

Leamington History Group Constitution

(Approved 23rd January 2023)

Name

1. The name of the body shall be "Leamington History Group".

Purposes

2. The purposes of this community voluntary group shall be to research and promote the local history of Royal Leamington Spa and District and to preserve evidence of that history.

Membership

3. There shall be two categories of membership.

[a] Ordinary membership is open to any person willing to promote and support the aims of the Group.

[b] Lifetime membership is awarded by the Committee to any member of at least five years standing who is considered to have given outstanding service to the Group. The number of Lifetime members shall not exceed three at any one time.

[c] The Committee may disqualify or suspend from membership any member, including those on the Committee itself, that it considers to be bringing the Group into disrepute. An appeal of such a sanction that is submitted in writing within 28 days will be considered by the Committee within a reasonable time. Matters likely to be considered as bringing the Group into disrepute are set out in Annex 4.

4. Ordinary members shall pay an annual subscription as agreed at an Annual General Meeting (AGM).

5. Powers

To achieve these purposes the Group shall appoint a Committee to carry out the following activities as and when appropriate and such activities will be reflected in an Annual Business Plan:

[a] to encourage an interest and raise public awareness of the local history of Royal Leamington Spa and surrounding area through

- i. events, including lectures, exhibitions, guided walks and visits
- ii. encouraging and promoting research,
- iii. promoting local history activities e.g. newsletters, publications, videos, events and exhibitions.
- iv. the Group's website, webpages and other Social Media channels.

[b] to compile and maintain a collection of images and written and electronic records relating to local people, buildings and events of local history interest

[c] to provide resource material for use by the members, community, schools and other groups

[d] to play a part where possible in encouraging people of all abilities to take an interest in local history

[e] to work to safeguard local history material

[f] to encourage and support opportunities for people to share reminiscences related to local history

The Committee

6. The purpose of the Committee is to carry out those purposes of the Group which do not require the specific approval of a General Meeting and appropriately exercise the powers specified in 5 above.

7. In carrying out the Group's activities the Committee will

[a] where necessary establish policies, procedures and protocols governing how the Group conducts its business, including matters such as health and safety, data protection, Group communications and public liability insurance compliance.

[b] Manage all Social Media channels in accordance with Annex 5.

8. The Committee shall report to the AGM and such other meetings of the Group as it considers appropriate.

Committee membership

9. The AGM shall elect all or some of the Officers listed below unless condition 10 below is still valid or an Officer has resigned.

[a] Chair [b] Vice Chair [c] Secretary [d] Treasurer

A description of the roles of these Officers appears in Annex 2 to this Constitution.

9.1 The AGM shall elect up to three Committee members in addition to the Officers unless condition 12 below is still valid or a Committee member has resigned and the above Officers and not more than three other elected members shall constitute the Committee.

9.2 The process for the election of Officers and members appears in Annex 1 to this constitution.

10. The aforementioned Officers shall be elected at the AGM to serve for a period of three years.

11. Members of the Committee who are not Officers shall be elected at the AGM to serve for a period of **one** year.

12. Any member of the Committee and the aforementioned Officers shall be eligible for re-election, except that the Chair shall not normally serve ~~continuously~~ for more than **six years** unless other nominations are not forthcoming.

13. Between AGMs the Committee shall have the right to co-opt members to fill vacancies and they will have all the same powers as elected members. Such appointments shall include Officers and be made on an acting basis until elections are held to fill such positions on a permanent basis at the next AGM.

14. From time to time the Committee may assign any member for task or project groups to assist with its work. A Committee member will be appointed as a project lead for each activity for such projects. See the Annual Business Plan paragraph 5 above.

15. These task/project group lead shall report to the Committee as required.

Subscriptions

16. The rate of annual subscription shall be set by vote at the AGM on recommendation from the Committee. This rate shall be valid from first day of January the following year.

17. Annual subscriptions are payable on the first day of January each year. Members whose subscriptions are not paid by the start of the AGM shall forfeit their right to vote. Members whose subscriptions are not paid by the first day of April shall be automatically excluded from membership.

18. Visiting non-members shall pay the prescribed Visitor Fee as agreed by members at an AGM. To promote attendance and attract potential new membership, the Committee may, from time to time, agree to discounts to the Visitor Fee.

