

THE CONSTITUTION
OF
THE BRITISH ORIGAMI SOCIETY

As amended at an Annual General Meeting on 11th September 2010

1. NAME The Name of the Society shall be THE BRITISH ORIGAMI SOCIETY

2. OBJECTS

(1) The Objects of the Society shall be to advance public education in the art of Origami and to promote the study and practice of Origami in education and as a means of therapy for the relief of people who are sick or mentally or physically handicapped.

(2) In furtherance of these Objects but not otherwise, the Society shall have the following powers:

(a) to promote the study of the techniques, history, aesthetics and mathematical theory of Origami, related techniques of paper-folding and other paper crafts

(b) to promote the study of Origami in the wider context of play, games, puzzles, magical illusions and recreational mathematics

(c) to facilitate and encourage discussion and communication about Origami and related techniques between people in the United Kingdom and throughout the World

(d) to arrange activities for the encouragement of Origami including meetings, exhibitions and postal portfolios

(e) to publish a periodical or periodicals and other papers and books concerning Origami and related subjects

(f) to form and maintain a library of books, papers and other materials relating to Origami and related subjects with a view to preserving unpublished as well as published material and making information available to Members of the Society and the general public

(g) to form a collection of Origami models by British paper-folders and of outstanding work by folders from other countries in order to preserve a record of unpublished models and to form a museum of outstanding works of creative Origami and of models executed with artistry and skill

(h) to encourage the employment of Origami in schools as a creative activity and as an exercise in manual dexterity

(i) to foster the employment of Origami in hospitals and similar institutions as a means of occupational therapy

(j) to foster the employment of Origami as a therapy among the physically and mentally handicapped

(3) The Society shall not engage in any political activities

(4) The Society shall be non-profit-making and no Member of the Society shall derive any profit or gain from the Society, its funds or activities except as a paid employee or as a paid independent contractor. This shall only be in accordance with specific and adequate terms contained in a contractual document which has been approved by the Council

(5) The Society shall be domiciled in England and Wales and shall be governed in its internal activities by the law of England and Wales but membership shall be open to people of all countries

3. DEFINITION OF ORIGAMI

(1) The Society defines Origami as the folding of paper of any regular shape to form two dimensional or three dimensional models of living creatures, inanimate objects and abstract forms

(2) While the Society holds that Origami in its purest form does not admit the cutting of paper, the Society does not exclude cutting provided that it is limited in extent, adds significantly to the value of the model and provided that the model retains the main characteristics of uncut Origami

(3) The usual medium of Origami is paper but the Society recognises that the techniques of folding may be applied to other materials

(4) The Society recognises techniques of manipulating and cutting paper other than Origami and seeks to foster the interchange of ideas between the pursuit of Origami and other paper techniques

4. MEMBERSHIP

(1) Membership of the Society shall be open to all who are interested in the aims of the Society whether or not resident within the United Kingdom

(2) There shall be six classes of Membership namely:

(a) HONORARY MEMBERSHIP of the Society:

(i) Honorary Membership is the gift of the Society which may be bestowed as an honour on any person who shall have rendered especially significant service by the creation of models, by research, by teaching, by administration or in any other way to the cause of Origami or to the Society

(ii) Honorary Members shall be appointed from anywhere in the world and whether or not previously a Member of the Society

(iii) Honorary Members shall be nominated by the Council and elected to Honorary Membership of the Society at an Annual or Special General Meeting

