

THE CONSTITUTION AND RULES OF THE THOROTON SOCIETY OF NOTTINGHAMSHIRE

These rules are registered with the Charity Commissioners under number 237755.

NAME AND OBJECTS OF THE SOCIETY

1. The Society shall be called 'The Thoroton Society of Nottinghamshire'.
2. The objects of the Society shall be to promote and foster the study of the history, archaeology and antiquities of Nottinghamshire for the public benefit and to promote and foster public knowledge, understanding and appreciation of Nottinghamshire's history generally.
3. In order to achieve these objects the Society shall have the following powers:-
 - a) To hold meetings and arrange lectures, conferences, exhibitions and excursions;
 - b) To print original historical materials, records and manuscripts, works of commentary or analysis of historical subjects, an annual volume of Transactions and such other works as the Council of the Society may from time to time approve;
 - c) To promote, undertake and finance historical, architectural and archaeological research by fieldwork or otherwise, either singly or jointly with other societies or individuals;
 - d) To encourage the preservation and recording of objects, buildings, structures, landscapes, pictures, maps, records, manuscripts and other things relating to the history of Nottinghamshire;In addition, all other powers which in Council's opinion are conducive to the furthering of the Society's objects and which are permitted to be exercised by a charity under English law.

THE MEMBERS

4. Membership of the Society shall be open to all persons and may consist of such honorary, ordinary, associate, student and institutional members, as Council shall decide.
5. Honorary members are nominated by Council for their eminence in history or archaeology, or for special services rendered to the Society, and such honorary members shall have the rights of the ordinary members.
6. Ordinary members shall pay an annual subscription of such amount as may be decided by a general meeting of the Society. Ordinary members shall be entitled to have notice of, attend and vote at all general meetings of the Society, to receive the annual report and accounts of the Society and to receive copies of the Society's Transactions, and other publications as Council shall determine, provided the current subscription has been paid.
7. Associate membership shall be open to members of a household in which there is an ordinary member of the Society: associate members shall have the rights of the ordinary members except that of receiving the Society's publications. Associate members shall pay an annual subscription of one quarter of an ordinary member's, rounded up to the nearest pound.
8. Student membership shall be open to students who are undertaking a full-time course of education and shall have the rights of the ordinary members. Student members shall pay an annual subscription in a sum to be determined by Council. Proof of full-time student status will be required each year.
9. Institutional membership shall be open to universities, colleges, libraries, societies, museums, associations, trusts, firms, companies and other such bodies, at the discretion of Council. Institutional members shall not be entitled to attend or vote at meetings of the Society but shall be entitled to receive copies of such publications of the Society as shall be issued to ordinary members and to make the same available to their own members. Institutional members shall pay an annual subscription in a sum to be determined by Council.
10. Life members of the Society elected prior to January 1992 shall continue to enjoy the rights of ordinary members.
11. Persons or organisations desirous of joining the Society shall apply to the Treasurer or Membership Secretary. All members shall be approved by the Council: Council may decline to approve the membership of any person or organisation without giving any reason therefor.
12. Save for honorary members, membership of the Society shall not commence before payment of the first annual subscription. For the purpose of entitlement to receive the Society's Transactions and other publications, any subscription paid after 30th June in any year shall be credited for the following calendar year.
13. Members shall abide by the Rules of the Society from time to time current.
14. Membership of the Society shall cease:-
 - a) By voluntary resignation after payment of all subscriptions that may be due;

- b) When any member's annual subscription remains unpaid by 31st January of the year in question and a reminder has been sent to the member concerned;
- c) By a resolution passed by a majority of two thirds of the whole Council, which may cancel any membership without assigning any reason therefore, provided that a copy of the resolution is sent to the member to whom it relates. In such a case, the member may make representation to Council before the final decision is made.

SECTIONS

- 15. Such of the Society's activities as Council may determine may be carried out by Sections. Membership of such Sections shall be open to all members of the Society on payment of any further subscription determined by Council.
- 16. Members of Sections may elect an executive committee and officers to administer the affairs of the individual Sections. Each Section shall supply an annual report and a statement of its income, including separate subscriptions where applicable, and expenditure to the Society's Treasurer and these shall be examined and presented in the same manner as the Society's accounts.

