

Constitution

of

Ulster Society for Irish Historical Studies

*This constitution was formally adopted on the _____ day
of _____ 201____*

by the members of the association at an Extraordinary General Meeting.

SIGNED: _____ (President) _____ (Secretary)

1. NAME

The name of the Association is **Ulster Society for Irish Historical Studies** (hereinafter called "the Society").

2. HISTORY

The Society was founded in 1936. This constitution supersedes all previous constitutions and constitutional amendments, specifically those dated 24 February 1936, 14 December 1936, January 1938, 31 January 1968 and 12 December 1969.

3. ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 7 of this constitution ("the Committee").

4. OBJECTS

4.1 The Society is established to promote, in the province of Ulster, the study and dissemination of Irish history in all its aspects and in particular:

- (a) to be a non-political and non-sectarian body;
- (b) to promote research in Irish history and related historical fields and to disseminate the results of such research for the public benefit;
- (c) to advance the public knowledge of Irish history through open educational events including, in particular, the J.C. Beckett Memorial Lecture;

- (d) to promote and support the dissemination of new research into Irish history through the publication of a journal, in co-operation with the Irish Historical Society, titled *Irish Historical Studies: the joint journal of the Irish Historical Society and the Ulster Society for Irish Historical Studies* and via other publications and media;
- (e) to contribute to the oversight of this journal through membership of Irish Historical Studies Publications Ltd ('the Company') and its Board of Management ('the Board');
- (f) to nominate one of the two joint editors of *Irish Historical Studies*;
- (g) to promote interactions and connections between historians of Irish history, the wider history and heritage sector and the general public in the province of Ulster.

4.2 POWERS

In furtherance of the above objects, but not further or otherwise, the Society may:

- (a) undertake, or assist in the undertaking of, actions and activities in relation to the above objects;
- (b) nominate the President, Secretary, Treasurer and any five members of the Committee to serve as members of Irish Historical Studies Publications Ltd, and of them to nominate any two to serve as members of the Board of Management;
- (c) nominate one of the two joint editors of the journal *Irish Historical Studies*, who shall be a member of the Company and the Board;
- (d) obtain, collect and receive money by way of subscriptions, grants, donations, bequests, legacies or other lawful method PROVIDED that the Society shall not undertake any permanent trading activities and shall conform to any relevant requirements of the law;
- (e) subject to such consents as may be required by law receive money on deposit or loan and borrow or raise money in such a manner as the Society shall think fit and to charge all or any part of the property of the Society with repayment of money so borrowed;
- (f) invest the moneys of the Society not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

- (g) make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- (h) set aside as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) recruit and train volunteers with relevant skills to carry out the objects of the Society;
- (j) employ and pay any person or persons, NOT being a member of Committee to supervise, organise and carry on the work of the Society and make all reasonable and necessary provision for the payment of remuneration to employees;
- (k) promote co-operation in the achievement of the above objects and to that end to work in association with local and statutory authorities and bodies and voluntary organisations engaged in the furtherance of the above objects in the province of Ulster;
- (l) do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

4.3 ETHOS

The Society shall be a cross-community group and the Committee and members shall endeavour to make every person welcome regardless of gender, disability, religious belief, political opinion, racial group, nationality, ethnic identity, marital status or sexual orientation. The Committee may put in place an anti-sectarian and anti-racist policy as a guide for the Society's meetings, events, literature and activities.

5. MEMBERSHIP

- 5.1 Membership of the Society shall be open to the following categories of persons, irrespective of age, gender, disability, religious belief, political opinion, racial group, nationality, ethnic identity, marital status or sexual orientation:
 - (a) Individuals aged 18 years or over normally resident in the province of Ulster who subscribe to the journal *Irish Historical Studies*, or other persons applying to join the Society upon payment of a membership fee.
- 5.2 Membership is not transferable.
- 5.3 The Committee shall determine the requirements for application and membership fees.
- 5.4 The Committee shall have full power and discretion in circumstances appearing to them appropriate to waive or reduce the membership fee payable by a member.

5.5 The Secretary shall maintain a register of members containing the names, addresses, category and date of membership and the voting rights of the members.

