

ECCLESASTICAL HISTORY SOCIETY

CONSTITUTION

(Adopted by the Annual General Meeting of the Society on 20 July 1995 and amended by the Annual General Meeting of the Society on 22 July 2009)

Name

1. The name of the Society shall be 'THE ECCLESIASTICAL HISTORY SOCIETY'.

Administration

2. Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ('the Committee').

Objects and powers

3. a) The objects of the Society shall be to advance public education in ecclesiastical history.
b) In furtherance of the objects but not otherwise, the Committee of the Society shall have the following powers:
 - (i) to raise funds and to invite and receive contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (ii) to buy, take on or lease in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
 - (iii) subject to any consents required by law to see, lease or dispose of all or any part of the property of the Charity;
 - (iv) to organise conferences, lectures, discussions and study groups;
 - (v) to produce, distribute and sell books, pamphlets, journals and other publications dealing with ecclesiastical history;
 - (vi) to award bursaries for research into ecclesiastical history;
 - (vii) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
 - (viii) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - (ix) to appoint and constitute such advisory committees as the Committee may think fit;
 - (x) to do all such other lawful things as are necessary for the achievement of the objects.

Membership

4. a) Membership of the Society shall be open to:
 - (i) all persons engaged in the furtherance of the study of ecclesiastical history, who have paid the annual subscription determined by the Society at its Annual General Meeting, and
 - (ii) any body corporate or unincorporated association which is interested in the furtherance of the study of ecclesiastical history and has paid the annual subscription (any such body being called in this constitution a 'member organisation').
 - b) Every member shall have one vote.
 - c) The subscription to the Society shall be due each year on 1st July, or, in the case of new members, on election.
 - d) Life membership will be available to any member of the Society, of at least five years' standing as a member, on reaching the age of 65 years, on payment of a sum which is twice the amount of the full annual subscription. No further subscription will then be necessary.
 - e) Students and retired members of the Society shall be eligible to pay a reduced subscription of half the full rate if they so wish.
 - f) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
 - g) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
 - h) The Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.
5. Honorary membership of the Society may be conferred upon distinguished scholars by resolution of a General Meeting, on the recommendation of the Committee. There shall not be more than twenty-five honorary members at any one time.

Officers and Committee

6. The officers of the Society shall be
 - The President
 - The Vice-President
 - The Treasurer
 - One or more Secretaries
 - The Conference Secretary
 - One or more Editors

The Business Manager.

7. The officers shall be elected at the Annual General Meeting of the Society. The Vice-President shall normally be elected a year before the beginning of his or her term of office; he or she shall hold office for one year, and then become President for one year, and shall not normally be eligible for immediate re-election. The other officers shall be elected at the beginning of their year of office and shall be eligible for re-election. If an officer dies or resigns during his or her term of office the Committee shall be empowered to appoint someone to the vacancy thus created until the next following Annual General Meeting of the Society; in such circumstances any provisions forbidding immediate re-election shall not apply.
8.
 - a) The Committee shall consist of the officers, together with the retiring President and the Vice-President-elect, the President for the time being of the British sub-Commission of the Commission internationale d'histoire et des études du christianisme (CIHEC), and nine ordinary members, who shall be elected by the Annual general meeting for a period of three years, three of whom shall retire by rotation each year. There shall be a standing Publications Sub-Committee, consisting of three members with power to co-opt, who shall deal with the Society's publications.
 - b) A member of the Committee who has served for a term of three years shall not be eligible for re-election until the expiry of one year.
 - c) The Committee elected under the above provisions shall have power to co-opt not more than three additional members to serve during the current year.
 - d) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
 - e) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
 - f) No person shall be entitled to act as a member of the Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
 - g) The Committee shall appoint an International Relations Committee (IRC) to function as the national committee of the British sub-Commission of the Commission internationale d'histoire et des études du christianisme (CIHEC). The Committee will determine the membership of the IRC to reflect the particular mission of CIHEC as an international body. The IRC will be chaired by the President of the British sub-Commission, who will be ex officio a member of the Committee of the Society. The Committee of the Society will determine the method of appointing the President of the British sub-Commission, and determine his or her term of office. The Committee of the Society will establish terms of reference for the IRC which will ensure both an appropriate degree of convergence between CIHEC and the Ecclesiastical History Society, and an appropriate degree of autonomy for the British sub-Commission; provided that all acts and proceedings of the IRC shall be fully and promptly reported to the Committee of the Society, and that the IRC shall not have authority to make any independent financial commitments which will impact on the finances of the Society.

