

## **Adoption of the Constitution**

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

## **The Name**

2. The name of the Society shall be:

**Cymdeithas Hanes Teuluoedd Dyfed  
Dyfed Family History Society**

(In this document referred to as the Society)

## **The Official Address**

3. The Society's Address shall be that of the General Secretary.

## **The Object**

4. The object of the Society (the Object) shall be to promote the study of genealogy, heraldry, family history and local history within and relating to Dyfed, which comprises the counties of Carmarthenshire, Ceredigion and Pembrokeshire.
5. In furtherance of the Object, the Society shall:
  - (a) provide a forum for all interested parties.
  - (b) arrange an educational programme of talks, visits and other allied activities.
  - (c) produce, publish and circulate a periodic journal.
  - (d) design, publish and maintain a website.
  - (e) seek out, transcribe, index and, where possible, publish and otherwise make available relevant material.

## Membership

6. Membership is open to individuals or organisations who are interested in furthering the work of the Society and who are approved by the Trustees.
7. The Society shall have the following categories of membership:
  - (a) Individual Members.
  - (b) Family Members.
  - (c) Institutional Members.
  - (d) Honorary Members.
  - (e) Honorary Life Members.
8. Categories (a), (b) and (c) shall be open to applicants world wide.
9. Family membership (b) is for up to two adults and any number of children under the age of 16 living at the same address. Only adults may hold office or vote at meetings of the Society.
10. Honorary Members (d) shall be admitted to membership without payment of the usual subscriptions at the discretion of the Management Committee. Honorary Members shall not be eligible for nomination to any elected office or to vote at any meetings of the Society.
11. Honorary Life Members (e) shall be elected at an Annual General Meeting, on the recommendation of the Management Committee, in recognition of valuable services rendered to the Society. Honorary Life Members shall continue to enjoy the full rights and privileges of individual membership without the payment of the annual subscription.

12. Applicants for membership shall be required to complete the official form of application provided by the Society.

13. A Register of members shall be maintained by the Membership Secretary.

14. Members shall be required to notify the Membership Secretary of changes of address.

## **Subscriptions**

15. The Management Committee shall from time to time determine the subscriptions for each category of membership which shall be confirmed at an Annual General meeting or Extraordinary General Meeting.

16. Subscriptions shall be payable annually on the first day of any month throughout the year on a rolling basis.

## **Termination of Membership**

17. Membership is terminated if:

(a) the member dies or, if it is an organisation, ceases to exist.

(b) the member resigns by giving notice to the Membership Secretary.

(c) the subscription or other sum due from the member to the Society is not paid in full within the period determined by the Management Committee.

(d) the member is removed from membership by a resolution of the Management Committee that it is in the best interests of the Society that his or her membership is terminated.

## Officers

18. The Society shall have a President who shall hold office at the invitation of the Management Committee and remain in office during the pleasure of the Society.
19. The Society shall have the following Designated Officers:
  - (a) Chairman.
  - (b) General Secretary.
  - (c) Treasurer.
  - (d) Membership Secretary.
20. The Management Committee may create posts for other officers including:
  - (a) Webmaster.
  - (b) Editor.
  - (c) Projects Co-ordinator.
  - (d) Publications Officer.
  - (e) Minute Secretary.
21. Each Branch of the Society shall elect a Chairman who is an Officer of the Society.
22. A representative of the London Branch of the Welsh Family History Societies is an Officer of the Society.
23. All officers shall retire each year, but shall be eligible for re-election for a maximum period of five years in any one office and a total continuous period of eight years.

24. Officers listed in paragraph 19 and Officers created in accordance with 20 shall be elected at the AGM of the Society.

25. Officers listed in paragraph 21 and 22 shall be elected by their respective organisations and approved at the AGM of the Society.

## **Election of Officers**

26. Every candidate for the offices in listed paragraphs 19 and 20 shall be proposed and seconded and all nominations shall be submitted to the General Secretary to arrive not less than twenty-one days before the date appointed for the Annual General Meeting.

27. The General Secretary shall append to the Agenda for the Annual General Meeting a list of nominations received, together with the office for which each nominee is proposed.

28. If there is more than one nomination for a particular office, the Chairman of the Annual General Meeting shall appoint two scrutineers to hold a ballot of the Members present. The Chairman of the Meeting shall announce the result of the ballot before the end of the Meeting.

29. If there are vacant offices for which nominations have not been received, the Chairman of the meeting shall have discretion to seek nominations at the Annual General Meeting.

