



The North of Ireland Family History Society
NIFHS Governing Document
Section A: Society Constitution & Section B: Branch Constitution
adopted by the Society at the Special General Meeting on the 4th June 2025



Section A: Society Constitution

PART 1

1. **Adoption of the Constitution**

The Society and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. **The Name**

The Society's name is **The North of Ireland Family History Society** (and in this document it is called the Society).

3. **The Objects**

- (1) To promote and encourage the public and personal study of world-wide family history, genealogy, heraldry and local history with particular reference to the North of Ireland.
- (2) In furtherance of the above Objects the Society shall have the following powers.
 - (a) to hold lectures, courses and discussions and to organise research visits for Society members and members of the public.
 - (b) to purchase or receive, hold and maintain a library of printed works, other materials and digital information for use by Society members and members of the public.
 - (c) to receive, preserve, transcribe or publish source materials, including documents and monumental Inscriptions, such materials to remain the property of the Society except where otherwise agreed in writing.
 - (d) to work in conjunction with similar societies and supportive bodies such as churches, libraries, record offices and educational establishments.
 - (e) to publish the Journal "North Irish Roots" twice a year in A5 hard copy Format.

4. **Application of the Income and Property**

- (1) The income and property of the Society shall be applied solely towards the promotion of the Objects.
- (2) A Member of the Council may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- (3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profits to any member of the Society. This does not prevent:
 - (a) a member who is not also a Member of Council from receiving reasonable and proper remuneration for any goods or services supplied to the Society.
 - (b) a Member of Council from:
 - (i) buying goods or services from the Society upon the same terms as other members or members of the public.
 - (ii) receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Member of the Council comply with the provisions of sub clause (6) of this clause, or as a member of the Society and upon the same terms as other members.
 - (c) The purchase of indemnity insurance for the Members of Council against any liability that by virtue of any rule of law would otherwise attach to a Member of Council or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Society but excluding:
 - (i) Fines
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Member of the Council or another officer.
 - (iii) liabilities to the Society that results from conduct that the Member of Council or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.
- (4) No Member of Council may be paid or receive any other benefit for being a Member of council.
- (5) A Member of Council may not:
 - (a) sell goods, services or any interest in land to the Society.
 - (b) be employed by or receive remuneration from the Society.
 - (c) receive any other financial benefit from the Society, if:

- (d) he or she is not prevented from so doing by sub-clause (4) if of this clause; and
 - (e) the benefit is permitted by sub-clause (3) of the clause, of this clause; or
 - (f) the benefit is authorised by Council in accordance with the conditions in sub-clause (6) of this clause.
- (6) (a) If it is proposed that a Member of Council should receive a benefit from the Society that is not already permitted under sub-clause (3) of this clause, he or she must;
- (i) declare his or her interest in the proposal
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take so part in any discussion of it.
 - (iii) Not be counted in determining whether the meeting is quorate.
 - (iv) Not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Members of Council who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Society to contract with or employ that Member of Council rather than someone who is not a Member of Council and they must record the reason for their decision in the minutes. In reaching that decision Council must balance the advantage of contracting with employing a Member of Council against the disadvantage of doing so (especially the loss of the Member of Council's services as a result of dealing with the Member of Council's conflict of interest.
- (c) Council may only authorise a transaction falling within paragraphs 5(a) (c) of this clause if Council comprises a majority of members of Council must repay to the Society the value of any benefit received by the Member of Council from the Society.
- (d) If Council fails to follow this procedure, the resolution to confer a benefit upon the Member of Council will be void and the Member of Council must repay to the Society the value of any benefit received by the Member of Council from the Society,
- (7) A Member of Council must absent himself or herself from any discussions of Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this clause 4, "Member of Council" shall include any person, firm or company connected with the Member of Council.