6. TERMINATION OF MEMBERSHIP

6.1 Membership is terminated if:

- (a) the member dies or, if the Society ceases to exist;
- (b) the member resigns by written notice to the Society unless, after the resignation, there would be fewer than 2 members;
- (c) any sum due from the member to the Society is not paid in full within 6 months of it falling due;
- (d) the member is removed from membership by a resolution of the Committee that it is in the best interests of the Society that their membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least 21 days' notice in writing of the meeting of the Management Committee at which the resolution is proposed and the reasons why it is proposed;
 - (ii) the member, or at the request of the member, the member's representative (who need not be a member) has been allowed to make representations to the meeting;
 - (iii) the decision of the Committee shall be final.

6.2 Any member who is suspended or expelled shall forfeit all their rights and privileges under this constitution. If on the Committee they shall vacate their office forthwith.

7. MANAGEMENT COMMITTEE

7.1 The Committee shall be elected annually at the Annual General Meeting, with all Society members in good standing entitled both to stand for election and vote for Committee members.

7.2 Notice of the AGM and annual election procedures will be circulated to all Society members in advance of the AGM, including nomination for election to the Committee.

7.3 The Committee shall consist of no fewer than 7 and no more than 11 people. Nine members shall be elected at the AGM. The Committee may co-opt an

additional two members to ensure institutional, regional and gender balance if necessary.

- 7.4 Committee members shall hold office until the next Annual General Meeting following their appointment.
- 7.5 The Committee shall include in its number three office-holders: President, Secretary and Treasurer. They shall be elected annually by the members at the Annual General Meeting. Their roles shall be determined by rules and procedures agreed by the Committee.
- 7.6 The Committee shall have the power to co-opt further members to fill any casual vacancy arising on the Committee, or to create additional offices as required. These shall serve until the next following AGM and shall not exceed one-third of the total membership of the Committee. These shall have the right to vote.
- 7.7 The Committee shall normally meet no fewer than 3 times per academic year, one meeting to coincide with the AGM in May.

8. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 8.1 A Committee Member shall cease to hold office if they:
 - (a) cease to be a member of the Society;
 - (b) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (c) resign as a committee member by 28 days written notice to the Society;
 - (d) are removed at a special general meeting of the Society called for the purposes of the removal of a Committee Member before the expiration of their period of office, notwithstanding anything in any agreement between the Society and the Committee Member. Notice is required of a resolution to remove a Committee Member under this provision and to appoint somebody instead of a Committee Member so removed at the meeting at which he or she is removed. A vacancy created by the removal of a Committee Member under this provision if not filled at the meeting at which he is removed, may be filled by co-option in accordance with Clause 6.6 above.

9. FUNCTIONS OF THE COMMITTEE

- 9.1 The Society and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The Committee may make such regulations as they

consider appropriate for the efficient conduct of the business of the Committee and the Society.

9.2 The Committee may appoint such staff NOT being members of the Committee as they consider necessary on such terms and conditions as they may determine in line with legislative and best practice requirements.

9.3 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualification of any member.

9.4 SUB-COMMITTEES

(a) The Committee may appoint and delegate any of their powers or functions to any such sub-committees, advisory groups or working parties of their own members and other persons as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. Such terms shall be recorded in the minute book. All such sub-committees shall report back fully and promptly.

(b) The Committee may revoke or alter a delegation in whole or in part, or alter its terms and conditions.

(c) The resolution making the delegation must specify those who shall serve or be asked to serve on the sub-committee (although the resolution may allow the sub-committee to make co-options up to a specified number).

(d) Sub-committees to which the Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the constitution which govern the taking of decisions by the Committee.

(e) The Committee may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any sub-committee to whom they are delegated to such an extent as they think fit.

9.5 The Committee may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Society by any sub-committee except in accordance with a budget previously agreed with the Committee.

- (c) all acts and proceedings of any sub-committees must be fully and promptly reported to the Committee and any resolution passed or decision taken by any sub-committee must be reported promptly to the Committee and every sub-committee must appoint a secretary for that purpose.

10. RULES OF PROCEDURE AT COMMITTEE MEETINGS

Chairing Meetings

- 10.1 All meetings of the Committee shall be presided over by the President failing whom their nominee or other Committee member. Sub-committee meetings shall be presided over by their nominated chairperson. The chairperson of any meeting shall have a second or casting vote.