## The Management Committee

30. The Society shall be managed and administered by a committee (the Management Committee) which shall comprise:

- (a) The Chairman, General Secretary, Treasurer, Membership Secretary.
- (b) The Webmaster, Editor, Projects Co-ordinator, Publications Officer, Minute Secretary and other Officers created in accordance with paragraph 18.
- (c) The Branch Chairmen.
- (d) The London Representative.
- (e) Other officers with specific responsibilities which the Management Committee shall from from time to time decide.
- (f) The County Archivists for Carmarthenshire, Ceredigion and Pembrokeshire (or their representatives) who shall be ex-officio and non-voting members.
- (g) A representative of The National Library of Wales, Aberystwyth, who shall be an ex-officio and non-voting member.

31. At its first meeting following the AGM the Management Committee shall elect a deputy chairman of the committee. Only branch chairmen are eligible to be the deputy chairman.

32. If any elected member of the Management Committee is unable to complete his or her full year of office, the Management Committee may co-opt any other member to serve until the next AGM. Such a co-option will have the full powers of the office in question.

33. The Management Committee shall meet at least four times in each year.
34. The quorum shall be seven of the voting members of the committee.
35. The proceedings at each meeting shall be recorded. The recorded minutes shall be confirmed at the next relevant meeting and signed by the Chairman (of the meeting) as correct.
36. Individual Members of the Management Committee shall declare any personal or financial interest in any matter under discussion and shall not vote on the matter in question.

### **The Authority of the Management Committee**

37. The Management Committee must manage the business of the Society and has the following powers in order to further the Object (but not for any other purpose):
  - (a) to raise funds by subscriptions, donations grants and any other lawful means. In doing so, the Management Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
  - (b) to invest funds in or upon such investments, securities or property as may be thought fit, subject to any conditions or consents as may for the time being be imposed or required by law.
  - (c) to set aside sufficient reserves for the efficient running of the Society, and for future projects.

(d) to take on lease any property necessary for the achievement of the Object and to maintain and equip it for use.

(e) to purchase such goods or materials necessary for the administration of the Society, subject to the authority for each purchase being consistent with the Object.

(f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

38. The Management Committee shall not raise loans or mortgages chargeable on the funds or properties of the Society without approval of the Membership at an Annual General Meeting or Extraordinary General Meeting called for the purpose.

39. The Management Committee shall be indemnified by the Society from and against all claims, liabilities and demands and in respect of all acts done or purported to be done in good faith on behalf of the Society.

40. The Chairman, Deputy Chairman, Treasurer and General Secretary have plenary powers to deal with matters of an urgent or emergency nature. Any three of these officers shall be needed to make a decision.

41. The Management Committee shall have authority to vary the numbers and composition of the Management Committee to ensure the continuing efficient administration of the Society.

## **Sub-committees**

42. The Management Committee may from time to time appoint such Sub-Committees, including an Audit Sub-Committee, as they deem necessary or expedient to deal with specific issues and may delegate to such Sub-Committee such powers or duties as the Management Committee may determine.

43. The Management Committee may appoint to a sub-committee such persons as it considers appropriate, including persons not elected to the Management Committee.

44. The Sub-Committee shall report its proceedings fully and promptly or to a given timescale as determined by the Management Committee.

## **Finance**

45. The Management Committee shall be responsible for the administration of the Society's funds.

46. All income and property of the Society, shall be applied solely towards the promotion and execution of the Object.

47. The Management Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which receipts and expenditure take place.

48. The Society's financial year shall end on 31st December and independently examined accounts for the year shall be submitted to the Management Committee at least fourteen days before the Annual General Meeting.

49. Four Officers of the Management Committee, one of whom shall be the Treasurer, shall be authorised to sign all cheques and other documents governing the finances of the Society. The signature of the Treasurer and one other shall be a normal requirement, except where payment is in the name of the Treasurer personally.

50. No portion of the funds shall be paid directly or indirectly in any manner to any member of the Management Committee, or any member of the Society, providing that nothing therein shall prevent reimbursement of proper out-of-pocket expenses incurred on behalf of the Society.

51. Any Society Member misapplying or misappropriating the funds of the Society shall be required to repay the amount and be excluded from further membership of the Society without prejudice to liability to prosecution for such misapplication or misappropriation.

## **Branch Organisation**

52. The Management Committee shall give consideration to requests from the membership for the creation of new Branches, provided always that such requests are not in contravention of any other part of this Constitution.

53. Each Branch shall have its own Officers, as determined by its membership.

54. The Management Committee reserves the right to make regulations in respect of the administration of Branches.

55. The Chairman of each Branch (or elected representative) shall be a Member of the Management Committee of the Society.

56. Each Branch must render annual accounts to the Society Treasurer before the 10th January each year for incorporation into the Society accounts.