- (iv) A Vice-President shall upon appointment as hereinafter provided automatically become an Honorary Member of the Society
 - (v) An Honorary Member of the Society shall be entitled to the full benefits of Membership of the Society, including eligibility to vote at General meetings and to be elected as an Officer of the Society or as a Member of the Council
 - (vi) An Honorary Member shall not be required to pay a Subscription to the Society
- (b) ORDINARY MEMBERSHIP: open to all individuals resident within the United Kingdom.
- (c) OVERSEAS MEMBERSHIP: open to all individuals resident outside the United Kingdom.
- (d) JUNIOR MEMBERSHIP: open to all individuals resident in the United Kingdom who are under the age of eighteen years upon joining the Society. A Junior Member shall continue as such until the end of the year of attaining the age of eighteen years.
- (e) FAMILY MEMBERSHIP. A Family Member shall consist of two or more related or unrelated persons residing within the United Kingdom, at least one of whom shall be an adult, and who are members of the same household. A Family Member shall pay a single joint subscription to the Society. Subject to the following exceptions, each person making up the Family Member shall have the full benefits of membership of the Society of an individual Member. A Family Member shall have limited rights of voting at General meetings of the Society and the persons making up the Family shall have limited rights of election as Officers of the Society or as Members of the Council in accordance with the provisions of Articles 6 (9), 7 (12) and 8 (4) of this Constitution. The persons making up the Family Member shall together be entitled to receive only one copy of the periodicals and other generally distributed publications of the Society.
- (f) CONCESSIONARY MEMBERSHIP: open to persons of limited means resident within the United Kingdom and belonging to any of the following categories:
- (i) Retired Persons
 - (ii) Students who are undergoing full-time education and who are over the age of eighteen years upon joining the Society. Junior Members who are still undergoing full-time education shall become Concessionary Members at the beginning of the calendar year after which they attain the age of eighteen years
 - (iii) Persons who are unemployed and in receipt of a social security benefit.
 - (iv) Other persons in receipt of social security benefits
 - (v) Other persons who may be approved for Concessionary Membership by the Council after consideration of their circumstances
- (3) Applicants for admission as Concessionary Members shall declare their entitlement to be so admitted on their application form for membership or for renewal of membership each year.

(4) Applications for Membership (other than Honorary Membership) shall be made in writing to the Membership Secretary and an applicant shall be admitted to Membership by the Council or its delegated officer on payment of the subscription appropriate to the class of membership applicable

(5) The Council meeting in person under the Chair and in the absence of the President may for good reason terminate the membership of any Member provided that that person shall have the right to attend and be heard by the Council before the decision is made. Such Member shall have a right of appeal to the President of the Society who shall have full discretion to uphold or rescind the decision of the Council after considering representations from the Council and the Member concerned

(6) A Member shall be responsible for notifying any change of address to the Membership Secretary.

(7) For the purposes of the provisions of this Constitution relating to Membership of the Society, the term "the United Kingdom" shall be deemed to mean England, Scotland, Wales, Northern Ireland, the Isle of Man and the Channel Islands. All Members of the Society resident within the United Kingdom so defined shall be referred to as British Members.

5. SUBSCRIPTIONS

(1) The Annual Subscriptions to be paid by the respective classes of Members shall be determined by the Society at a General Meeting (normally the Annual General Meeting) before the start of the Society's financial year in which they shall become payable. Notice of any proposal to vary the Annual Subscriptions shall be sent to all Members at least 14 days before the General Meeting at which it is intended that the proposal shall be moved. The Annual Subscription so fixed shall continue in force from year to year until varied by the Society at a General Meeting and unless a variation is intended, no vote to fix the Annual Subscriptions for the forthcoming year shall be required to be taken at an Annual General Meeting of the Society

(2) Annual Subscriptions may be fixed at different rates for the following classes of Members:

- (a) Ordinary Members
- (b) Overseas Members
- (c) Junior Members
- (d) Family Members
- (e) Concessionary Members

(3) Subscriptions for Overseas Members may be fixed at different rates on a geographical basis to take account of varying postal rates for different postal zones

(4) The Society on the recommendation of the Council may fix a reduced Annual Subscription for Overseas Members who are in financially disadvantaged circumstances

(5) All Annual Subscriptions for the forthcoming year shall be payable in advance on the 1st day of January in each year. Membership shall lapse if, after a reminder shall

have been sent to a Member at that Member's last known address, the Subscription shall be unpaid two months after it has become due.

