Chair or at the written request of at least three members of the Council.

24. **Quorum at Council meetings** - Six members of the Council including the Chair shall constitute a quorum.

25. **Voting at Council Meetings** - If the voting is equal, the Chair or, if absent, the Chair’s
nominee, may cast a second vote.

Financial matters

26. **Bank accounts** - The Society shall maintain at least one bank account for the effective management of the Society. There shall be three authorised signatories, namely the Chair, the Hon Secretary and the Hon Treasurer, or alternatively the Chair, the Hon Secretary/Treasurer (where the appointment is held jointly) and one other Council member designated by the Council for this purpose. Two signatures will be needed to effect payments.

27. **Society’s accounts** - The Society’s accounting period shall be the calendar year. The accounts will comply with the accounting and reporting requirements of the Charities Act 2011. Documentation required by the Charity Commission must be produced within the statutory time-limits and approved by the Council prior to the ensuing Annual General Meeting.

28. **Financial benefit** - No Council member who is a trustee shall receive any financial benefit from the Society.

Dissolution of the Society

29. **Dissolution** – If a majority of Council members propose the dissolution of the Society, the proposal shall be subject to a vote at the following Annual General Meeting. If a majority of members present vote in favour of dissolution, all debts and liabilities shall be settled and any balance applied to a charitable purpose consistent with the objects of the society.

Amendments to this Constitution

30. **Constitutional amendments** - This constitution may not be amended except on the recommendation of the Council and with the approval of the majority of members present at an Annual General Meeting or an Extraordinary General Meeting.

Signed at the [insert year] Annual General Meeting by the President of the Society:

Dated

Ninth draft
Explanatory Note

N.B. This note is not part of the Constitution. It is attached to this draft simply to explain the main reasons for recommending a revised Constitution.

1. The Society’s circumstances have changed since its Constitution was last revised in October 2010. For example, it has not proved possible in recent years to recruit a General Editor, hence the proposal to redistribute his duties to an Editorial Committee (para. 15). Conversely, the Society cannot expect to rely indefinitely on a busy Hon Secretary being prepared to shoulder financial responsibilities on top of his demanding secretarial duties, hence the idea of flexible posts in para 14. Last but not least, it seems desirable for the Society to enter its second century with an up to date Constitution.

2. The present draft attempts to reflect general guidance from the Charity Commission, as well as the constitutions of a number of local societies similar to the ORS. It is hoped that the headings and paragraph descriptions will assist the reader, and that the draft will meet the needs of the Society without going into unnecessary detail or being over-prescriptive.

3. The present Constitution makes no provision for Vice-Presidents, though a number have been appointed. The attached draft proposes authority for the election of new Honorary Life Vice-Presidents, and for existing Vice-Presidents to assume office as Honorary Life Vice-Presidents, if they wish, without the need for formal election.

4. It is hoped that the remaining changes are largely self-explanatory.