

Mortimer History Society Constitution

First approved at AGM 2015, revised at AGMs 12/03/16, 11/3/17, 6/3/19 and 18/1/22

Date of constitution (last amended): Proposed Constitution for approval at the 2024 AGM.

1. Name: the name of the Charitable Incorporated Organisation is:
Mortimer History Society.

2. National location of principal office:

England

3. Objects

The objects of Mortimer History Society (MHS) are:

To advance education for the public benefit in the medieval Mortimer family, being the Mortimer family of Wigmore and the cadet branches of that family, together with the wider cultural and political history of the Welsh Marches and the Marcher Lords from 1066 to 1500 by:

1. Fostering an academic and practical appreciation of the local, national and international history associated with the Mortimer family, and similar medieval Marcher families.
2. Studying the archaeology, structural fabric, heraldry, artefacts and documents related to the Mortimer family, and similar medieval Marcher families.
3. Working with schools, communities, colleges and universities to promote, sustain and increase individual and collective knowledge and understanding of the contribution of the medieval Mortimer family to the history and culture of the British Isles, and also of the history, economy, society and culture of the medieval Marches of Wales.
4. Developing greater knowledge of the Mortimer family and medieval life in the Marches of Wales through the promotion of local and national research and its dissemination through conferences, lectures and publications.
5. Promoting the preservation, conservation and public accessibility of objects, buildings and places related to the history of the medieval Mortimer family.

4. Powers

The MHS has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the MHS's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the MHS;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the MHS;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the MHS to be held in the name of a nominee.

5. Application of income and property

- (1) The income and property of the MHS must be applied solely towards the promotion of the objects.

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(a) A trustee is entitled to be reimbursed from the property of the MHS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the MHS.

(b) A trustee may benefit from trustee indemnity insurance cover purchased at the MHS's expense.

(2) None of the income or property of the MHS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the MHS.

6. Benefits and payments to trustees

(1) General provisions

No trustee may:

(a) buy or receive any goods or services from the MHS on terms preferential to those applicable to members of the public;

(b) be employed by the MHS.

(2) Scope and powers permitting trustees' benefits

(a) A trustee may receive a benefit from the MHS provided that a majority of the trustees do not benefit in this way.

(b) A trustee may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the MHS.

(c) A trustee may receive interest on money lent to the MHS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A trustee may receive rent for premises let by the trustee to the MHS. The amount of the rent and the other terms of the lease must be reasonable and proper.

(e) A trustee may take part in the normal trading and fundraising activities of the MHS on the same terms as members of the public.

(3) Payment for supply of goods and services

The MHS and its trustees may only rely upon the authority provided by sub-clause

(2)(b) of this clause if each of the following conditions is satisfied:

(a) The amount of the payment for the goods or services is set out in a written agreement between the MHS and the trustee supplying the goods or services.

(b) The amount of the payment for the goods or services does not exceed what is reasonable in the circumstances.

(c) The other trustees are satisfied that it is in the best interests of the MHS to contract with the trustee rather than with someone else.

(d) The reason for their decision is recorded by the trustees in the minute book.

7. Conflicts of interest and conflicts of loyalty

A trustee 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 MHS or in any transaction or arrangement entered into by the MHS which has not previously been declared; and

(2) absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the MHS and any personal interest (including but not limited to any financial interest). Any trustee absenting himself or herself from any discussions in

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accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

8. Liability of members to contribute to the assets of the MHS if it is wound up

If the MHS is wound up, the trustees and members of the MHS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the MHS

(1) Admission of new members

(a) Eligibility and membership categories

Membership of the MHS is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. The trustees may from time to time propose amended membership categories, subject to approval at a subsequent general meeting.

(b) Admission procedure

The trustees may require applications for membership to be made in any reasonable way that they decide.

(2) Transfer of membership

Membership of the MHS cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the MHS to exercise his or her powers as a member of the MHS in the way he or she decides in good faith would be most likely to further the purposes of the MHS.

(4) Termination of membership

(a) Membership of the MHS comes to an end if:

- (i) the member dies, or
- (ii) the member sends a notice of resignation to the trustees; or
- (iii) any sum of money owed by the member to the MHS is not paid in full within three months of its falling due; or
- (iv) the trustees decide that it is in the best interests of the MHS that the member in question should be removed from membership, and pass a resolution to that effect. Before the trustees take any decision to remove someone from membership in accordance with this clause, they must:

- inform the member of the reasons why it is proposed to remove him or her from membership;
- give the member at least 21 clear days' notice in which to make representations to the trustees as to why he or she should not be removed from membership;
- at a duly constituted meeting of the trustees, consider whether or not the member should be removed from membership;
- consider at that meeting any representations which the member makes as to why the member should not be removed; and

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- allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The MHS may require members to pay reasonable membership fees for each category of members, which shall be proposed and agreed at a general meeting. The trustees may waive membership fees for any person who has made a significant contribution to the MHS.

10. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the MHS. AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined) and the trustees' annual report, and must elect trustees and the independent examiner. Other general meetings of the members of the MHS may be held at any time. All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The trustees must call the AGM in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting. They may call any other general meeting of the members at any time.
- (b) The trustees must, within 21 days, call a general meeting of the members of the MHS if:
 - (i) They receive a request to do so from at least 10% of the members of the MHS; and
 - (ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
 - (iii) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (iv) Any general meeting called by the trustees at the request of the members of the MHS must be held within 28 days from the date on which it is called.
 - (v) If the trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
 - (vi) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
 - (vii) The MHS must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the MHS shall be entitled to be indemnified by the trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The trustees, or, as the case may be, the relevant members of the MHS, must give at least 14 clear days' notice of any general meeting to all of the members.
- (b) The notice of any general meeting must:
 - (i) state the time and date of the meeting:

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(ii) give the address at which the meeting is to take place or if it is to be an online meeting;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the MHS is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or details of where the information may be found on the MHS's website.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(d) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the MHS.

(4) Chairing of general meetings

The President or Vice-President shall chair general meetings, if present and willing to act. If they are not present or unwilling to take the chair, the chair shall be taken by the person nominated as chair by the trustees. Otherwise the members of the MHS who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the MHS unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the MHS's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision shall be taken by a simple majority of votes cast at the meeting.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a

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poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken at the meeting at which it was demanded, or at some other time and place specified by the chair.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

11. Trustees

(1) Functions and duties of trustees

The trustees shall manage the affairs of the MHS and may for that purpose exercise all the powers of the constitution. It is the duty of each trustee:

a) to exercise his or her powers and to perform his or her functions as a trustee of the MHS in the way he or she decides in good faith would be the most likely to further the purposes of the society; and

b) to exercise in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

ii) if he or she acts as a trustee of the Mortimer History Society in the course of a business or profession, to any special knowledge or experience acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

No one may be appointed as a trustee if he or she is under the age of 16 years or is disqualified from acting as a trustee.

(3) Number of trustees

a) There should be not less than 3, nor more than 12 elected trustees.

b) There must be at least three trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or to appoint a new trustee.

12. Appointment of trustees

(1) The MHS shall elect the trustees at every AGM.

(2) Each of the trustees shall retire with effect from the conclusion of the AGM next after his or her appointment but shall be eligible for re-election at that AGM.

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(3) Trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed or as an additional trustee, provided that the limit on the number of trustees would not as a result be exceeded.

(4) A person so appointed by the trustees shall retire at the conclusion of the next AGM after the date of his or her appointment and be eligible for re-election at that AGM.

13. Retirement and removal of trustees

(1) A trustee ceases to hold office if he or she:

(a) retires by notifying the MHS in writing or in person at a trustee meeting or AGM (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the MHS, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) is removed by the members of the MHS; or

(f) is disqualified from acting as a trustee.

(2) A trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the MHS.

14. Delegation by trustees

(1) The trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to any other power of delegation available to the trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and

(c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings and proceedings of trustees

(1) Calling meetings

(a) Any trustee may call a meeting of the trustees.

(b) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

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(2) Chairing of meetings

The trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two trustees, or the number nearest to one third of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

(b) Any trustee participating in such a meeting who is able to communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with normal rules for meetings, including chairing and the taking of minutes.

16. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of the MHS;
- (3) meetings of the trustees and committees of trustees including the names of the trustees present at the meeting, the decisions made at the meetings, and, where appropriate, the reasons for the decisions;
- (4) decisions made by the trustees otherwise than in meetings.

17. Accounting records, accounts, annual reports and returns, register maintenance

(1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the MHS, within 10 months of the financial year end.

(2) The AGM shall receive the previous year's accounts and shall appoint each year an independent person to examine the next year's accounts.

(3) The trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the MHS entered on the Central Register of Charities.

18. Rules

The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the MHS, but such rules or bye laws must not be inconsistent with any provision of this constitution.

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Copies of any such rules or bye laws currently in force must be made available to any member of the MHS on request.

19. Disputes

If a dispute arises between members of the MHS 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 by mediation before resorting to litigation.

20. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the MHS; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the MHS.
- (2) Any alteration of clause 3 (Objects), clause 21 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the MHS or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the MHS's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

21. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the MHS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the MHS can only be made:
 - (a) at a general meeting of the members of the MHS called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the MHS.
- (2) Subject to the payment of all the MHS's debts:
 - (a) Any resolution for the winding up of the MHS, or for the dissolution of the MHS without winding up, may contain a provision directing how any remaining assets of the MHS shall be applied.
 - (b) If the resolution does not contain such a provision, the trustees must decide how any remaining assets of the MHS shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the MHS.
- (3) The MHS must observe the requirements of the Dissolution Regulations in applying to the Commission for the MHS to be removed from the Register of Charities, and in particular:

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- (a) the trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the MHS;
 - (ii) a declaration by the trustees that any debts and other liabilities of the MHS have been settled or otherwise provided for in full; and
 - (iii) a statement by the trustees setting out the way in which any property of the MHS has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the trustees must ensure that a copy of the application is sent within seven days to every member and employee of the MHS, and to any trustee of the MHS who was not privy to the application.
- (4) If the MHS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.