

## THE SURNAME SOCIETY

### **A. NAME OF SOCIETY**

The name of the association is 'The Surname Society', hereinafter referred to as 'the Society'.

### **B. AIMS AND OBJECTIVES**

To advance knowledge in the study of surnames  
To encourage collaboration within single surname studies  
To provide educational opportunities for members  
To encourage members to share knowledge, expertise and good practice  
To support and promote the various research methods in single surname studies

### **C. POWERS**

In furtherance of the above aims and objectives, the Committee, as defined in Clause E3 of this Constitution shall have the following powers:

- (i) To promote the interests of individuals and groups of people who are engaged in single surname studies;
- (ii) To provide means to share, exchange, publish and preserve information about single surname studies;
- (iii) To maintain a membership register of names and contact details;
- (iv) To cooperate with, affiliate to or join other charitable groups, voluntary bodies and other institutions relevant to single surname studies
- (v) To raise funds, without undertaking any substantial permanent trading activity and in full compliance with all relevant statutory regulations;
- (vi) To obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (vii) To open and operate such bank and other accounts as the Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (viii) To do all such other lawful things as are necessary for the achievement of the aims and objectives of the Society.

### **D. MEMBERSHIP**

D1. Membership shall be open to any individual or entity with an interest in single surname studies on payment of a subscription, in an amount to be determined by the Committee, as defined in Clause E3.

D2. Subscriptions shall fall due on the anniversary of a member joining the Society and are due in advance for the following twelve months. The Committee shall have discretion to remit all or part of the annual subscription for membership commencing during the membership year.

D3. Any member who has not paid their subscription one month after the due date shall cease to be a member of the Society.

D4. The Committee, or an individual postholder acting on its behalf, may only refuse a membership application if, acting reasonably and properly, they consider it to be in the best interests of the Society to do so.

D5. The Committee, or an individual postholder acting on its behalf, will maintain a database of names and contact details of members.

D6. In accordance with the Expulsion and Suspension Procedure, the Committee shall have the right to suspend or expel any Society member who has:

- a) been deemed by the Committee, after a hearing, to have been actively working against the interests of the Society, or of bringing its name into disrepute;
- b) failed to pay any membership dues to the Society after request for payment, in writing, to the last known address, and after two months shall have elapsed since the payment became due;
- c) any other good and sufficient reason.

### **E. MANAGEMENT**

E1. The actions of the Society shall be governed by this Constitution and by Resolutions of the membership decided in accordance with Section H of this Constitution.

E2. All members will have equal status and a single vote in Society affairs.

E3. The affairs of the Society shall be managed by the Committee consisting of no more than seven Society members, of whom four shall be designated Officers, namely the Chair, Vice Chair, Secretary and Treasurer.

E4. The Committee shall hold meetings at least five times each year.

E4.1. The Committee shall keep minutes of all Committee meetings, which shall include a record of those present, all proposals put forward and the decisions made. The minutes shall be confirmed at the next meeting and signed by the Chair as a correct record of proceedings. Approved minutes

shall be made available to all members of the Society on the Society's website.

E4.2. The Committee may appoint individual members of the Society as postholders. The activities of each postholder shall be defined by a job description agreed by the Committee.

E5. The income and property of the Society shall be applied solely towards the promotion of the aims and objectives, as defined in Section B. Committee members and individual members of the Society are entitled to be reimbursed for any reasonable expenses properly incurred when acting on behalf of the Society and may benefit from trustee indemnity insurance cover in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011.

E5.2. The Committee, or the Treasurer on its behalf, shall be responsible for the administration of the Society's funds and assets, and for keeping accounts.

E5.3. The financial year of the Society shall end on 31 December.

E5.4. All payments drawn on any Society bank account shall be duly authorised by any two of three named Committee members nominated by the Committee for the purpose, one of the three being the Treasurer.

E5.5. An annual statement of accounts shall be prepared in accordance with the statutory requirements for Charities and the Statement of Recommended Practice issued by the Charity Commissioners. The accounts shall be presented to the Society's members at the Annual General Meeting.

E6. The Committee shall make Rules and Procedures for the conduct of the Society's business. These may regulate the following matters, though they are not restricted to them:

- a) the conduct of meetings of the Committee;
- b) the modes and media for keeping and authenticating Society records;
- c) job descriptions of postholders;
- d) the financial affairs of the Society;
- e) any complaint or grievance caused as a result of the conduct of members of the Society;
- f) the means of electronic authentication for ballot voting.

E6.1. The Rules and Procedures shall be binding on all members of the Society.

## **F. APPOINTMENT OF COMMITTEE MEMBERS**

F1. The Committee shall be elected bi-annually by ballot of the Society's members.

F2. The Committee shall decide measures in advance to protect the fairness and integrity of the election procedure.

F3. No later than ten weeks before each Annual General Meeting (AGM), as defined in Clause G1, the Secretary shall provide every member of the Society with the date, time and place of that AGM. For each election year, the Secretary shall provide every member of the Society with:

- the requirements of Clauses F4 and F5;
- the date by which nominations are to be received; and
- the name and email address to which nominations are to be sent.

F4. For a nomination for the Society elections to be valid, it shall be received, in writing, no later than six weeks before the date of the AGM. Nominees must indicate their willingness to stand for the Committee and declare that they would not be debarred from being a Committee member under Clause F15.

F5. Each validly nominated candidate shall be entitled to have circulated with the ballot papers one election statement of not more than 250 words of his/her choosing, provided that such statement shall be received no later than the closing date for nominations.