(6) Subject to availability, whenever in the year a Member joins the Society, the Member shall be entitled to the whole of the magazines and other generally-distributed publications issued during the year

6. GENERAL MEETINGS

(1) An Annual General Meeting shall be held each year to receive and consider an Annual Report prepared by the Council and the audited Accounts for the previous financial year, to elect the Officers of the Society, Members of the Council, an Independent Examiner and Honorary Members and to transact any other appropriate business

(2) An Annual General Meeting shall be convened by the Council, but if the Council shall fail to convene an Annual General Meeting to take place before the end of October in any year the President, Chair, Treasurer or General Secretary acting individually or any six other Members acting together may convene and send out notices for a General Meeting of the Society which shall take place as soon as reasonably possible and such meeting shall constitute an Annual General Meeting of the Society for all purposes

(3) A Special General Meeting shall be held (a) at the call of the Council or (b) within 56 days of the receipt by the General Secretary of a notice signed by twelve Members of the Society requesting that such a Meeting shall be held and stating the reason for requesting it

(4) Within 21 days of the receipt by the General Secretary of a valid request for a Special General Meeting in accordance with the previous sub-paragraph the General Secretary shall send to all Members of the Society notice of a Special General Meeting to be held in accordance with the request and if the General Secretary shall fail to do so the Members requesting the Meeting may themselves send out notices of a Special General Meeting giving proper notice thereof

(5) Every notice of a Special General Meeting sent to Members of the Society shall state the reasons for calling the Meeting and shall specify the business to be transacted

(6) Every Member shall be given at least 28 days notice of an Annual or Special General Meeting

(7) The quorum at any General Meeting shall be twelve Members attending in person or by proxy

(8) A Member of the Society shall be entitled to speak and vote at the Annual and Special General Meetings of the Society

(9) All the persons making up a unit of Family Membership shall all be entitled to attend a General Meeting and to speak thereat, but a Family Member shall have no more than two votes which shall jointly be exercised by the nominated members of family. Upon application for Family membership of the Society and on renewal of Family membership each year, the persons making up the Family member shall nominate in writing up to two of their number to vote at General Meetings of the Society

(10) A Member of the Society unable to be present at an Annual or Special General Meeting shall be entitled to vote thereat by proxy to be appointed in writing by the Member. A Member of the Society attending a General Meeting in a separate capacity may be appointed a proxy for another Member of the Society and shall be entitled to a vote in each capacity

(11) At a General Meeting the President shall preside. In the absence of the President or at the President's request a Vice-President or the Chair may preside or failing them any other Member of the Society appointed by the Members present at the Meeting shall preside

(12) Except as provided otherwise by this Constitution resolutions at General Meetings shall be proposed and seconded and shall be passed if carried by a simple majority of Members of the Society present (or who have appointed a proxy for the meeting) and voting

(13) In the event of a tie in a vote at a General Meeting the Member presiding shall have a casting vote which shall be additional to any vote that Member may have as a Member of the Society

7. OFFICERS OF THE SOCIETY

(1) The Officers of the Society shall consist of a President and Vice-Presidents, a Chair, a General Secretary, a Treasurer, a Librarian, an Editor, a Publications Officer, a Membership Secretary, a Supplies Secretary, a Conventions Officer and a Public Relations Officer. All Officers (other than Vice-Presidents) shall be appointed from among the Members of the Society

(2) Nominations of candidates for election as Officers of the Society shall be made verbally at the Annual General Meeting or at a Special General Meeting called for the purpose of electing an Officer or Officers of the Society. If there shall be more than one nomination for any Office then a ballot (by show of hands or otherwise as may be determined by the Members present, or in case of disagreement to be held as determined by the Member presiding at the Meeting) shall be held at such General Meeting