THE OFFICERS

- 17. The Society may have the following officers who shall be elected for the period of one year at the Society's Annual General Meeting:-
 - a) The President of the Society
 - b) The Vice-Presidents of the Society (see 18 below)
 - c) The Honorary Secretary and any Assistant Secretaries as Council shall propose
 - d) The Honorary Treasurer and any Assistant Treasurers as Council shall propose
 - e) The Honorary Editors
- 18. There shall be no more than five Vice-Presidents at any one time.
- 19. The Honorary Secretary or the Assistant Secretary Administration, and such Assistant Secretaries as Council shall determine, shall attend meetings of the Society and of Council. The Assistant Secretary Administration shall ensure that notices of the meetings of the Society and Council are sent out, that minutes of the proceedings of the Council and Society are kept and shall be responsible for the Society's correspondence. Assistant Secretaries shall carry out such duties as Council shall determine.
- 20. The Honorary Treasurer, and such Assistant Treasurers as Council shall determine, shall receive all monies due to the Society and pay all accounts. The Treasurer shall ensure that proper books of account with regard to the financial affairs of the Society are kept in accordance with the provisions of Charities Acts. The Treasurer shall, as soon as practicable after the end of the Society's financial year, submit to the Society's auditors or to the independent examiner appointed by the Society, as the case may be, the accounts for the year in a format which complies with current charity legislation and, when the same shall have been approved by Council, shall present them to the Society at its Annual General Meeting.
- 21. The Honorary Editors, under the guidance of such editorial committee as Council may determine, shall be responsible for the production and publication of the Society's publications.

COUNCIL

- 22. The affairs of the Society shall be managed by a Council of not more than fifteen elected members and such of the following officers as the Society shall determine:-
 - a) The President
 - b) The Honorary Secretary
 - c) The Honorary Treasurer
 - d) The Honorary Editors
 - e) Assistant Secretaries
 - f) The Honorary Secretary or other representatives and Honorary Editor (if any) of each Section of the Society
- 23. One third of the elected members of Council shall retire annually but shall be eligible for re-election. A Council member must be an honorary, ordinary, associate or life member of the Society.
- 24. Nominations for election to Council and for officers shall be made in writing and delivered to the Assistant Secretary Administration not less than seven days before the Annual General Meeting. Each such nomination shall be signed by two members of the Society (other than the nominee) and shall bear

the signed consent of the person nominated. Council shall have the power to make nominations for Council and for officers at any time before the Annual General Meeting.

25. In the event of there being more nominations than vacancies, election shall be made at the Annual General Meeting by secret ballot.
26. If no nomination is made for a vacancy or if any officer or elected Council member shall cease to hold office before the end of his or her term, nominations shall be invited from members of Council and the vacancy shall be filled by the decision of Council.
27. Council may co-opt up to three persons to be members of Council who shall remain members of Council until the next Annual General Meeting after their appointment.
28. The proceedings of Council shall not be invalidated by any defect in the election or qualification of any members.
29. Council shall have the power to elect a person to chair its meetings, to be called the Chair, and to elect a vice-chair from amongst its number, to appoint sub-committees and to delegate any of its powers in such manner as it may determine.