5 Dissolution

- (1) If the members resolve to dissolve the Society the Members of Council shall remain in office as Society Trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
- (2) The Society Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (3) The Society Trustees must apply any remaining property or money:
 - (a) directly for the Objects
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity
 - (c) in such other manner as the Charity Commission for Northern Ireland ("The Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Society Trustees are to apply the remaining property or assets of the Charity and the Society Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.
- (6) The Society Trustees must notify the Commission promptly that the Charity has been dissolved. If the Society Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

6. Amendments

- (1) The Society may amend any provision contained in Part 1 of this Constitution provided that:
 - (a) no amendment may be made that would have the effect of making the Society cease to be a Charity at law
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Society
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

PART 2

7. Membership

- (1) The type of membership of the Society, will be Individual or Joint and a Society Member may link with one Branch of the Society or none.
- (2) The Society, in general meeting, and on the recommendation of Council, sets the annual fee for Members.
- (3) Council may confer Honorary Membership upon those Members who have made an outstanding contribution to the Objects of the Society. Honorary Members pay no membership fees. Full membership eligibilities apply to all Honorary Members of the Society.
- (4) There shall be any number of Branches, each of which shall come into being when the Society's Branch Constitution has been adopted by the Branch and ratified by Council.
- (5) Each branch is responsible for its own members in accordance with the branch Constitutions Governing Document.
- (6) Membership of the Society runs from the 1st September to the 31st August of the following year.
- (7) New members are welcome to join at any time with renewal of membership due on the following 1st September
- (8) Two people living at the same address may join the society as joint members.
- (9) Membership of the society is not transferable.
- (10) From the date of joining fully paid-up members of the society are eligible to;
 - (a) receive the Society's Journal North Irish Roots (except that a pair of Joint Members will receive one copy per household).
 - (b) be present at and vote in annual and special general meetings of the Society.
 - (c) be present at Business and social meetings of all the Branches of the Society.
 - (d) use the Society's research Library.
 - (e) volunteer at branch or society level
 - (f) be covered by the Society's insurance policy.
 - (g) receive the society e-newsletter and other information for circulation to society members
 - (h) make use of members benefits which are detailed on the NIFHS website
 - (i) make use of other facilities as may from time to time be available.
- (11) The Council must keep a register of members contact details which can be made available in line with GDPR requirements.

8. Termination of Membership of the Society

Society Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist.
- (2) the member resigns by giving notice to the Society.
- (3) any sum due from the member to the Society is not paid in full within six months of it falling due.
- (4) the member is removed from membership by a resolution of Council that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty one days' notice of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed and the member or, at the option of the member, the members representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

9 Meetings

- (1) Council and General Meetings may be held either electronically or in a fixed location or a hybrid of both, in which each participant can communicate with all the other participants.
- (2) An annual general meeting shall be held each year during August. At this meeting the Officers and other Members of Council will be elected and the annual report and the consolidated set statements of accounts for the whole Society for the financial year ending 31st March and the report of the independent examiner must be presented for adoption.
- (3) All general meetings other than annual general meetings shall be called special general meetings. Council may call a special general meeting at any time. Council must call a special general meeting if requested to do so, in writing by at least one tenth of the membership. The request must state the nature of the business that is to be discussed. If Council fails to hold the meeting within twenty-

eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

- (4) The Society may hold business meetings related to the Objects and social meetings and other events and these may be either for all members of the Society or for the general public.

10 Notice (Timing & Format)

- (1) The minimum period of notice required to hold any annual general meeting of the Society is 21 days clear and any special general meeting is fourteen clear days from the date on which the notice is deemed to have been given. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must be given to all the Members.

11. Quorum

- (1) Present in the following clauses, both in this section and subsequent sections, including being present by suitable electronic means agreed by the Members of Council in advance of the meeting.
- (2) No business shall be transacted at any general meeting unless a quorum is present. A quorum is twenty members.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as Council shall determine. Council shall re-convene the meeting and must give at least seven clear days notice of the convened meeting stating the date, time and place of the meeting.
- (4) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chairperson of the Society.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of Council nominated by Council shall chair the meeting. If there is only one Member of Council present and willing to act, he or she shall chair the meeting.
- (3) If no Member of Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote shall choose one of their number to chair the meeting.

13. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting shall decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution. If a meeting is adjourned by a resolution of the members for more than seven days', at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.
- (2) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

14. Votes

- (1) Each Member of the Society shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each Member of the Society (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. Council

- (1) The Society and its property shall be managed and administered by a Council comprising the Officers and other Members elected or appointed in accordance with this Constitution.
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- (2) The Society shall have at least the following Officers:

- President,
- Chairperson,
- General Secretary,
- Membership Secretary,
- Treasurer

- (3) A Member of Council must be a Member of the Society.
- (4) No one may be appointed a Member of Council if he or she would be disqualified from acting under the provisions of Clause 18.
- (5) The number of Members of Council shall be not less than twelve.
- (6) A Member of Council may appoint a proxy with notification to the council prior to meeting in line with "Proxy Notice" for Not-for-Profit guidance UK.
- (6) All members of Council must be Charity Trustees for the purposes of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision).