(3) Any number of Vice-Presidents may be appointed and they need not be appointed from among the existing Members of the Society. A Vice-President shall hold office for life or until resignation or until removal by a vote to that effect at a General Meeting of the Society. A Vice-President shall be eligible for appointment to Membership of the Council and any Office in the Society in addition to the office of Vice-President. A Vice-President may resign from that office at any time on giving notice in writing to the Chair or the General Secretary

(4) The Council may appoint on a permanent or temporary basis any number of Additional Officers from among the Members of the Society. An Additional Officer shall undertake any specific function allotted by the Council, including the assisting of an Officer of the Society. Such an Additional Officer shall not thereby become an Officer of the Society or a Member of the Council

(5) All Offices in the Society (including Additional Offices) shall be honorary appointments but an Officer or other Member of the Society shall be entitled to reimbursement of all expenses reasonably and legitimately incurred on behalf of the Society

(6) The President of the Society shall be elected for a term of three calendar years beginning on the first day of January following election. A new President shall be elected at the Annual General meeting in the third year of each presidency. A retiring President shall not be eligible for re-election until another person shall have served as President

(7) All Officers of the Society (other than the President and Vice-Presidents) shall be elected for one calendar year, beginning on the first day of January following the Annual General Meeting at which they were elected. They shall be eligible for re-election for the following year at the next Annual General meeting

(8) An Officer of the Society may, notwithstanding Paragraphs (6) and (7) of this Article resign from the office held at any time upon giving notice in writing to the General Secretary or to the Chair or if both of these Offices shall be vacant to any two other Members of the Council. An Officer of the Society so retiring shall be eligible for co-option or re-election to Membership of the Council

(9) The Council shall have power to appoint any Member of the Society to fill any vacancy among the Officers of the Society including the President caused by the resignation or incapacity of an Officer of the Society or otherwise. An Officer of the Society so appointed shall hold office until a Special General Meeting called for the purpose of electing a person to the office so rendered vacant or failing that until the end of that calendar year

(10) If for unavoidable and bona fide reasons an election of an Officer or Officers of the Society shall not take place before the end of the year, the existing Officer or Officers of the Society shall temporarily continue in office after the end of the year and until a new Officer or Officers shall have been elected, provided always that arrangements shall be made to call a General Meeting for the election of Officers as early as possible in the New Year and an election of officers proceeded without delay

(11) A Member of the Society shall not be eligible to become an Officer of the Society (other than as an Additional Officer) until attaining the age of 18 years

(12) Only two of the persons making up a unit of Family Membership shall be entitled to be elected as Officers of the Society, provided that the number of the persons making up the Family Member who shall be elected as ordinary Members of the Council and as Officers of the Society shall not together exceed two persons. Subject to this, each of the persons within a unit of Family Membership shall be entitled to be appointed as an Additional Officer

(13) (a) Before being elected, all nominees for appointment as Officers of the Society or as Members of the Council shall be informed that if elected they will also become General Trustees of the Society. All nominees shall be asked whether they know any reason why they may be disqualified from being elected. If a nominee is disqualified then that person may not be elected and the election of that person as an Officer of the Society or as a Member of the Council shall not proceed

(13) (b) If at any time it shall come to the notice of the Council that any Officer of the Society or Member of the Council is disqualified from acting as a Trustee of the Society, then the Council shall forthwith declare the appointment to be terminated by virtue of the disqualification and the position shall be declared to be vacant

(13) (c) A Member whose Office or Membership of the Council has been terminated under the previous sub-paragraph shall have a right of appeal to the President of the Society.