Voting

- 10.2 Subject to the provisions of Clause 18 all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote.
- 10.3 Subject to the provisions of Clause 5, each member shall have one vote. In the case of an equality of votes the Chairperson shall have a second or casting vote.

Minutes and Records

- 10.4 Minute books shall be kept by the Committee and all other subcommittees and the Secretary shall enter therein a record of all proceedings and resolutions.
- 10.5 The Committee must keep minutes of all:
 - (a) appointments of officers and trustees;
 - (b) proceedings at meetings of the Society;
 - (c) meetings of the Committee and all other delegated sub-committees;
 - (d) all professional advice obtained.
- 10.6 The Committee shall maintain an official archive to be passed on to successive Committees. From time to time, accumulated papers shall be offered for deposit with the Public Record Office of Northern Ireland.

Quorums

- 10.7 The quorum at meetings of the Committee shall be 3.
- 10.8 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 must re-convene the meeting and must give at least 7 days' clear notice of the re-convened meeting stating the date, time and place of the meeting.

10.9 No business shall be transacted at any meeting unless a quorum is present.

11. RULES AND BYE-LAWS

11.1 The Committee may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the association. The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society. The bye-laws 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, and the entrance 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 procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by the constitution;
- (d) the keeping and authenticating of records;
- (e) the protocols surrounding hospitality and speaker expenses
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

11.2 The Committee shall have power to adopt, issue, add, alter or repeal rules and/or bye-laws for the Society. Such rules and/or bye-laws shall come into operation immediately provided always that they shall be subject to review by the Society at the Annual General Meeting and shall not be inconsistent with this constitution.

11.3 The rules or bye-laws shall be binding on all members of the Society.

12. FINANCE

12.1 All moneys raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Society engaged upon the approved business of the Society.

12.2 The Treasurer shall keep proper accounts of the finances of the Society.

12.3 The financial year of the Society shall run from 1 August to 31 July.

- 12.4 The accounts shall be examined by a person independent of the Society who shall be appointed at the Annual General Meeting.
- 12.5 An annual statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 12.6 A bank account shall be maintained in the name of the Society with such bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer and 2 members of the Committee to sign cheques on behalf of the Society.

13. ANNUAL GENERAL MEETING

13.1 An Annual General Meeting of the Society shall be held in May each calendar year and shall coincide with the holding of the J.C. Beckett Memorial Lecture.

13.2 At such Annual General Meeting the business shall include the following:

- a) the election of members to serve on the Committee and the election of officers;
- b) the appointment of a person independent of the Society to examine the annual accounts;
- c) the consideration of an Annual Report of the work done by or under the auspices of the Committee;
- d) the consideration of the annual accounts;
- e) the consideration of resolutions from the Committee or from members of the group PROVIDED that such resolutions shall have been sent in writing to the Secretary at least 7 days before the Annual General Meeting;
- f) the transaction of such other matters as may from time to time be considered necessary.

14. SPECIAL GENERAL MEETINGS

The Committee may at any time at its discretion or shall upon a requisition signed by no fewer than 4 members having the power to vote and giving reasons for the request, call a Special General Meeting of the Society for the purpose of altering the constitution in accordance with Clause 17 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose. If the Committee fails to hold the meeting within 28 days of the requisition, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

15. NOTICE

- 15.1 The minimum notice period required to hold any general meeting of the Society is 21 clear days from the date on which the notice is deemed to have been given.
- 15.2 The notice must specify the date, time and place of the meeting and the general nature of the business transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 15.3 The notice must be given to all members and to the Committee.
- 15.4 A meeting may be called at shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

16. ADJOURNMENTS

- 16.1 The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 16.2 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.

17. ALTERATIONS TO THE CONSTITUTION

- 17.1 Any alterations to this Constitution shall receive the assent of no fewer than two-thirds of the members of the Society present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.
- 17.2 At least 14 clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Society.

18. DISSOLUTION

- 18.1 If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Society they shall call a meeting of all members of the Society who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed) shall be given.

- 18.2 If such a decision is confirmed by a simple majority of those present and voting at such a meeting the Committee shall have the power to dispose of any assets held by or in the name of the Society.
- 18.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred in the first instance to the Irish Historical Society and thereafter to such other charitable institution or institutions having objects similar to the objects of the Society as the Committee may decide.
- 18.4 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity).

END