

**NORFOLK RECORD SOCIETY**  
**Registered Charity Number: 249331**

**CONSTITUTION ('The Constitution')**

Adopted at the General Meeting held on 8 July 2021

Amended 13 July 2023

**1 Name**

The name of the Charity is the **Norfolk Record Society** ('the Society').

**2 Administration**

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee of the Society ('the Council'), as constituted by clause 8 of this Constitution, who shall be the Trustees of the Society. Between meetings of the Council the Society's business shall be managed by the Honorary Officers (appointed in accordance with clause 6).

**3 Objectives**

The Society's objectives ('the Objectives') are:

- (a) to publish, in an annual volume, and thereby make accessible to the wider public, any documents or records relating to the county of Norfolk (including the city of Norwich).
- (b) to promote the preservation of such documents and records, primarily, but not exclusively, in association with the Norfolk Record Office and other such bodies set up specifically for the preservation of such documents and records relating to the county of Norfolk (and the city of Norwich).
- (c) to promote education for the wider public, including schools and places of higher education, by sponsoring, organising and, in conjunction with other similar bodies, promoting lectures and other relevant activities relating to the history of the county of Norfolk (and the city of Norwich).

**4 Powers**

In furtherance of the Objectives, but not otherwise, the Council may exercise the following powers:

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- (c) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objectives or of similar charitable purposes and to exchange information and advice with them;
- (d) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objectives;
- (e) to appoint and constitute such advisory committees as the Council may from time to time think fit;
- (f) to pay, as and when required, such indemnity insurance as may be appropriate;
- (g) to do all such other lawful things as are necessary for the achievement of the Objectives.

**5 Membership**

- (a) Membership shall be open to the following categories:

- (i) individuals (over the age of 18 years) who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Council ('Individual Members'),
- (ii) bodies corporate or unincorporated associations which are interested in furthering the Society's work and have paid an annual subscription, as determined from time to time by the Council ('Member Organisations')

Individual Members and Member Organisations together constitute 'the Members', save where the context otherwise specifies.

(iii) persons who have rendered distinguished service in archival work or in otherwise promoting the Objectives may be elected by the Council as 'Honorary Members' and they shall be entitled to the same rights and privileges as Members, but the number of Honorary Members shall not exceed six.

(iv) the Council may, on its own authority, create associateships of the Society, such as for 'Friends' or 'Student Associates', who shall enjoy such benefits as the Council lays down but who shall not be voting Members of the Society.

(b) The subscription year shall run from 1 January until 31 December in each calendar year and subscriptions will be due on 1 January or as soon as practicable thereafter. Any subscription unpaid after three months in each year shall be deemed to have lapsed and no privileges of membership shall be retained.

(c) The Council may from time to time determine different sub-categories and levels of subscription, depending on residence or other such criteria, for each of the Individual Member and Member Organisation categories.

(d) Subject to any directions of the Members in general meeting the annual subscription shall be determined by the Council, any increase during a subscription year to take effect from 1 January following.

(e) Fully paid up Members of the Society shall each receive one copy of the annual volume published by the Society together with an entitlement to such additional privileges as the Council shall from time to time determine.

(f) Each of the Members shall have one vote at the Annual General Meeting. A Member Organisation may appoint a single representative who shall exercise that right on behalf of that organisation and, where such representative is also an Individual Member, such representative shall have two votes.

(g) The Council may unanimously and for good reason terminate any membership, provided that an Individual Member concerned or an appointed representative of the Member Organisation concerned (as the case may be) shall have the right to be heard by the Council, accompanied, in the case of an Individual Member, by a 'McKenzie friend' (who need not be one of the Members) before a final decision is made (the 'Appeal Process'). The Council shall from time to time lay down and publish such rules as it considers appropriate to determine such Appeal Process.

(h) Membership shall not be transferable and Individual Membership shall cease on death or resignation in writing and in the case of Organisation Members notice of termination in writing

## **6 Honorary Officers**

At the Annual General Meeting the Members shall elect from amongst themselves a chairman, a secretary, a treasurer, and up to three editors (by period: medieval, early modern, modern), who shall hold office from the conclusion of that meeting until the next Annual General Meeting (together 'the Honorary Officers').

## **7 President and Vice Presidents**

- (a) President: The Society may elect a President at the invitation of the Council, such invitation to be approved at the next ensuing Annual General Meeting. The President may, at his/her own discretion, be *ex officio* a trustee of the Society.
- (b) Vice Presidents: The Society may elect Vice Presidents (the number determined from time to time by the Members) at the invitation of the Council, to be approved at the next ensuing Annual General Meeting. Vice Presidents will not be trustees of the Society.

## **8 Council**

- (a) The Council (who together will constitute the Trustees of the Society) shall consist of:
- (i) the Honorary Officers specified in clause 6 (maximum number of 6 members).
  - (ii) no fewer than 6 and no more than 9 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting until the next Annual General Meeting.
  - (iii) the President of the Society, if he/she should choose to be a trustee.
- (b) The Council may fill by co-option such casual vacancies as may occur between Annual General Meetings, subject to the limits set out in 8(a) above, and such appointments shall be confirmed at the next ensuing Annual General Meeting.
- (c) All members of the Council shall retire at the Annual General Meeting next after that at which they were elected (or have since been co-opted) but they may be re-elected.
- (d) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint, or any defect in the appointment or qualification of, a member. [See also clause 11(c) below.]
- (e) Nobody shall be appointed as a member of the Council who is aged under 18.