(13) (d) Pending the holding of a General Meeting of the Society, the Council shall have power in accordance with Article 8 (14) to appoint another Member of the Society to be an Officer or Member of the Council in place of the disqualified person

(14) When an Additional Officer has been appointed to perform a significant and continuing function on behalf of the Society, the Council may from time to time request that Additional Officer to attend meetings of the Council and also to provide the Council with annual reports and other information about the office. When attending a meeting of the Council an Additional Officer may be invited to speak thereat, but shall not thereby become a Member of the Council and shall not be entitled to vote on any matter. If an additional Officer is unable to attend a meeting of the Council as requested, the General Secretary or any other Member of the Council may be invited to present the Additional Officer's report

8. THE COUNCIL OF THE SOCIETY

(1) The Council of the Society shall consist of the Officers of the Society and not more than five ordinary Members appointed by an Annual or Special General Meeting of the Society together with such co-opted Members of the Council as shall be appointed by the Council under paragraph 3 of this Article and this Council shall direct the activities of the Society. Vice-Presidents, Additional Officers and Special Trustees are not members of the Council and shall not in these respective capacities be General Trustees of the Society

(2) Nominations for elected Membership of the Council shall be made verbally at the Annual General Meeting or at a Special General Meeting called for the purpose of appointing a Member or Members of the Council. If the nominations shall exceed the number of vacancies, then a ballot (by show of hands or otherwise as may be determined by the Members of the Society then present, or in the case of disagreement to be held as determined by the Member presiding at the Meeting) shall be held at such General Meeting

(3) The Council shall have the power to co-opt not more than four Members of the Society to serve as Members of the Council in addition to the Officers of the Society and the five elected Members of the Council. Co-opted Members of the Council shall have equal rights with other Members of the Council

(4) Only two of the Members making up a unit of Family Membership shall be entitled to be elected as ordinary Members of the Council Provided that the number of the persons making up the Family Member who shall be elected as Officers of the Society and as ordinary Members of the Council shall not together exceed two persons.

(5) A Member of the Society shall not be eligible to become a Member of the Council until attaining the age of 18 years

(6) The elected Members of the Council shall hold office for one calendar year from the first day of January following the Annual General Meeting or other General Meeting at which they were elected and the Members of the Council co-opted under paragraph (3) of this Article shall hold office until the end of the calendar year for

which they were co-opted. At the Annual General Meeting held during that year, both elected and co-opted Members of the Council shall be eligible for re-election for the following year.

(7) If for unavoidable and bona fide reasons an election of Members of the Council shall not take place before the end of the year, then the existing elected Members of the Council shall temporarily continue in office after the end of the year and until new Members of the Council shall have been elected Provided that arrangements shall be made to call a General Meeting for the election of Members of the Council as early as possible in the new year and an election of new Members of the Council proceeded with without delay.

(8) A Vice-President of the Society may be invited to attend and speak at the Meetings of the Council but shall not in the capacity of Vice-President be entitled to vote on any matter

(9) Additional Officers may be invited to attend the Meetings of the Council in an advisory capacity but shall not in their capacity as Additional Officers be entitled to vote on any matter

(10) (a) Instead of meeting in person, the Council may transact its business by post or by e-mail or by any other means as it shall think fit

(10) (b) If the Council shall intend to reach a decision on any matter by e-mail, then every member of the Council shall be notified of the proposed resolution whether by e-mail or by telephone and shall be given an opportunity to vote

(10) (c) In the event of a decision on any matter by e-mail, any member without access to e-mail shall be notified of the resolution by telephone and may vote by notifying the General Secretary by telephone

(10) (d) Any resolution made by any means by the Council when not meeting in person shall be either ratified or rescinded when the Council shall next meet in person

(11) Five Members of the Council shall constitute a quorum of the Council and a Resolution of the Council shall require at least five members of the Council to vote thereon whether present at a meeting of the Council in person or voting by post or by e-mail

(12) Subject to the over-riding authority of the Society in General Meeting the Council shall have power to make provision for any matter not provided for in this Constitution or in any Rules made under Article 18, including power to delegate any matter, provided that all such provisions shall be in accordance with the Objects of the Society and the other terms of this Constitution and nothing shall be done that might prejudice the charitable status of the Society

(13) A Member of the Council may notwithstanding Paragraphs (6) (7) and (14) of this Article resign from the Council at any time upon giving notice in writing to the General Secretary or to the Chair or if both of these offices shall be vacant to two other Members of the Council

(14) The Council shall have power to appoint any Member of the Society to fill a vacancy among the Members of the Council caused by the resignation, or incapacity of an existing Member of the Council, or caused by the appointment of a Member of

the Council to be an Officer of the Society, or for any other reason. A Member of the Council so appointed shall hold office until a Special General Meeting called for the purpose of appointing a person to the vacancy in the Council so caused or failing that until the end of the current year

9. THE INDEPENDENT EXAMINER

The Society shall at its annual general meeting appoint an Independent Examiner to examine the accounts of the Society for the Society's current financial year. The Independent Examiner shall also verify the Society's material assets. The Independent Examiner shall not be a Member of the Council and need not but may be a Member of the Society and shall be eligible for election each successive year. In the event of the Office of Independent Examiner falling vacant after the Annual General Meeting or if no Independent Examiner shall be appointed at the Annual General Meeting then the Council shall appoint an Independent Examiner. A professional Examiner shall be entitled to be paid the normal fees for the service. If the Independent Examiner shall be a Member of the Society Article 2 (4) shall apply to the remuneration

10. THE PRESIDENT

The President is the formal head of the Society. The president shall preside at General meetings of the Society and shall represent the Society at meetings with the public and other bodies and on all formal occasions. The President may delegate any presidential function (other than under Articles 4 (5) and 7 (13) (c)) to a Vice-President or to the Chair or to any other Member of the Society approved by the Chair or the Council, provided that Article 6 (11) shall apply in respect of presiding at a General Meeting by the President or a nominated deputy

11. THE CHAIR

The Chair is the executive head of the Society and shall preside at all meetings of the Council of the Society. The Chair shall be responsible for co-ordinating the work of the Council and of the other Officers of the Society. In the absence of the President or at the President's request the Chair shall represent the Society on formal occasions and may preside at a General Meeting of the Society under the provisions of Article 6(11)

12. THE GENERAL SECRETARY

The General Secretary shall send out notices of Annual and Special General Meetings of the Society in accordance with the provisions of this Constitution and shall keep full minutes of the General Meetings of the Society. The General Secretary shall call Meetings of the Council and shall keep a full record of its transactions whether meeting personally or transacting its business by post or by e-mail or by telephone. The General Secretary shall preserve a full record of the activities of the Society co-operating in this respect with the Librarian.

13. THE MEMBERSHIP SECRETARY

Before the beginning of each year the Membership Secretary shall send to every Member a notice that that Member's Subscription is due. The Membership Secretary shall send out reminders when Subscriptions are over-due. The Membership Secretary shall account to the Treasurer for all Subscriptions received. The Membership Secretary shall maintain an accurate register of the Members of the

Society and shall inform the Council of Subscriptions which are in arrears. The Membership Secretary shall regularly provide the General Secretary, Treasurer and Editor with current lists of Members of the Society

14. THE TREASURER

The Treasurer shall manage the finances of the Society under the direction of the Council. The Treasurer shall co-operate with the other Officers in the financial administration of their Offices. Each year the Treasurer shall prepare the Accounts of the Society from 1st January to 31st December and after arranging for the examination of the Society's Accounts by the Independent Examiner, shall present the Accounts to the Council before their circulation among the Members of the Society at least 14 days before the date of the Annual General Meeting. The Treasurer shall prepare a Budget each year for the guidance of the Council and shall keep under regular and frequent review the Society's income, expenditure, assets and liabilities

15. LIBRARY AND ARCHIVES

(1) The objectives of the Society's Library and Archives shall be:

- (a) To maintain a collection of original Origami designs and written theses, articles and books by Members of the Society
 - (b) To maintain a collection of especially significant Origami designs by paper-folders from abroad and from other sources apart from Members of the Society
 - (c) To keep an efficient index of Origami designs in the Society's collection
 - (d) To preserve a complete collection of the periodicals and other publications of the Society and maintain an index of items included therein
 - (e) To maintain a collection of books, papers, news cuttings and correspondence relating to the Society, and to Origami generally with particular reference to Origami in the United Kingdom.
 - (f) To maintain a collection of Origami models of outstanding design and execution
 - (g) To provide information from the collections to Members of the Society and other enquirers approved by the Chair or General Secretary or any two other Members of the Council acting together
- (2) Rules made under Article 18 shall provide for the operation of the Library including the terms of borrowing, provisions for observance of copyright, access to the Library, provision of information to non-members and payment of fees and expenses. Rules may stipulate the conditions on which a model or other work shall be admitted to the Society's collections, including provision for a selection committee

16. THE SIDNEY FRENCH MEDAL

(1) There shall be an award of distinction which shall be known as "The Sidney French Medal"

(2) The Sidney French Medal shall be awarded in recognition of distinguished service rendered either to The Society or for the benefit of Origami

(3) The Sidney French Medal may be awarded both to Members of the Society and to other persons

(4) The decision to award The Sidney French Medal shall be made by the Council acting on behalf of the Society

(5) Each recipient of the Sidney French Medal shall be invited to attend a General Meeting of the Society at which the award shall be presented

(6) Provided that each award shall be made for meritorious reasons there shall be no limit to the number of awards of The Sidney French Medal which may be made either generally or in any one year

17. COPYRIGHT

(1) The Society and its Members shall respect all copyrights, registered trademarks and registered designs in all models, designs, diagrams, photographs, books, and writings and shall observe the laws of copyright, registered trademarks, registered designs and patents and all other provisions relating to intellectual property which are applicable in all the separate countries throughout the World

(2) This Article shall apply to all models, designs, diagrams, photographs, books and writings whether existing in writing or print on paper or any other hard copy or existing in electronic form, photocopy or microfiche in libraries, public or private archives or on the Internet or on recorded discs or tapes of any kind or in any other kind of electronic record and whether made commercially or otherwise publicly or made privately

(3) Before reproducing any model, drawing, photograph or text contained in any publication, a Member of the Society shall obtain the consent of the copyright owner before publication

(4) As a matter of courtesy, whether or not required to do so by law, the Society and its members shall give proper acknowledgement to the original author of any model, design or diagram demonstrated or reproduced in any manner

18. RULES

The Council may as it shall think fit (and shall if so instructed by the Society at a General Meeting) make Rules regulating any aspect of the activities of the Society subject to the provisions of this Constitution. Any Rules made by the Council under this article shall be circulated to all Members of the Society as soon as practicable and shall be subject to variation or revocation on a motion made at a General Meeting of the Society. All such Rules shall be in accordance with the Objects of the Society and the other terms of this Constitution and no Rule shall be made that might prejudice the charitable status of the Society

19. TRUSTEES

(1) The General Trustees of the Society are all of the Officers of the Society and the Members of the Council, who together make up the Council, which is the governing body of the Society. The General Trustees are jointly and severally responsible for administering the Society and holding its general assets in accordance with the provisions of this Constitution and in accordance with the principles of law and

equity. As General Trustees of the Society, the Officers and Members of the Council are responsible for reporting on the Society to the Charity Commissioners and for observing any directions given by them

(2) Trustees for Specific Purposes: The Council of the Society shall nominate at least four Trustees who shall hold any property of the Society requiring to be formally vested (such as buildings and copyrights). The Council shall have power by resolution to nominate new Trustees when required and to remove existing Trustees. All trust deeds shall provide that new Trustees shall be appointed by the existing Trustees after nomination by the Council and that the Council may by resolution remove Trustees. Evidence of the removal of a Trustee shall be given by a deed by the remaining Trustees or in the absence of a deed by a copy of the Resolution of the Council certified by the Chair and the General Secretary

(3) Trustees for Winding Up. In the event of the winding up of the Society, Trustees for this purpose may be appointed under Article 24 (3) (a) of this Constitution

20. THE ADMINISTRATIVE AND FINANCIAL YEAR OF THE SOCIETY.

The administrative and financial year of the Society in respect of which the Officers of the Society and the Members of the Council shall hold office and for which accounts and budgets shall be prepared shall be the calendar year from 1st January to 31st December

21. INVESTMENT

(1) All moneys at any time belonging to the Society and not required for immediate application for the Society's objects shall be invested by the Treasurer upon such investments and securities (other than real or leasehold property) as the Council shall think fit after taking adequate financial advice

(2) The Council shall have power to open current or deposit bank accounts and to make arrangements in respect thereof provided that such arrangements shall provide that cheques drawn upon a current bank account shall require the signature of at least two Members of the Council

22. LAND AND BUILDINGS

In the event of the Society acquiring any real or leasehold property, land or buildings, such property shall be vested in Trustees for the benefit of the Society in accordance with a Trust Deed approved by the Council after taking legal advice

23. AMENDMENTS TO THE CONSTITUTION

The Society's Constitution may be amended by a two-thirds majority of Members of the Society present and voting at an Annual or Special General Meeting or voting thereat by proxy, provided that 14 days notice of the proposed amendment shall have been sent to all Members of the Society and provided that no amendment shall be made to this Constitution (and in particular to Article 2(1) Article 23 or Article 24 which shall cause the Society to cease to be charitable at law

24. WINDING UP

(1) The Society shall be wound up upon the decision of a two-thirds majority of Members present and voting at an Annual or Special General Meeting or voting by

proxy provided that 14 days notice of the proposal to wind up shall have been sent to all Members of the Society

(2) If it shall become apparent that the Society has ceased to function effectively then such Members of the Council or other Members of the Society as shall be in communication with each other shall take reasonable steps to trace the Officers of the Society and other Members of the Council and of the Society. Having done so the Members of the Council (whether or not they shall constitute a quorum of the Council) or other Members of the Society may (either meeting in person or reaching a decision by postal vote) resolve that the Society shall be wound up in accordance with this paragraph of this Article. After the passing of such a resolution the Members of the Council or other Members of the Society shall call a General Meeting of the Society giving at least 28 days notice of the proposal to wind up the Society under this paragraph and setting out the resolution of the Members of the Council (or other Members of the Society) giving their names and also a full explanation of the circumstances. Such notice shall be sent to all known Members of the Society at their last known addresses. At the General Meeting called in accordance with this paragraph no quorum of Members shall be required and a resolution to wind up the Society may be passed by a simple majority of Members present and voting or voting by proxy

(3) Any decision to wind up the Society shall (if the circumstances so warrant) include provision for the following matters:

- (a) The appointment of not less than two or more than four Trustees (who need not have previously been appointed as trustees for any other purpose) to collect any moneys which may be or may become due to the Society and to discharge any outstanding liabilities of the Society
- (b) The application of the Society's surplus funds to such other purposes as shall be decided by the Trustees so appointed provided that such purposes shall be exclusively charitable and so far as possible consistent with the objects of the Society

(4) Upon any winding up every effort shall be made by the Members of the Society and the Trustees to secure the deposit of the Society's records, collections and archives in some permanent library or literary or artistic institution willing to preserve them for future research with reasonable access thereto by the general public

25. NOTICES

All notices required to be given under this Constitution shall be sent to every Member at that Member's last-known known address, but inadvertent omission to send to any Member or Members notice of a Meeting or of any resolution proposed to be passed at a Meeting or any other document or documents (including accounts) shall not invalidate any Meeting or the proceedings of any Meeting

