

CONSTITUTION OF THE HERTFORDSHIRE
ASSOCIATION FOR LOCAL HISTORY
Adopted at the AGM of 21 May 2022

PART ONE

1. Name

The name of the Charity shall be the Hertfordshire Association for Local History (hereinafter called "the Association").

2. Objects of the Association

The objects of the Association shall be:

- a) to advance the education of the public in the study of local history in the county of Hertford (hereinafter called "the area of benefit");
- b) in the furtherance of the above objects, but not further or otherwise, the Association may:
 - i.) promote and organise co-operation in the achievement of the above objects and, to that end, bring together representatives of the statutory and voluntary organisations engaged in the furtherance of the above objects within the area of benefit;
 - ii.) assist any charitable body financially or otherwise;
 - iii.) affiliate, or become affiliated to, or become a member of, the British Association for Local History, or the Hertfordshire Council for Voluntary Service, or any other body having charitable purposes;
 - iv.) obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method, and accept and receive gifts of property of any description (whether subject to any special trusts or not);
 - v.) procure and provide information;
 - vi.) procure to be written, and print, publish, issue and circulate, gratuitously or otherwise, any reports or periodicals, books, pamphlets, leaflets, or other documents;
 - vii.) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, courses, meetings, lectures and classes

viii.) take such other lawful action as shall further the above objects.

3. Application of Income

- a) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any servant of the Association, or the repayment of out-of-pocket expenses
- b) The Executive Committee and members of the Association may benefit from insurance cover purchased at the Association's expense.

4. Dissolution

The Association may at any time be dissolved by a resolution supported by the votes of no fewer than two-thirds of those present and voting at a special meeting of the Association, of which meeting at least twenty-eight clear days' notice in writing shall have been sent to all members of the Association. Such resolution may give instructions for the disposal of any assets held by, or in the name of, the Association, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to, or distributed among, the members of the Association, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the members of the Association may, with the approval of the Charity Commission, or other authority having charitable jurisdiction, determine.

5. Alterations to the Constitution

Alterations to the Constitution shall receive the assent of no fewer than two-thirds of the members of the Association present and voting at an Annual General Meeting (hereinafter called the "AGM") of the Association. A proposal for the alteration of the constitution must be received by the Executive Committee at least forty-two clear days before the AGM at which the resolution is intended to be brought forward. At least twenty-eight clear days' notice in writing of the AGM

shall then be given by the Executive Committee to the members of the Association and shall include notice of the alterations proposed. Provided always that no alterations to Part One of this constitution shall be made without the approval of the Charity Commission, or any other authority having charitable jurisdiction. No alterations shall be made which would have the effect of causing the Association to cease to be a charity at law. The Executive Committee shall send to the Charity Commission a copy of any amendments under this clause.

PART TWO

6. Membership

- a) Any individual over the age of eighteen, or any society, local history group, statutory authority, voluntary organisation, or body corporate who is approved by the Executive Committee may become a member of the Association.
- b) Members shall pay such subscriptions as may be decided from time to time at the AGM, any changes to take effect on the next renewal date. Subscriptions are payable on 1 January each year. Should any subscription remain unpaid on 30 June, the membership will lapse.
- c) Any membership may be terminated by a resolution of the Executive Committee if it considers it to be in the best interests of the Association, provided that the member is given twenty-one clear days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is being proposed.

7. Meetings of the Association

- a) The Association's AGM shall be held once in each calendar year and not more than fifteen months may elapse between successive AGMs.
- b) At least twenty-eight clear days' notice of the AGM shall be given in writing by the Executive Committee to the members.
- c) A quorum at any meeting of the Association shall be twenty members.
- d) At the AGM, the business shall include the election of a Chair and other officers, the election of members of the Executive Committee, ratification of the appointment of any new Vice-Presidents proposed by the Executive

Committee, acceptance of an annual report of the work done by, or under the auspices of, the Association, and acceptance of the Association's accounts.

- e) A special meeting of the Association shall be called after twenty-eight clear days' notice in writing upon the written demand of six members, or by the Chair, or Vice-Chair acting in their absence, or by the President (if any), or by the Executive Committee.
- f) At meetings of the Association, each society, local history group, statutory authority, voluntary organisation, or body corporate which is a member of the Association may appoint one representative to vote on its behalf and the organisation must give written notice of their nominee to the Executive Committee.
- g) At meetings of the Association where voting is required, each member or properly appointed representative of an organisation as set out in Clause 7(f) above shall be entitled to one vote.

8. The Executive Committee and Officers of the Association

- a) The Association and its property shall be managed and administered by a committee, herein called "the Executive Committee", the members of which shall also be the trustees of the Association.
- b) The members of the Executive Committee shall be elected at the AGM and consist of the officers of the Association and no fewer than six, nor more than twelve, other persons being individual members of the Association, or properly appointed representatives of any society, local history group, statutory authority, voluntary organisation, or body corporate which is a member of the Association.
- c) At the AGM, the Association may elect a President, Chair, Vice-Chair, Secretary, Treasurer and any other officer as the Executive Committee shall from time to time decide. Any office may be held jointly, and its duties may be undertaken by more than one member of the Executive Committee, acting jointly or separately.
- d) Nominations from members of the Association, for either officers or members of the Executive Committee should be proposed before the AGM, but the Executive Committee shall propose any new president. Should nominations exceed vacancies, election shall be by ballot at the AGM.