## **9 Determination of Membership of Council**

A member of the Council shall cease to hold office if he or she:

- (a) is disqualified from acting as a member of the Council by virtue of any provision of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) is absent without the permission of the Council from all their meetings (in whatever format) held within a period of one year and the Council resolve that his or her office be vacated;
- (d) notifies to the Council a wish to resign (but only if at least six members of the Council will remain in office when the notice of resignation is to take effect).

## **10 Council Members not to be personally interested**

- (a) Subject to the provisions of clause 10(b) no member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a Trustee of the Society) or receive any remuneration, other than to refund reasonable out of pocket expenses, or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.
- (b) If any member of the Council has a conflict of interest in any activity proposed or undertaken by the Council, he/she must declare it and not take part in the proceedings while this matter is being discussed or decided.

## **11 Meetings and Proceedings of the Council**

- (a) The Council shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any four members of the Council upon not less than fourteen days' written notice being given to the other members of the Council of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days' written notice must be given.

- (b) The chairman shall act as chairman at meetings of the Council. If the chairman is absent from any meeting the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (c) There shall be a quorum when at least one third of the number of members of the Council for the time being, including at least two of the Honorary Officers and three ordinary members of the Council, are present at a meeting.
- (d) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- (e) The Council shall keep minutes of the proceedings at meetings of the Council and any sub-committee.
- (f) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (g) The Council may appoint one or more sub-committees consisting of three or more members and/or co-opt such other persons, who need not be members, as advisers (but not voting members) of such sub-committee of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.
- (h) Should the holding of a physical meeting of the Council be impossible (e.g. during a pandemic or other emergency), or otherwise at the discretion of the honorary officers, it shall be permissible to hold a virtual meeting via such electronic/alternative means as are available to at least a quorum of the members of the Council. Should any member of the Council be unable to attend any meeting in person it shall be permissible for that member to participate in the meeting remotely via such electronic/alternative means.

## **12 Receipts and Expenditure**

- (a) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Council in the name of the Society at such bank as the Council shall from time to time decide.
- (b) The funds belonging to the Society shall be applied only in furthering the Objectives.
- (c) All financial transactions (opening accounts, making payments, etc.) shall be made in accordance with the society's current financial transactions policy, which is to be approved by the Council on an annual basis.

## **13 Accounts**

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the auditing or independent examination of the statements of account of the Society; and
- (d) the transmission of the statements of account of the Society to the Charity Commission ('the Commission').

## **14 Annual Report**

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and, where appropriate or required, its transmission to the Commission.

## **15 Annual Return**

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **16 Annual General Meeting**

- (a) There shall be a general meeting of the Society held during every calendar year and not more than fifteen months after the last preceding Annual General Meeting.
- (b) Every Annual General Meeting shall be called by the Council. The secretary shall give at least 21 days' written notice of the annual general meeting to the Members. All Members shall be entitled to participate in and vote at the meeting.
- (c) The President of the Society shall normally chair the Annual General Meeting, but in his or her absence the current chairman shall, with the agreement of the Members attending, take the chair. If both the President and the chairman are absent the Members present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (d) The ordinary business of the Annual General Meeting shall be the election of the Honorary Officers, President and Vice Presidents, Council members, the presentation of the Council's Annual Report and accounts of the Society for the preceding year and the appointment of auditors or an independent examiner for the ensuing accounting period, together with such other special business as determined from time to time by the Members.
- (e) The election of the Honorary Officers and members of the Council, previously nominated by the Council and/or by the Members, shall be proposed and seconded at each Annual General Meeting and, should nominations exceed vacancies, votes shall be determined by a show of hands of the Members present at the meeting, along with votes recorded by Members participating electronically and any postal votes received in advance of the meeting. The chairman's determination of the election shall be final.

## **17 Special General Meetings**

The Council may call a special general meeting of the Society at any time. If at least ten Members request such a meeting in writing (including by electronic means) stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **18 Procedure at General Meetings**

- (a) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society.
- (b) There shall be a quorum when at least ten Members of the Society are present at any general meeting.
- (c) Should the holding of a physical General Meeting be impossible (e.g. during a pandemic or other emergency), or otherwise at the discretion of the Council, it shall be permissible to hold a virtual meeting via such electronic/alternative means as are available to at least a quorum of the Members. Any Members unable to attend an AGM in person shall be enabled to participate in (and vote at) the meeting via such electronic or alternative means, with postal voting available for those unable to participate online.

## **19 Notices**

Any notice required to be served on any Member of the Society shall be in writing and shall be served by the secretary or the Council on any Member either personally or by letter or by electronic means; any notice so sent shall be deemed to have been received within 10 days of issuing the notice.

## **20 Alterations to the Constitution**

(a) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the Members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

(b) No amendment may be made to clause 1 (the name of charity clause), clause 3 (the Objectives clause), clause 10 (Council members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent of the Commission.

(c) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

(d) The Council should promptly send to the Commission a copy of any amendment made under this clause.

## **21 Dissolution**

If the Council decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all Members of the Society, of which not less than 21 days' notice stating the terms of the resolution to be proposed shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Council shall have power to realize any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society, as the Members of the Society may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission.