



The North of Ireland Family History Society

Branch Constitution



Branch Constitution adopted by the Society
at the Annual General Meeting on the 19th May 2018.

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 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 as Branch Trustees and be responsible for winding up the affairs of the Branch in accordance with this clause.
- (2) The Branch Trustees 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 Trustees 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 Trustees must notify the Chairperson of the Society promptly that the Branch has been dissolved.
- (6) The Branch Trustees 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 Trustees must send the General Secretary of the Society the final report of the Branch.

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 by the Society, 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 Branch sets its annual membership fee, which includes the capitation fee set by the Society. Membership of the Branch, and thus of the Society, runs from September 1st to August 31st of the following year and is open to individuals and organisations that submit a membership form and the appropriate membership fee and are approved by the Committee. Membership is not transferable to anyone else. Two people living at the same address may join as Joint Members, with a reduced membership fee. Those awarded Honorary Membership by Council pay no annual membership fee.
- (2) The Branch Treasurer shall promptly send the Membership Secretary of the Society particulars of each member together with that member's capitation fee (except that no capitation fee is payable for those awarded Honorary Membership by the Society). Until the Society's Membership Secretary receives the required information and the capitation fee, the member is not eligible to obtain any of the following benefits. During each year of membership each member will be entitled to receive a copy of each issue of the Society's journal (except that a pair of Joint Members will receive one copy between them), to attend and vote in annual and special general meetings of the Society and the Branch, to attend business and social meetings of all the Branches of the Society, to use the Society's Research Library, to be covered by the Society's insurance policy and to make use of such other facilities as may from time to time be available.
- (3) The Committee may refuse an application for membership only if, acting reasonably and properly, it considers it to be in the best interests of the Branch to refuse the application. The Committee must inform the applicant in writing of the reasons for the proposed refusal within twenty one days. The Committee must consider any written representations the applicant may make about the proposed refusal. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) The Branch Treasurer must keep a register of names and addresses of the members which must be made available to any member upon request.

8. Termination of Branch Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (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 given 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 of 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) An annual general meeting shall be held each year during May. At this meeting the annual report and the statement of accounts for the financial year ending 31st March and the report of the auditor or independent examiner must be presented for adoption. Following the annual general meeting, the statement of accounts and 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 in September.
- (2) 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.
- (3) 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

- (1) The minimum period of notice required to hold any annual general meeting of the Branch is six weeks 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 Branch Members.

11. Quorum

- (1) 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. The authorised representative of a member organisation shall be counted in the quorum.
- (2) 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.
- (3) 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 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 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 (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. Representatives of Other Bodies

- (1) Any organisation that is a member of the Branch may nominate any person to act as its representative at any meeting of the Branch.
- (2) The organisation shall give written notice to the Branch of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Branch. The nominee may continue to represent the organisation until written notice to the contrary is received by the Branch. Any notice given to the Branch will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Branch shall not be required to consider whether the nominee has been properly appointed by the organisation.

16. 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:
 - Chairperson,
 - Secretary,
 - Treasurer.
- (3) A Member of the Committee must be a member of the Branch or the nominated representative of an organisation that is a member of the Branch.
- (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.

17. The Appointment of Members of the Committee

- (1) The Branch in general meeting shall elect the Officers and the other 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 Members of the Committee to act as Officers.
- (3) The Secretary of the Committee shall send the names of 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 annual general meeting.

18. 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 appropriate with the Society's Constitution, with the Charities Act (Northern Ireland) 2008 and with other legislation and statutory regulations.
 - (a) to levy subscriptions and otherwise to 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.

19. 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).

20. 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 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 the Committee.

21. Delegation

- (1) The Committee may delegate any of its powers or functions to a sub-committee of two or more Members of the Committee 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.

22. 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 meeting
 shall 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.

23. 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;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

24. Duty to keep Accounting Records

- (1) The Committee shall keep accounting records that are sufficient to show and explain all the Branch's 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.

25. 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 Charity Commission, the Committee may, in respect of that year, elect to prepare a receipts and payments account and a statement of assets and liabilities, instead of a statement of accounts.
- (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.

26. Annual Examination of Branch Accounts

The Committee shall arrange for the Branch’s annual statement of accounts to be audited. If the Branch’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 Charity Commission, 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.

27. Annual Reports

The Committee shall prepare in respect of each financial year an annual report on the activities of the Branch during that year.

28. 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) The Committee shall insure suitably in respect of employer’s liability.
- (3) Public liability insurance is the responsibility of the Society.

29. 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 communications to the member’s 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 shall not be entitled to receive any notice from the Branch.
- (4) A member present in person 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.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) 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, 48 hours after it was sent.

30. Rules

- (1) The Committee may from time to time make rules or bye-laws for the conduct of its business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Branch (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Branch in relation to one another, and to the Branch’s employees and volunteers;
 - (c) the setting 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;
 - (d) the procedure at general meetings and meetings of the Committee 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 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.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of a Branch.
- (3) The Branch in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Committee must adopt such means as it thinks sufficient to bring the rules and bye-laws to the notice of members of the Branch.
- (5) The rules or bye-laws shall be binding on all members of the Branch. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

End of Section B: Branch Constitution