F6. If there are no more than seven validly nominated candidates for election, then all such candidates shall be declared to the AGM, with no ballot held.

F6.1. The Chair shall be elected by members of the Society by electronic vote prior to the AGM.

F7. If there are more than seven validly nominated candidates for election, then a ballot of all Society members shall be held. No later than one calendar month before the closing date for receipt of ballot papers as determined by Clause F9, the Society shall provide every member with:

- copies of the election statements of all candidates;
- instructions on the voting procedure, including the maximum number of votes to be cast in the ballot;
- the procedures for electronic voting; and
- the closing date for receipt of votes.

F7.1. The Chair shall be elected during the ballot of all Society members by electronic vote prior to the AGM.

F8. Each member of the Society may vote for no more than seven candidates in the ballot.

F9. The closing date for receipt of votes shall be two weeks before the date of the AGM.

F10. The results of the elections shall be announced at the AGM of the Society.

F11. Membership of the Committee shall be effective from the end of the AGM at which the election result is announced.

F12. The Vice Chair, Secretary, Treasurer and any other postholders shall be appointed by the Committee at its first meeting, which shall be held no later than twenty eight days after the AGM at which the election result is announced, unless in exceptional circumstances.

F13. The Committee shall have power, in the event of vacancies occurring on the Committee, to co-opt other Society members to fill those vacancies. Willing volunteers should make themselves known to the Chair of the Society in the first instance.

F14. The Committee shall not have the power to remove any Officer, member of the Committee or postholder from their post, except as a consequence of Clause F15 or expulsion of a member under Clause D6.

F15. A Committee member shall cease to hold office if s/he:

- is disqualified from acting as a Committee member by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- ceases to be a member of the Society;
- becomes physically or mentally incapable of carrying out their duties; or
- resigns as a Committee member by notice to the Committee, provided at least two Committee members will remain in office when the notice of resignation is to take effect.

F16. Except under Clause F14 and F15, each member's membership of the Committee shall cease upon receipt by the Secretary or Chair of their written resignation.

## **G. GENERAL MEETINGS**

G1. An Annual General Meeting (AGM) of the Society shall be held each year no later than 31 March at a time and place to be determined by the Committee. All members of the Society shall be informed six weeks in advance of the AGM the business of the meeting.

G2. The business of the AGM shall include:

- receipt of the Committee's report on the activities of the Society in the preceding year;
- receipt of the Society's statement of accounts for the preceding year along with a report of the

independent examination of the accounts, if required under Clause E5.5;

- approval of the statement of accounts; and
- appointment of the Independent Examiner of the Society's statement of accounts for the forthcoming year, if required under clause E5.5.

G3. The Committee shall have the power to call a Special General Meeting.

G4. The Committee shall be bound to call a Special General Meeting to be held within ten weeks of the Secretary receiving notice, in writing, specifying a valid Resolution or Resolutions in accordance with Section H, provided the Resolution is not one requiring a ballot under Clause H2.

G5. The Secretary shall inform all members of the Society of any Special General Meeting at least six weeks in advance, specifying the Resolutions to be put to the meeting.

G6. No other Resolutions except for those specified in the Notice of the meeting shall be considered at the meeting.

## **H. RESOLUTIONS**

H1. A Resolution for action by the Society may be put provided in all cases that the action proposed shall be within the powers of the Society as defined in this Constitution.

- a) by recommendation of the Committee, or
- b) by any member in writing to the Secretary at least four weeks before the day of a Special General Meeting, and accompanied by the names, signatures and membership numbers of at least twenty members or of at least one third of the membership, whichever is the less.

H2. If the action proposed by a valid Resolution is covered under Sections I or J of this Constitution, then the Secretary shall hold a ballot of all members. No later than ten weeks after receipt of such a Resolution, the Secretary shall provide each member of the Society with details of the electronic voting process, specifying a closing date for receipt of votes which shall be at least four weeks and not more than six weeks after the notification date to members.

H3. If the action proposed by a Resolution is not covered under Sections I or J, the Resolution shall be put to a Special General Meeting in accordance with Clauses G3 to G6 of this Constitution or to an AGM, as defined in Clause J1.

H4. Except where otherwise specified in this Constitution, decisions shall be made by a simple majority of those voting. In the event of a tied vote, the matter shall be

decided in favour of the situation remaining as if the Resolution had not been proposed.

H5. The Secretary shall notify all members of the Society of the result of any ballot and all votes on Resolutions at General Meetings as soon as practicable.

#### **I. AMENDMENTS TO THE CONSTITUTION**

This Constitution may be amended only by a Resolution put to a ballot of all members of the Society and then only if the proposed amendment is agreed by at least two-thirds of the members voting, providing that no alteration shall be made to Section B, Section I, Section J, or any changes which confer a benefit upon the Committee members and no alterations shall be made which would have the effect of making the Society cease to be a not-for-profit society.

#### **J. DISSOLVING THE SOCIETY**

J1. The Society may be dissolved by a Resolution agreed by not less than two-thirds of those members voting in a ballot of all members of the Society.

J2. Such a Resolution may give instructions for the disposal of any assets held by or in the name of the Society, after all debts and liabilities have been paid. Any balance shall be transferred to such other charitable institution or institutions having objectives similar to those of the Society.

This Constitution was agreed by the Founder Members of the Society on 25 September 2014.

This Constitution was amended by agreement of the membership of the Society at the AGM on 12<sup>th</sup> March 2016.