16. The Appointment of Members of Council

- (1) The Branch will appoint a member from the Branch Committee to be a Trustee of the Society and therefore attend Council meetings.
- (2) The Society in general meeting shall elect the Officers from the Members of the Society.
- (3) Council may appoint any person who is willing to act as a Member of Council and may also appoint Members of Council to act as Officers.
- (4) Each of the Officers of the Society and each Member of Council (other than those who are Members ex officio) shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election for office at that annual general meeting.
- (5) All Society Officer positions shall be held for no more than a term of 3 years, in the first instance. Society Officers may stand for re-election. Society Officers may resign at any time during a term of office.

17. Powers of Council

- (1) Council shall manage the business of the Society and has the following powers in order to further the Objects (but not for any other purpose). In exercising these powers, Council must comply as appropriate with the Charities Act (Northern Ireland) 2008 and with other legislation and statutory regulations.
 - (a) to levy fees and otherwise to raise funds; in doing so, Council must not undertake any substantial permanent trading activity; to sell, lease or otherwise dispose of all or any part of the property belonging to the Society.
 - (b) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society, to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (c) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed.
 - (d) to set aside income as a reserve against future expenditure.
 - (e) to open and operate such bank and other accounts as Council 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.
 - (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (h) acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the Objects, to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of Council.
- (3) Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by Council.

18. Disqualification and Removal of Members of Council

- (1) A Member of Council shall cease to hold office if he or she:
is disqualified from acting as a Member of Council by virtue of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision).
- (2) ceases to be a member of the Society.
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- (4) resigns as a Member of Council by notice to the Society (but only if at least two Members of Council will remain in office when the notice of resignation is to take effect).

19. Proceedings of Council

- (1) Council may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.
- (2) Any Member of Council may call a meeting of Council. The General Secretary shall call a meeting of Council if requested to do so by a Member of Council.
- (3) Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who Chairs the meeting shall have a second or casting vote.
- (4) Present in this section and subsequent sections, includes being present by suitable electronic means agreed by the Members of Council.
- (5) No decision may be made by a meeting of Council unless a quorum of Trustees are present. The decision is purported to be made. The quorum shall be Five or the number nearest to one Third of the total number of Members of Council, whichever is the greater, or such larger number as may be decided from time to time by Council. A Member of Council shall not be counted in the quorum present when any decision is made about a matter upon which that Member of Council is not entitled to vote.
- (6) If the number of Members of Council present is less than the number fixed as the quorum, the continuing Members or Member of Council may act only for the purpose of filling vacancies or of calling a general meeting.
- (7) The person elected as the Chairperson shall chair meetings of Council. If the Chairperson is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Members of Council present may appoint one of their number to chair that meeting. The person appointed to Chair meetings of Council shall have no functions or powers except those conferred by this Constitution or delegated to him or her by Council.
- (7) A resolution in writing signed by all the Members of Council entitled to receive notice of a meeting of Council or of a sub-committee of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of Council or (as the case may be) the sub-committee of Council duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Members of Council

20. Delegation

- (1) Council may delegate any of its powers or functions to a sub-committee of two or more Society Members but the terms of any such delegation must be recorded in the minutes.
- (2) Council may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate and that no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with Council.
- (3) Council may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-committees must be fully and promptly reported to Council.

21. Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Council, or of a sub-committee of Council, shall be valid notwithstanding the participation in any vote of a Member of Council:
 - who was disqualified from holding office.
 - who had previously retired or who had been obliged by the constitution to vacate office.
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without:
 - the vote of that Member of Council; and
 - that Member of Council being counted in the quorum,the decision has been made by a majority of the Members of Council at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Member of Council to keep any benefit that may be

conferred upon him or her by a resolution of Council or of a sub-committee of Council if the resolution would otherwise have been void.

- (3) No resolution or act of
 - (a) Council
 - (b) any sub-committee of Council
 - (c) the Society in general meeting

shall be invalidated by reason of the failure to give notice to any Member of the Society or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Society.

22. Minutes

Council shall keep minutes of all:

- (1) appointments of Officers and Members of Council made by Council.
- (2) proceedings at general meetings of the Society.
- (3) meetings of Council and sub-committees of Council including:
 - The names of the Members of Council present at the meeting.
 - The decisions made at the meetings, where appropriate the reasons for the decisions.

23. Duty to keep Accounting Records

- (1) Council shall keep accounting records that are sufficient to show and explain all the Society transactions and which are such as to disclose at any time, with reasonable accuracy, the financial position of the Society at that time and enable Council to ensure that, where any statements of accounts are prepared by them, those statements of accounts comply with the requirements of regulations.
- (2) The accounting records shall in particular contain entries showing from day to day all sums of money received and expended by the Society, and the matters in respect of which the receipt and expenditure take place, and a record of the assets and liabilities of the Society.
- (3) Council shall preserve any accounting records made for the purposes of this clause in respect of the Society for at least 6 years from the end of the financial year to which such records relate.

24. Annual Statements of Accounts

- (1) Council shall prepare in respect of each financial year of the Society a statement of accounts complying with such requirements as to its form and contents as may be prescribed by current regulations. Where a Society gross income in any financial year does not exceed £100,000 or such other amount as may be determined by the Department for Communities, Council may, in respect of that year, elect to prepare a receipts and payments account and a statement of assets and liabilities.
- (2) Council shall preserve any statement of accounts for at least 6 years from the end of the financial year to which any such statement relates.

25. Annual Examination of Society Accounts

Council shall arrange for the Society's annual statement of accounts to be scrutinised by an independent examiner. If the Society's gross income in that year does not exceed £100,000 in a financial year or such other amount as may be determined by the Department of Communities, the accounts for that year shall, at the election of Council, be examined by an independent examiner. (An independent examiner is an independent person who is reasonably believed by Council to have the requisite ability and practical experience to carry out a competent examination of the accounts.)

26. Annual Reports

Council shall prepare in respect of each financial year an annual report on the activities of the Society during that year.

27. Registered particulars

Council shall notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

28. Property

- (1) Council shall ensure the title to:
 - (a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Society, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as Holding Trustees.
- (2) The terms of the appointment of any Holding Trustees must provide that they may act only in accordance with lawful directions of Council and that if they do so they will not be liable for the acts and defaults of Council or of the Members of the Society.
- (3) Council may remove the holding Trustees at any time.

29. Insurance

- (1) Council shall insure to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant)
- (2) Council shall insure suitably in respect of public liability.

30. Notices

- (1) The Society may give any notice to a member either in person, by post or electronically as appropriate.
- (2) A member who does not register an address with the Society (or who registers only a postal address that is not within the United Kingdom & the Republic of Ireland) shall not be entitled to receive any notice from the Society.
- (3) A member present at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (4) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 24 hours after it was sent.

31 Policies and Procedures

- (1) Council may from time to time make Policies and Procedures for the conduct of its business.
- (2) The procedures may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Society and the rights and privileges of such members, subscriptions and other fees or payments to be made by members.
 - (b) the conduct of members of the Society in relation to one another and to the Society's volunteers
 - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes.
 - (d) the procedure at general meetings and meetings of Council in so far as such procedure is not regulated by this Constitution.
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Society to be kept in electronic form and require a Member of Council to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the policies of a Society.
- (3) The Society in general meeting has the power to alter, add to or repeal the policies and procedures.
- (4) Council must adopt such means as it thinks sufficient to bring the policies and procedures to the notice of Members of the Society.
- (5) The policies and procedures shall be binding on all members of the Society. No policies or procedures should be inconsistent with, or shall affect or repeal anything contained in, this constitution.



The North of Ireland Family History Society
NIFHS Governing Document
Section A: Society Constitution & Section B: Branch Constitution
adopted by the Society at the Special General Meeting on the 4th June 2025



Section B: Branch Constitution

PART 1

1. Adoption of the Constitution

The Branch and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name

The Branch's name is _____ and in this document, it is called the Branch
It is a Branch of **The North of Ireland Family History Society** (which, in this document, is called The Society).