### **Misconduct of Members**

57. If the conduct of a Member is felt to be bringing into disrepute the Society as a whole, the Management Committee shall have authority to resolve that it is in the best interests of the Society that his or her membership is terminated provided:

(a) the member has been given at least 21 days' notice in writing of the meeting of the Management Committee at which the resolution will be proposed and the reason why it is to be proposed.

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been invited to make representations to the Management Committee.

58. The Member shall have a right of appeal to the membership at an Annual General Meeting or an Extraordinary General Meeting called for the purpose. He or she shall have the right to speak, but not to vote at such meeting. The appeal against expulsion shall be carried out by not less than two-thirds of the Members of the Society present at the relevant meeting.

## Annual General Meeting

59. The Annual General Meeting shall be held at such time and place as shall be decided by the Management Committee, but in any case no later than four months after the end of each financial year of the Society. Notice of such Annual Meeting shall be incorporated in the December issue of the Society Journal.

60. Any Member, who desires to bring before such meeting any subject or proposal relating to the affairs of the Society, shall give written notice in specific terms to the Secretary at least twenty-one days prior to the meeting.

61. The business to be transacted at the Annual General Meeting shall be restricted to such items that are incorporated in the Agenda and shall include:

- (a) the Chairman's report on the activities of the Society for the past year.
- (b) the receipt and approval of the Annual Accounts, together with the Independent Examiner's Report.
- (c) the appointment of an Independent Examiner for the ensuing year.
- (d) the election of Designated Officers and other Members to the Management Committee.

62. Twenty-five of the Society's Members present at the Annual General Meeting shall constitute a quorum. If a quorum is not present the chairman of the meeting may decide to proceed with the meeting but any decisions taken must be ratified by publication in the Journal.

## **Extraordinary General Meeting**

63. The Secretary shall give notice of Extraordinary General Meetings:

- (a) as directed by the Management Committee.
- (b) within twenty-eight days of receiving notice in writing by not less than twenty-five Members and specifying the object for which the meeting is required.

64. Notice of an Extraordinary General Meeting and the business to be discussed shall be advised to the membership at least twenty-one days before the date appointed for such meeting. Only the object for which the meeting has been called shall be brought before such Extraordinary General Meeting.

65. Twenty-five Members shall form a quorum and if a quorum is not present the meeting shall be dissolved.

## **Trustees**

66. The Society and its property shall be managed and administered by the Management Committee comprising the Officers and other members in accordance with this constitution. The Officers listed in paragraphs 19 - 22 are the Trustees of the Society and in this constitution are together called “the Trustees”.

67. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Society.
- (b) the preparation of annual statements of account for the Society.
- (c) the transmission of the statements of account to the Society.
- (d) the preparation of an Annual Report and its transmission to the Commission.
- (e) the preparation of an Annual Return and its transmission to the Commission.

68. The Trustees must notify the Commission promptly of any changes to the Society’s entry on the Central Register of Charities.

## **Removal of Trustees**

69. A Trustee shall cease to hold office if he or she:

- (a) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any re-enactment or modification of that provision).
- (b) ceases to be a member of the Society.

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

(d) is absent without the approval of the Trustees from all their meetings held within a period of 12 consecutive months and the Trustees resolve that his or her office be vacated.

### **Appointment of an Independent Examiner**

70. The Society shall at each Annual General Meeting appoint a competent Independent Examiner to examine its accounts and balance sheet for the ensuing financial year.

71. The Management Committee, in negotiation with the appointed Independent Examiner, shall determine the level of any fees or other remuneration payable for examining the accounts.

### **Affiliations**

72. The Society may affiliate to the Association of Family History Societies of Wales, the Federation of Family History Societies and such other bodies with similar aims and objectives to the Society and the charitable status of the Society.

73. The Society shall register as a Charity at Law and shall be maintained as a Charity in accordance with the regulations of the Charity Commissioners.

## **Alterations and Amendments to this Constitution**

74. This Constitution may be altered or amended only at an Annual or Extraordinary General Meeting and then only if the alterations or amendments receive the consent of two-thirds of the votes of the voting Members present at the meeting. Alterations and amendments shall not be made which shall cause the Society to cease to be a Charity at Law.

## **Dissolution of the Society**

75. Any motion for dissolution of the Society shall be submitted to the Management Committee three months before an Annual General Meeting, or in accordance with the rules governing an Extraordinary General Meeting. The motion shall be carried if it receives two-thirds of the votes cast by the Members of the Society present at the relevant meeting.

76. When such a motion shall have been carried, so much of the assets of the Society shall be realised as are necessary to discharge all liabilities of the Society. Any remaining assets, together with documents, records and other materials owned by the Society shall be given or transferred to such charitable institution or institutions with objectives similar to those of the Society. If, and so far as, effect cannot be given to such provision to some other institution or institutions, any such gift or transfer shall be approved by the Charity Commissioners.

