



# FRIENDS OF LANCASHIRE ARCHIVES

## Constitution September 2012

### 1. Name

The name of the Association shall be Friends of Lancashire Archives. If deemed appropriate the Executive Committee may recommend a change of name to be approved at an Annual General or Special General Meeting. A member of the Association is known as a Friend.

### 2. Objects

The objects of the Association are to educate the public and advance the archival heritage of the county of Lancashire for the benefit of the people of that county and elsewhere and for future generations by the promotion, support, assistance and improvement of Lancashire Archives.

### 3. Membership

- a. Membership of the Association shall be open to individuals and organisations who pay a subscription in accordance with the Rules.
- b. Membership shall be terminated by :
  - i. the death of a member, or, if it is an organisation, it ceases to exist;
  - ii. the resignation of a member; or
  - iii. otherwise in accordance with the Rules.

### 4. Executive Committee

- a. The Association and its funds shall be managed and administered by an elected Executive Committee of officers and ordinary committee members who shall be the Trustees of the Association.
- b. The Executive Committee shall have :
  - i. the following officers: Chairman, Vice-Chairman, Secretary and Treasurer;
  - ii. up to five ordinary members.
- c. All committee members shall be members of the Association.
- d. Each of the officers and ordinary committee members shall retire with effect from the conclusion of the Annual General Meeting following their appointment but shall be eligible to stand for re-election except that no member shall serve continuously for more than six years and may not stand for re-election until after an interval of one year.
- e. The Archives Services Manager of Lancashire Archives and the elected member of Lancashire County Council responsible for the Archives shall be *ex officio* members of the Executive Committee but shall not have a vote.

### 5. President, Vice Presidents and Patrons

- a. The Executive Committee may nominate, from time to time, a President and a number of Vice Presidents to be approved at the next Annual General Meeting.
- b. The President and Vice Presidents may attend and speak at General Meetings and, by invitation, at Executive Committee meetings but shall have no voting rights except as a member.
- c. The Executive Committee may designate a donor of money to the Association, the amount of which is to be agreed by the Executive Committee, as Patron.

### 6. Committee Powers and Obligations

- a. The Executive Committee shall have power to do all such lawful things within the Constitution and Rules as are necessary or desirable for the achievement of the Objects.
- b. The Executive Committee shall comply with their obligations under the Charities Act 2011 and the rules and requirements of the Charity Commission.

- c. The Executive Committee may make reasonable additional rules to help run the association or to vary existing ones providing they do not conflict with this Constitution or the law.

## **7. Executive Committee Meetings**

- a. The Executive Committee shall meet not less than three times a year.
- b. Four members are required for a quorum.
- c. In the absence of the Chairman or Vice Chairman those present shall elect a chairman from amongst their number.

## **8. General Meetings**

- a. An Annual General Meeting shall be held in within four months of the end of the accounting year.
- b. A Special General Meeting may be called by the Executive Committee stating the business to be discussed.
- c. A Special General Meeting must be called by the Executive Committee on receiving a written request signed by any 10 members stating the business to be discussed.

## **9. Conduct of Meetings**

- a. Notice of 21 days for an Annual General Meeting and 14 days for a Special General meeting shall be given.
- b. 10 Friends or 1/10 of the membership is required for a quorum whichever is the lower.
- c. Voting rights shall be specified in the Rules.
- d. No vote shall be taken unless a quorum is present.

## **10. Rules**

- a. The Executive Committee may from time to time make rules ('the Rules') for the conduct of business of the Association and shall notify the Rules to members of the Association.
- b. The Association in General Meeting may add to or repeal the Rules.
- c. The Rules shall be binding on members of the Association.

## **11. Dissolution**

- a. The Association may be dissolved by resolution passed by at least a two-thirds majority of members voting in General Meeting.
- b. If the members resolve to dissolve the Association the Trustees shall remain in office as Charity Trustees and be responsible for the winding up the affairs of the Association.
- c. The Trustees shall collect in all the assets of the Association and, having paid or made provision for the liabilities, shall apply the remaining assets:
  - i. directly for the objects and/or
  - ii to any charity/charities for purposes the same or similar to the Objects of the Association.
- d. In no circumstances shall the assets of the Association be paid to or distributed among members of the Association.

## **12. Amendments**

- a. This constitution may be amended by resolution passed by at least a two-thirds majority of the members voting at a General Meeting.
- b. No amendment may be made to this Constitution which would have the effect of making the Association cease to be a charity at law.

# FRIENDS OF LANCASHIRE ARCHIVES

## Rules September 2012

### 1. Interpretation

- a. Unless otherwise stated, expressions used in the Rules shall have the same meaning as in the Constitution.
- b. In case of conflict the Constitution shall take precedence over the Rules.
- c. The Executive Committee shall decide on the interpretation of the Constitution and the Rules.

