



## CONSTITUTION

### 1. Name:

The society shall be called 'The Lecale & Downe Historical Society,' referred to as 'the Society'.

### 2. Purposes:

The Society is established for exclusively charitable purposes to encourage public interest in, and promote the study of, local histories and environments and, in particular, those of the Barony of Lecale and adjacent areas in County Down.

#### 2.1. Powers

In furtherance of the purposes, the charity shall have power to collect and disseminate information including holding lectures, publishing literature, holding exhibitions and carrying out visits to places of historic interest that provide opportunities for all sections of the community to be informed and involved in learning about the heritage of their locality.

### 3. Membership:

3.1 The Society shall be open to all who subscribe to its aims, being admitted to membership by the Trustee Committee, and paying the relevant subscription as shall be decided and reviewed from time to time by the Trustee Committee.

3.2 Membership of the Society shall lapse if any subscription is unpaid six months after it is due.

### 4. Honorary membership:

Honorary members may be elected by the Society in recognition of outstanding service rendered to the Society or its aims.

### 5. Honorary President:

5.1 The Annual General Meeting of the Society (AGM) shall elect an honorary president to serve for a period of three years.

5.2 The president shall not be eligible to serve for two successive terms

5.3 In the event of a president leaving office before the end of the three year term, a successor shall be elected for a three year term at the following AGM.

### 6. Trustees:

6.1 Trustees shall be paid-up or honorary members of the Society. There shall be at least three Trustees of the Society. Trustees will be appointed at the Society AGM and can serve for an initial term of five years; Trustees may be re-appointed for one additional term.

6.2 Should a position as a Trustee become vacant, an election by those paid-up and honorary members of the Society at the AGM shall take place to fill the position.

- 6.3 Each member nominated for appointment as a Trustee must be proposed and seconded by other members present and must have signified their willingness to serve. If nominations exceed the number of vacancies a secret ballot shall take place.

#### **7. Trustee Committee:**

- 7.1 The Trustee Committee shall elect its officers, who must include a chairman, vice-chairman, secretary, treasurer, and the holders of such other responsibilities as are deemed to be necessary. The names of all office-holders shall be conveyed to the general membership.
- 7.2 The chairman of the Trustees shall be appointed for a term of up to 5 years and is eligible for re-appointment to that post for no more than five successive years.
- 7.3 The Trustee Committee may fill any vacancies arising amongst its number on a temporary basis until the next AGM.
- 7.4 The Trustee Committee may appoint sub-committees from the Society members, each sub-committee must be chaired by a Trustee.
- 7.5 The quorum for any meeting of the Trustee Committee shall be three, of whom one must be the chairman, vice-chairman, secretary, or treasurer.
- 7.6 The Trustees shall meet at least twice in each year.
- 7.7 In the absence of the chairman, meetings of the Trustees shall be chaired by its vice-chairman.

#### **8. Meetings:**

- 8.1 General meetings of the Society shall be chaired by the president. In the absence of the president, the chair shall be assumed by the chairman or vice-chairman of the Trustees, in that order.
- 8.2 An AGM shall be held in May of each year. The business of the meeting shall include presentation of the minutes of the previous annual general meeting, and of any intervening special general meetings; reception of the Trustee's report for the previous year and the audited accounts of the Society; appointment of the honorary auditor and appointment of any Trustees.
- 8.3 Special general meetings may be held at any time at the instance of the Trustees or of not fewer than ten members who submit a request in writing to the secretary and whose membership has at that time been continuous for at least twelve months.
- 8.4 Notification of any special general meeting of the Society, specifying the business to be transacted, shall be transmitted to all members seven clear days before the said meeting. Accidental omission to give notice of any meeting to or non-receipt of notice of any meeting by any member shall not invalidate the proceedings at that meeting.
- 8.5 Ordinary general meetings of the Society shall be held from time to time at the instance of the Trustees.
- 8.6 All meetings of the Society must be called by the secretary or chairman, acting for the Trustees or by such other of its members as the Trustees may decide.
- 8.7 At any meeting each paid-up member being an individual person shall have one vote.
- 8.8 The quorum for any general meeting shall be fifteen members.
- 8.9 At any meeting of the Trustees or of the Society the chairman of the meeting shall have a casting vote in the event of a tie. In any matter of the interpretation of the constitution the decision of the chairman of the Trustees shall be final.

#### **9. Finance:**

- 9.1 The affairs of the Society shall be managed by the Trustees, and the Trustee Committee shall administer all funds and other assets of the Society.

- 9.2 The Treasurer shall keep a full record of the income and expenditure of the Society. The accounts of the Society shall be audited annually and those audited accounts shall be presented to the members at the AGM.
- 9.3 In the event of the winding up of the Society, its funds and assets shall pass to such body having charitable objects as may be selected by a majority of the members present and voting at a meeting of the Society convened for that purpose.

**10. Amendment:**

- 10.1 Amendments to the constitution may only be made at an AGM or a special general meeting, provided that notice of motion to propose any such amendment has been given in writing to the secretary at least thirty days before the date of the meeting, and has subsequently been included in the notification of the meeting.
- 10.2 No amendment shall be made to the constitution of the Society unless approved by two-thirds of the members present and entitled to vote.
- 10.3 No amendment may be made to this constitution which would cause the Society to cease to be a charity at law.

**11. Winding up:**

In the event of the Society being wound up its assets shall not be distributed to the members but shall be transferred to another charitable body having similar aims (see 9.3).