- e) Any officer of the Association shall hold office from the conclusion of the AGM at which they are elected, and shall be eligible for re-election, provided always that once the President and the Chair have held office for five consecutive years, their re-election must be agreed upon annually by the Executive Committee thereafter.
- f) Members of the Association and the properly appointed representatives of any society, local history group, statutory authority, voluntary organisation, or body corporate which is a member of the Association, shall be eligible for election as officers.
- g) Any casual vacancy on the Executive Committee may be filled by the Executive Committee, and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next AGM and shall be eligible for election at that meeting.
- h) The Executive Committee may also invite any former member of the Executive Committee to serve as life Vice-President in recognition of their service to the Association. Vice-Presidents may be invited to attend meetings of the Executive Committee but not entitled to vote unless they are specifically elected as a member of the committee at the AGM.

9. Proceedings of the Executive Committee

- a) The Executive Committee shall meet no fewer than three times in a year.
- b) The quorum at a meeting of the Executive Committee should be seven members. If there is an equality of votes, the Chair shall have a casting vote, in addition to any other vote they may have.
- c) Minutes of Executive Committee meetings shall be taken and circulated to the Executive Committee. The proceedings of any sub-committee shall be reported to the Executive Committee.
- d) The proceedings of the Executive Committee shall not be invalidated by any failure to appoint, or any defect in the appointment, election or qualification of any member
- e) Any written communication or notice issued or received by the Executive Committee, or by any officer on behalf of the Association, is deemed properly issued or received if sent by post or by electronic means.

10. Powers of the Executive Committee

- a) The Executive Committee shall have power to co-opt other members of the Association to serve on the committee, provided that the number of such co-opted members shall not exceed one-fourth of the total number of elected and ex officio members serving on the committee.
- b) The Executive Committee may invite any person, or properly appointed representative of any organisation, to attend its meetings, provided that they shall not be entitled to vote.
- c) The Executive Committee must keep a register of names and addresses of the members in accordance with any relevant data protection regulations or legislation.
- d) The Executive Committee may appoint such special or standing committees as may be deemed necessary, and may determine their terms of reference, powers, duration and composition, provided that no committee may be given power to co-opt more than one-fourth of its total membership
- e) The Executive Committee can, from time to time, agree to hold any meetings by electronic means.

11. Executive Committee as Trustees

- a) The Executive Committee, as trustees of the Association, must manage the business of the Association and have the following powers in order to further to objects (but not for any other purpose):
 - i.) to raise funds. In doing so, the Executive Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - ii.) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - iii.) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Executive Committee must comply as appropriate with sections 117-122 of the Charities Act 2011;
 - iv.) to borrow money and to charge the whole or any part of the property belonging to the Association as security for the repayment of money borrowed. The Executive Committee must comply as appropriate with

sections 124-126 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision), if they intend to mortgage land;

- v.) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - vi.) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - vii.) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - viii.) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - ix.) to open or operate such bank and other accounts as the Executive Committee considers 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 (or any statutory re-enactment or modification of that provision);
 - x.) to do all such other lawful things as are necessary for the achievement of the objects.
- b) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee
- c) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
- d) A member of the Executive Committee shall cease to act as a trustee if they:
- i.) are disqualified from acting as a trustee by virtue of sections 178-179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - ii.) cease to be a member of the Association;
 - iii.) resign from the Executive Committee by notice to the Association (but only if at least two other members of the Executive Committee remain in office when the notice of resignation is to take effect);
 - iv.) are absent from all Executive Committee meetings held within a period of six consecutive months or, in the opinion of no fewer than two-thirds

of the Executive Committee, demonstrate an incapacity to continue acting as trustee. The remaining members of the Executive Committee may then resolve that the office of that trustee shall be vacated.

12. Finance and Accounting

- a) The Association's financial year shall run from 1 January to 31 December
- b) At least once in every year, the accounts of the Association shall be examined by two or more members of the Executive Committee, subject to the requirements of the Charity Commission. In addition, the accounts shall be circulated to the Executive Committee fifty-six clear days before the AGM.
- c) The Executive Committee must comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that provision) with regard to the keeping of accounts for the Association, the preparation of an annual statement of account, the preparation of an annual report and the transmission of the annual statement of account and annual report to the Charity Commission.
- d) The Association may appoint a custodian trustee, or a trust corporation, or no fewer than three persons to hold any property held by, or in trust for, the Association or may, with the agreement of the Official Custodian for Charities, transfer to him them personal property (within the meaning of Section 90 of the Charities Act, 2011 or any statutory re-enactment or modification of that provision) so held and make application for an order vesting in him any other property so held.