3. The Objects

The Branch's Objects are those specified in clause 3 of the Society's Constitution.

4. Application of the Income and Property

The income and property of the Branch shall be applied solely towards the promotion of the Objects and in accordance with the Constitution of The Society.

5. Dissolution

- (1) If the members of the Branch resolve to dissolve the Branch, or if the Council of the Society resolves that the Branch be dissolved, the Members of the Committee shall remain in office and Branch Officers will be responsible for winding up the affairs of the Branch.
- (2) The Branch Officers must collect in all the assets of the Branch and must pay or make provision For all the liabilities of the Branch.
- (3) The Branch Officers must transfer any remaining property or money to the Treasurer of the Society.
- (4) In no circumstances shall the net assets of the Branch be paid to or distributed among the Members of the Branch.
- (5) The Branch Officers must notify the Chairperson of the Society promptly that the Branch has been dissolved.
- (6) The Branch Officers must send the Treasurer of the Society the Branch's final statement of Accounts and report of the independent examiner, together with all records required under Clauses 24 and 25 for the previous six years.
- (7) The Branch Officers must send the General Secretary of the Society the final report of the Branch.

6. Amendments

Refer to Clause 6 of the Society Constitution.

PART 2

7. Membership

This should be read in conjunction with the same section of the Society Constitution

- (1) The Society sets the annual membership fee. Membership of the Society and link to a Branch, runs from September 1st to August 31st of the following year. Two people living at the same address may join as Joint Members. The branches may nominate a member for Honorary Membership by Council. The Honorary Member will pay no annual membership fee.
- (2) The Branch Officers must keep a register of members contact details which can be made available in line with GDPR requirements.
- (3) From the date of joining a fully paid-up Member will be entitled to receive a copy of the Society's Journal (except that a pair of Joint Members will receive one copy between them).
- (4) New members are welcome to link to one Branch of the Society at any time with renewal of membership due on the 1st of September.
- (5) Branch membership is not transferable between individuals.

- (6) Fully paid-up members of a Branch of the Society for full eligibilities ref to Society Constitution

8. Termination of Membership of a Branch

Membership is terminated if:

- (1) the member dies.
- (2) the member resigns by written notice to the Branch unless, after the resignation, there would be fewer than two Members of the Committee.
- (3) any sum due from the member to the Branch is not paid in full within six months of it falling due.
- (4) the member is removed from membership by a resolution of the Committee that it is in the best interests of the Branch that his or her membership is terminated. A resolution to remove a Member from membership may be passed only if the member has been giving at least twenty-one days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed and the member or at the option if the member, the member's representative (who need not be a member of the Branch) has been allowed to make representations to the meeting.

9. Meetings

- (1) Meetings may be held either electronically or in a fixed location or a hybrid of both, in which each participant can communicate with all the other participants.
- (2) A Branch annual general meeting shall be held each year immediately following the end of the financial year to meet the needs of the Society accounting requirements. At this meeting the annual report and the statement of accounts for the financial year ending 31st March and the report of the Independent Examiner the report of the independent examiner must be promptly sent to the Treasurer of the Society and the annual report must be promptly sent to the General Secretary of the Society in time for the Society's annual general meeting.
- (3) All general meetings other than annual general meetings shall be called special general meetings. The Committee may call a special general meeting at any time. The Committee shall call a special general meeting if requested to do so in writing by at least one tenth of the membership. The request must state the nature of the business that is to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.
- (4) The Branch may hold business meetings related to the Objects and social meetings and other events and these may be either for all members of the Society or for the general public.

10. Notice (timing & format)

- (1) The minimum period of notice required to hold any annual general meeting of the Branch is twenty-one days and any special general meeting is fourteen clear days from the date on which the notice is deemed to have been given. A general meeting may be called at shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (2) The notice must specify the date, time and form of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must be given to all the Branch Members.

11. Quorum

- (1) Present in the following clauses, both in this section and subsequent sections, including being present by suitable electronic means agreed by the Members of Committee in advance of meeting.
- (2) No business shall be transacted at any general meeting unless a quorum is present. A quorum is one tenth of the total membership at the time.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The Committee shall re-convene the meeting and shall give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (4) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chairperson

- (1) General meetings shall be chaired by the person who has been elected as Chairperson of the Branch.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of the Committee nominated by the Committee shall chair the meeting. If there is only one Member of the Committee present and willing to act, he or she shall chair the meeting.
- (3) If no Member of the Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote shall choose one of their number to chair the meeting.

13. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned. The person who chairing the meeting shall decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution. If a meeting is adjourned by a resolution of the members for more than seven days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.
- (2) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

14. Votes

- (1) Each Branch member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. The Committee

- (1) The Branch and its property shall be managed and administered by a Committee comprising the Officers and other Members elected or appointed in accordance with this Constitution.
- (2) The Branch shall have at least the following Officers:
 - a) Chairperson,
 - b) Secretary,
 - c) Treasurer.
- (3) A Member of the Committee must be a member of the Branch unless disqualified under the provision of clause 19 of the Branch Constitution.
- (4) No one may be appointed a Member of the Committee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Members of the Committee shall be not less than three but (unless otherwise determined by a resolution of the Branch in general meeting) shall not be subject to any maximum.
- (6) A Member of the Committee may not appoint anyone to act on his or her behalf at meetings of the Committee.

16. The Appointment of Members of the Committee

- (1) The Branch in general meeting shall elect the Officers from the Members of the Committee.
- (2) The Committee may appoint any person who is willing to act as a Member of the Committee and may also appoint Member of Council to act as Officers.
- (3) The Secretary of the Committee shall send the names of the newly appointed officers and other members of the committee to the General Secretary of the Society.
- (4) Each of the members of the committee shall retire with effect from the conclusion of the Annual General Meeting next after his or her appointment, but shall be eligible for re-election at that general meeting.

17. Powers of the Committee

- (1) The Committee shall manage the business of the Branch and has the following powers in order to further the Objects (but not for any other purpose). In exercising these powers, the Committee must comply as) 2008 and with other legislation and statutory regulations.
 - (a) The branch may raise funds; in doing so, the Committee must not undertake any substantial permanent trading activity; to sell, lease or otherwise dispose of all or any part of the property belonging to the Branch;

- (b) to obtain and pay for such goods and services as are necessary for carrying out the work of the Branch; to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) if permission is gained from Council, to borrow money and to charge the whole or any part of the property belonging to the Branch as security for repayment of the money borrowed;
- (d) to set aside income as a reserve against future expenditure;
- (e) to open and operate such bank and other accounts as the Committee considers necessary;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
- (3) Any meeting of Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.
- (4) The Branch Committee will elect a member from the committee as a Trustee of the Society and therefore attend council meetings.

18. **Disqualification and Removal of Members of the Committee**

A Member of the Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Member of the Committee by virtue of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Branch;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Member of the Committee by notice to the Branch (but only if at least two Members of the Committee will remain in office when the notice of resignation is to take effect).

19. **Proceedings of the Committee**

- (1) The Committee may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.
- (2) Any Member of the Committee may call a meeting of the Committee. The Secretary must call a meeting of the Committee if requested to do so by a Member of the Committee.
- (3) Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who Chairpersons the meeting shall have a second or casting vote.
- (4) No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to one third of the total number of Members of the Committee, whichever is the greater, or such larger number as may be decided from time to time by the Committee. A Member of the Committee shall not be counted in the quorum present when any decision is made about a matter upon which that Member of the Committee is not entitled to vote.
- (5) If the number of Members of the Committee is less than the number fixed as the quorum, the continuing Members or Member of the Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- (6) The person elected as the Chairperson shall chair meetings of the Committee. If the Chairperson is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Members of the Committee present shall appoint one of their number to chair that meeting.
- (7) The person appointed to chair meetings of the Committee shall have no functions or powers except those conferred by this Constitution or delegated to him or her by the Committee.
- (8) A resolution in writing signed by all the Members of the Committee entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) the sub-committee of the Committee.

20. **Delegation**

- (1) The Committee may delegate any of its powers or functions to a sub-committee of two or more Members of the Branch but the terms of any such delegation must be recorded in the minute book.
- (2) The Committee may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate and that no expenditure may be incurred on behalf of the Branch except in accordance with a budget previously agreed with the Committee.
- (3) The Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-committees must be fully and promptly reported to the

Committee.