MEETINGS OF THE SOCIETY AND OF COUNCIL

30. The Society shall hold at least one general meeting for the transaction of business each year, to be called the Annual General Meeting. At this meeting a report by Council on the proceedings of the Society during the past year and the Society's audited or examined accounts shall be laid before the Society, the officers and members of Council shall be elected, the auditor or independent examiner, who shall be such a person as shall comply with the Society's obligations under Charities Acts, shall be appointed, and such other business shall be transacted as the Chair of the meeting shall allow.
31. All other meetings of the Society shall be called Extraordinary General Meetings and shall be convened at any time by the Assistant Secretary Administration on the direction of Council or on receipt of a requisition signed by not less than twenty honorary, ordinary, associate or life members.
32. All general meetings of the Society shall be chaired by the Chair of the Council or, in his or her absence, the Vice-Chair of the Council, or in both their absences, a member of Council to be nominated and agreed by the meeting.
33. The quorum at general meetings shall be twenty five members entitled to vote. Every question at a meeting other than a change in the Rules of the Society or a proposal to dissolve the Society shall be decided by a majority of those present and voting in person and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
34. The notice convening a general meeting shall be sent to all members and shall give not less than twenty one days' notice of the date and place of the meeting, the purpose for which it is called, any resolution to be proposed at the meeting and an agenda. No member whose subscription is in arrears shall be entitled to a notice of any meeting. The accidental omission to give, or the non-receipt of any notice, shall not invalidate the proceedings of any meeting.
35. A resolution effecting a change in the Rules of the Society, whether at an Annual General Meeting or an Extraordinary General Meeting, shall not be carried unless notice of the proposed change in writing has been given to all members entitled to vote along with the notice of the meeting and unless the resolution is supported by a majority of not less than two thirds of those members present and voting in person. No change shall be made to the objects of the Society as set out in Rule 2 without the consent of the Charity Commissioners and no change to any Rule shall be made which would permit the Society to apply its income and property otherwise than solely for objects which are by English law charitable.
36. Every matter shall be decided in the first place on a show of hands but the Chair of the meeting may order a secret ballot at her or his own discretion.
37. The meetings of Council shall be convened by the Assistant Secretary Administration at such times as the Council shall determine. Not less than seven days notice of Council meetings shall be given to each Council member. The Assistant Secretary Administration shall convene a special meeting of Council within twenty one days of receiving a written requisition signed by five members of Council. The quorum of Council shall be eight members of Council including at least one officer.

THE SOCIETY'S PROPERTY

38. The Society's property shall be vested in Trustees who shall be not less than two nor more than three in number, upon trust to deal with and dispose of the same at the direction of Council. The Trustees shall be appointed from time to time by Council. A Trustee shall relinquish office if he or she gives notice in writing to Council of her or his desire to be discharged from his or her office; or if Council resolves to discharge a Trustee and notifies her or him of its resolution in writing. On relinquishing office a Trustee

shall do all such things as are necessary to vest the Society's property in the remaining or newly appointed Trustees. Each Trustee shall be entitled to be indemnified by the Society against all liabilities in respect of his or her actions on behalf of the Society insofar as the law allows.

39. All moneys at any time belonging to the Society and not needed immediately for working purposes shall be invested in any investments authorised by law for the investment of trust funds and Council shall have power to vary all or any of such investments at its discretion.
40. Council may from time to time open and maintain in the name of the Society bank accounts at such banks as Council shall from time to time decide and may at any time pay any moneys held on account of the Society to the credit of any such account. All cheques shall be signed by such person or persons as may be approved by Council.
41. Council may appoint and pay such legal and financial advisors as shall from time to time appear to Council to be necessary for carrying out the work of the Society or the protection of or getting in of the assets or potential assets of the Society.

DISSOLUTION OF THE SOCIETY

42. The Society may be dissolved in the following manner:-
 - a) A general meeting of the Society shall be called by the Honorary Secretary or the Assistant Secretary Administration not less than three months after receipt of a proposal in writing for the Society's dissolution, signed by not less than twenty honorary, ordinary, associate or life members or twenty per cent of the ordinary membership, whichever shall be the smaller.
 - b) Notice of the general meeting, together with a copy of the proposal, shall be sent by the Honorary Secretary to every member of the Society entitled to vote at the meeting, not less than two months before the meeting.
 - c) The proposal shall not be carried unless it is supported by a majority of not less than two thirds of those members present and voting in person and unless the number of those voting equals at least one half of the total number of those members of the Society who are eligible to vote.
43. In the event of the dissolution of the Society the property of the Society, including funds, shall be transferred to another charity of a similar nature and be applied for any other similar charitable purpose in accordance with any provision approved by the Society or, in the absence of such provision, in accordance with a scheme to be settled by Council and, in default, Council shall apply to the Charity Commission for a scheme.