9. A member of the Committee shall cease to hold office if he or she:
 - a) is disqualified from acting as a member of the Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) is absent without permission from the Committee from all their meetings held within a period of one year and the Committee resolve that his or her office be vacated; or
 - d) notifies to the Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
10. No member of the Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.
11.
 - a) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the President or by any two members of the Committee upon not less than seven days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member than not less than twenty-one days' notice must be given.
 - b) The President shall take the chair at meetings of the Committee. If the President is absent from any meeting, the members of the Committee present shall choose one of their number to take the chair at the meeting before any other business is transacted.
 - c) There shall be a quorum when at least one third of the number of the members of the Committee for the time being, or three members of the Committee, whichever is the greater, are present at a meeting.
 - d) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
 - e) The Committee shall keep minutes in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
 - f) The Committee may from time to time make and alter rules for the conduct of their business. No rule may be made which is inconsistent with this constitution.
 - g) The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee could be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

Finance

12.
 - a) The funds of the Society, including all donations, contributions and bequests, shall be paid into one of the accounts operated by the Committee at such banks as the Committee shall from time to time decide. All cheques drawn on the accounts in excess of a sum to be determined annually by the Committee must be signed by at least two members of the Committee.
 - b) The Society shall operate a General Account, a Publications Account and such other Accounts as the Committee may from time to time determine.
 - c) The funds belonging to the Society shall be applied only in furthering the objects.
13.
 - a) Subject to the provisions of sub-clause (b) of this clause, the Committee shall cause the title to:
 - (i) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - (ii) all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided that they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such nominee reasonable and proper remuneration for acting as such.
14. The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
 - a) the keeping of accounting records for the Society;
 - b) the preparation of annual statements of account for the charity;
 - c) the auditing or independent examination of the statements of account of the Society; and
 - d) the transmission of the statements of account of the Society to the Commissioners.

Annual report and return

15. The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

Meetings

16.
 - a) There shall be an Annual General Meeting of the Society which shall be held at the Summer Conference in each year or as soon as practicable thereafter.
 - b) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
 - c) The President shall take the chair at the Annual General Meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
 - d) The Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
 - e) Nominations for election to the Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Committee at least fourteen days before the Annual General meeting. Should nominations exceed the number of vacancies, election shall be by ballot.
17. The Committee may call a special general meeting of the Society at any time. If at least twenty-five members of the Society request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.
18.
 - a) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society.
 - b) There shall be a quorum when at least one tenth of the number of members of the Society resident in the United Kingdom for the time being or ten members of the Society, whichever is the greater, are present at any general meeting.
19. Any notice required to be served on any member of the Society shall be served by the Secretary or the Committee on any member in any of the following ways:
 - a) personally in writing;
 - b) by sending any such notice in writing through the post in a pre-paid letter addressed to such member at his or her last known address in the United Kingdom or elsewhere, and any letter so sent shall be deemed to have been received within ten days of posting if sent within the United Kingdom, or within fifteen days of posting if sent elsewhere;
 - c) by email to the last email address of such member recorded as having been notified to the Society; provided that if electronic notification of the failure or inability to deliver such notice shall be received in response, the notice shall then be served by either of the methods set out in sections (a) and (b) of this clause.

Alterations to the Constitution

20.
 - a) Subject to the provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

- b) No amendment may be made to clause 1 (the name of Society clause) or clause 2 (the objects clause) or clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
 - c) No amendment may be made which would have the effect of making the Society cease to be a Charity in law.
 - d) The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.
21. If the Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society, as members of the Society may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commissioners.