21. **Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Committee, or of a sub-committee of the Committee, shall be valid notwithstanding the participation in any vote of a Member of the Committee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without:
 - the vote of that Member of the Committee; and
 - that Member of the Committee being counted in the quorum,the decision has been made by a majority of the Members of the Committee at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Member of the Committee to keep any benefit that may be conferred upon him or her by a resolution of the Committee or of a sub-committee of the Committee if the resolution would otherwise have been void.
- (3) No resolution or act of
 - (a) the Committee
 - (b) any sub-committee of the Committee
 - (c) the Branch in general meetingshall be invalidated by reason of the failure to give notice to any member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Branch.

22. **Minutes**

The Committee shall keep minutes of all:

- (1) appointments of Officers and Members of the Committee made by the Committee;
- (2) proceedings at general meetings of the Branch;
- (3) meetings of the Committee and sub-committees of the Committee including: the names of the Members of the Committee present at the meeting; decisions made at the meetings; and where appropriate the reasons for the decisions.

23. **Duty to keep Accounting Records**

- (1) transactions and which are such as to disclose at any time, with reasonable accuracy, the financial position of the Branch at that time and enable the Committee to ensure that, where any statements of accounts are prepared by them, those statements of accounts comply with the requirements of regulations.
- (2) The accounting records shall in particular contain entries showing from day to day all sums of money received and expended by the Branch, and the matters in respect of which the receipt and expenditure take place, and a record of the assets and liabilities of the Branch.
- (3) The Committee shall preserve any accounting records made for the purposes of this clause in respect of the Branch for at least 6 years from the end of the financial year to which such records relate.

24. **Annual Statements of Accounts**

- (1) The Committee shall prepare in respect of each financial year of the Branch a statement of accounts complying with such requirements as to its form and contents as may be prescribed by current regulations. Where a Branch's gross income in any financial year does not exceed £100,000 or such other amount as may be determined by the Department of Communities, the Committee may, in respect of that year, elect to prepare a receipts and payments account and a statement of assets and liabilities.
- (2) The Committee shall preserve any statement of accounts for at least 6 years from the end of the financial year to which any such statement relates.

25. **Annual Examination of Branch Accounts**

The Committee income in that year does not exceed £100,000 in a financial year or such other amount as may be determined by the Department of Communities, the accounts for that year shall, at the election of the Committee, be examined by an independent examiner, that is to say an independent person who is reasonably believed by the Committee to have the requisite ability and practical experience to carry out a competent examination of the accounts.

26. **Annual Reports**
The Committee shall prepare in respect of each financial year an annual report on the activities of the Branch during that year.
27. **Insurance**
(1) The Committee shall insure to their full value against fire and other usual risks all the buildings of the Branch (except those buildings that are required to be kept in repair and insured by a tenant).
(2) Public liability insurance is the responsibility of the Society.
28. **Issuing of Notices**
(1) Any notice required by this Constitution to be given to or by any person must be in writing or using electronic communications.
(2) The Branch may give any notice to a member either:
(a) personally; or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
(c) by leaving it at the address of the member; or
(d) by giving it using electronic communication to the members address
(3) A member who does not register an address with the Branch (or who registers only a postal address that is not within the United Kingdom or Republic of Ireland) shall not be entitled to receive any notice from the Branch.
(4) A member present at any meeting of the Branch shall be deemed to have received notice of the meeting and of the purposes for which it was called.
29. **Policies and Procedures**
(1) The Committee may from time to time make policies or procedures for the conduct of its Business.
(2) The Procedures may regulate the following matters but are not restricted to them:
(a) the conduct of members of the Branch in relation to one another and to the Branch's volunteers.
(b) the settings aside of the whole or any part or parts of the Branch's premises at any particular time or times or for any particular purpose or purposes.
(c) the procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by this Constitution.
(d) the keeping and authenticating of records. (If regulations made under this clause permit records of the Branch to be kept in electronic form and require a Member of the Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
(e) generally, all such matters as are commonly the subject matter of the policies of a Branch.
(3) The Branch in general meeting has the power to alter, add to or repeal the policies or procedures.
(4) The Committee must adopt such means as it thinks sufficient to bring the policies and procedures to the notice of members of the Branch.
(5) The policies or procedures shall be binding on all members of the Branch. No policies or procedures shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

End of Section B: Branch Constitution