



# The North of Ireland Family History Society

## Society Constitution



**Society Constitution** adopted by the Society  
at the Annual General Meeting on the 19<sup>th</sup> May 2018.  
This replaces the previous Constitution adopted at the A.G.M. on the 30<sup>th</sup> May 2009.

### 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 aims:
  - (a) to hold lectures and discussions and to organise research visits for Society members and members of the public;
  - (b) to receive, hold and maintain a library of printed works and other materials 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".

#### 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 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 profit 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 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 Council or other officer;
    - (iii) liabilities to the Society that result 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:
  - (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) of this clause; and

- (e) the benefit is permitted by sub-clause (3) 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 no 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 with 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 or 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 who have not received any such benefit.
  - (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 any 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) There shall be two classes of membership of the Society, namely Branch Membership and Associate Membership. The Society, in general meeting, on the recommendation of Council, sets the annual capitation fees for Branch Members and the annual fees for Associate Members. Council may confer Honorary Membership upon those Branch or Associate Members who have made an outstanding contribution to the Objects of the Society; Honorary Members pay no membership fees.
- (2) There shall be any number of Branches, each of which will come into being when the Society's Branch Constitution has been adopted by the Branch and ratified by Council. Each Branch is responsible for its own Branch Members in accordance with the Branch Constitution. 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) Council is responsible for the Associate Members. Associate Membership of the Society runs for a calendar year, i.e. 1 January to 31 December, and is open to individuals and organisations that submit a membership form and the appropriate membership fee and are approved by Council. Membership is not transferable to anyone else. Two people living at the same address may join as Joint Members, with a reduced membership fee. During each year of membership each Associate 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 but not vote in annual and special general meetings of the Society, 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.
- (4) Council may refuse an application for Associate Membership only if, acting reasonably and properly, it considers it to be in the best interests of the Society to refuse the application. Council shall inform the applicant in writing of the reasons for the proposed refusal within twenty-one days. Council shall consider any written representations the applicant may make about the proposed refusal. Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (5) Council shall keep a register of names and addresses of the Branch Members and Associate Members which shall be made available to any member upon request.

### 8. Termination of Associate Membership

Associate 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 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 in writing 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 member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

### 9. Meetings

- (1) An annual general meeting shall be held each year during September. At this meeting the Officers and other Members of Council will be elected and the annual report and the consolidated set of statements of accounts for the whole Society for the financial year ending 31<sup>st</sup> March and the report of the auditor or independent examiner must be presented for adoption.
- (2) 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.
- (3) 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**

- (1) The minimum period of notice required to hold any annual general meeting of the Society 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 twenty members. 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 Council shall determine. Council shall re-convene the meeting and must 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. 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 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 Branch 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. 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.
- (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 Branch Member or an Associate 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 but (unless otherwise determined by a resolution of the Society in general meeting) shall not be subject to any maximum.
- (6) A Member of Council may not appoint anyone to act on his or her behalf at meetings of Council.
- (7) All Members of Council shall 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 Chairperson, Secretary and Treasurer of each Branch shall be Members of Council ex officio.
- (2) The Society in general meeting shall elect the Officers from the Branch and Associate Members.
- (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.

**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 capitation 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; to 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**

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

- (1) 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) No decision may be made by a meeting of Council 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 quarter 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.
- (5) 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.
- (6) 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.

- (7) 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.
- (8) 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 Members of Council 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 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 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; and
  - 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's 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's gross income in any financial year does not exceed £100,000 or such other amount as may be determined by the Charity Commission, Council 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) 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 audited. 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 Charity Commission, the accounts for that year shall, at the election of Council, be examined by an independent examiner, that is to say 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 employer's liability and public liability.

**30. 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 Society 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 Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- (4) A member present in person 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.
- (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.

**31. Rules**

- (1) Council 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 Society (including the admission of organisations to membership) and the rights and privileges of such members, and the capitation fees, 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 employees and 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 rules of a Society.
- (3) The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) Council must adopt such means as it thinks sufficient to bring the rules and bye-laws to the notice of members of the Society.
- (5) The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

End of Section A: Society Constitution