### 2. Activities

Within the Objects, the Association's activities may include, but shall not be limited to:

- a. raising funds and receiving donations;
- b. purchasing documents, books, furniture, equipment and other materials;
- c. engaging in and supporting voluntary assistance, publishing, education and advertising;
- d. assisting in conservation, repair, microfilming and scanning;
- e. organising lectures, meetings and visits;
- f. co-operating with other charities with similar purposes; and
- g. generally furthering the purposes of Lancashire Archives and encouraging the development of its facilities.

### 3. Powers of the Executive Committee

The Executive Committee

- a. shall have the general management and direction of the funds and affairs of the Association;
- b. may nominate any of its members to serve on another body and to pay any appropriate subscriptions or expenses involved;
- c. may pay the whole or part of the expenses incurred on behalf of the Association;
- d. may fill casual vacancies in its membership;
- e. may co-opt up to four additional members to assist the committee. Co-opted members are not trustees and do not have a vote;
- f. may appoint additional officers from the ordinary and co-opted committee members to carry out the following functions: Minutes Secretary, Membership Secretary, Annual General Meeting Secretary, Newsletter Editor, Events and Outings Organiser or any combination or sub-division thereof;
- g. may establish such sub-committees as it sees fit, including, where appropriate, persons who are not already members of the Executive Committee. All such sub-committees shall report back fully and completely to the Executive Committee;
- h. no committee member may benefit from his/her membership of the Executive Committee except for:
  - i. the reimbursement of out-of-pocket expenses properly incurred when acting on behalf of the Committee;
  - ii any trustee indemnity cover purchased at the Association's expense, in accordance with and subject to conditions in Section 189 of the Charities Act 2011.

### 4. Membership

- a. Categories
  - i. Individual;
  - ii. Family membership open to adult members and any minors living at the same address;
  - iii. Associate membership open to any not-for-profit association, society, educational or similar organisation. The initial subscription shall be £15.
  - iv. Overseas membership;
  - v. Honorary Life membership may be granted to persons who have given a high level of service to the Association, at the proposal of the Executive Committee.

- b. Votes
  - Members have the right to vote in General Meetings.
  - i. Individuals shall have one vote.
  - ii. Family members shall have one vote per adult with a maximum of two votes.
  - iii. Associate members shall have one vote exercised by an authorised representative
- c. Subscriptions
  - i. The rate of subscription for each category shall be determined from time to time by the Executive Committee but shall not take effect until ratified by a simple majority at the Annual General Meeting;
  - ii. Subscriptions become due on 1<sup>st</sup> January each year;
  - iii. Members joining between September and December in any year shall have their subscription extended to 31<sup>st</sup> December in the following year;
  - iv. Membership will be deemed to have ceased if subscriptions remain unpaid for six months.
- e. Membership Register
  - i. The Executive Committee shall keep a register of the names, addresses, telephone numbers (if disclosed), and e-mail addresses (if disclosed) of members which shall only be used for the administration of the Association and not released to an outside body, except that, with the permission of the member concerned, that member's details may be :
    - a. made available to any other member on request;
    - b. published in membership lists circulated to members or
    - c. made available to staff of Lancashire Archives.
 Any such disclosure shall be treated in confidence and not disclosed further.
  - ii. This register may be maintained on a computer system.
  - iii. For the purposes of the Data Protection Act 1998, each member shall be deemed to have given his/her consent to the inclusion of his/her particulars on such a register.

## 5. Funds and Assets

- a. All funds and assets must be used for the purposes of the Association.
- b. Money must be held in a separate bank or building society account or investment account authorised by the Trustee Act 2000 in the name of the Association, as the Executive Committee shall direct.
- c. All cheques must be signed by any two of the Treasurer, Chairman or two designated members of the Executive Committee.
- d. The Association must keep accounts as directed by the Charities Act 2011.
- e. The most recent accounts may be seen by any member on request.
- f. The Executive Committee may set aside income as a reserve against future expenditure in accordance with a written policy.
- g. The Executive Committee may appoint an independent examiner of the accounts at their discretion

*This Constitution and Rules was adopted by Friends of Lancashire Archives at the Annual General Meeting on 24<sup>th</sup> September 2012.*

*The following resolution was passed unanimously:*

*'Following Charity Commission consent (dated 5 September 2012) to amending Clauses 2 (Objects), 13 (Alterations to the Constitution) and 15 (Winding-up) of the 1991 Constitution it is proposed that the meeting adopt the revised Constitution and Rules set before it by the Executive Committee'*

*Nigel R J Neil  
Chairman and Trustee  
October 2012*

*Janet C Lane  
Trustee  
October 2012-*