Finance

19. All funds and assets in the possession of the Group shall be held, paid out and applied as the Committee may direct in furtherance of the purposes of the Group. Pending such direction, all funds shall be held in a separate bank account (or accounts) in the name of the group with such bankers as the Committee may from time to time direct.

20. All cheques drawn on such bankers shall be signed by any two of the Chair, Vice-Chair, Secretary or Treasurer. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.

21. The Committee may invest such funds as are not required to be immediately available for meeting the Group's liabilities. Such investment may be in gilt-edged securities or on deposit with a bank or building society, or in such other investments authorised by law for charities as the Committee may decide. The Committee shall take appropriate professional advice before investing in gilt-edged securities.

22. An auditor or auditors, who need not be member(s) of the Group shall be appointed at the AGM provided that such an auditor or auditors shall not be members of the Committee.

23. Gift Aid is to be obtained on all receipts if possible.

Assets and Property

24. The purchase, acquisition and disposal of the assets and property of the Group shall be determined by the Committee.

25. All purchases exceeding fifty pounds in total must receive prior approval by at least two Officers of the Group one of whom must be the treasurer.

26. Former members including Committee members shall return any Group assets and property such as laptop, projector, archived documents, other equipment etc. that they hold to the Secretary within 7 days of ceasing to be a member of the Committee.

27. Members, including Committee members may, from time to time, assume responsibilities for managing certain Social Media channels, online assets and resources on behalf of the Group, as per the procedures set out in Annex 5. When such a member's responsibilities end or change the member shall cooperate with the Committee to promptly transfer access and control of relevant Group Social Media channels or online assets and resources to the member(s) taking on those responsibilities.

Meetings of the Group

AGM

28. The AGM of the Group, of which not less than 28 days' notice shall be given to all members by the Secretary, shall be held during the month of January each year.

29. The business of the AGM shall be:

- [a] to receive reports from the Chair and Officers;
- [b] to receive and approve the annual accounts and to appoint Auditors;
- [c] to elect the Officers and other Members of the Committee when appropriate;
- [d] to determine the annual subscription and visitors' fee;
- [e] to consider any other business of which due notice has been given in writing to the Secretary not less than 14 days before the date of the meeting;
- [f] to elect an Honorary President, if appropriate;
- [g] to approve changes the constitution if such changes are proposed;
- [h] to present the Annual Business Plan;

Other General Meetings

30. The Committee may at any time, and shall within 28 days of receiving a request in writing from at least one tenth of the members, convene a Special General Meeting. Not less than 14 days' notice, specifying the business to be transacted and the date, time and place of the meeting shall be given by the Secretary to each member.

Committee Meetings

31. Committee meetings shall be held at least four times each year or more frequently if the Committee deem necessary.

[a] All members present will be entitled to vote

[b] Meetings shall last for no longer than two hours unless there are exceptional circumstances determined by the members present

[c] The agenda will be produced by the secretary, or in their absence another Committee member, in consultation with other Committee members.

[d] Chairing of Meetings. In the absence of the Chair and the Vice-Chair at any meeting, those attending shall elect a Chair for the meeting from among their number.

[e] The Secretary or Minutes Secretary as agreed by the meeting, will take the minutes of the meeting. In the unavoidable absence of these members a volunteer member will take the minutes.

[f] Voting will be held if a decision is required. Simple majority will determine the result with the Chair of the meeting having a casting vote if necessary.

[g] Members unable to attend a meeting must inform the secretary as soon as possible.

[h] Any member or Officer failing to attend three consecutive meetings shall be deemed to have resigned, unless sufficient explanation to the Committee is received.

[i] Minutes shall be distributed within one week of the meeting.

[j] Committee meetings will take place face to face where possible, but otherwise by using appropriate technology.

[k] Where necessary, decisions between meetings may be made using email or other appropriate technology. Quorum see below.

Meetings will be guided by the Code of Conduct which appears in Annex 3.

Quorum

32. A quorum shall consist of:

[a] at a General Meeting, of one fifth of the members.

[b] at a Committee Meeting or a virtual meeting, of two Officers and two other Members of the Committee.

Amendments to the Constitution

33. No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members present and voting at a General Meeting. Any proposal for amendment shall be made in writing and be in the hands of the Secretary not less than fourteen days before the meeting.

Dissolution of the Group

34. On closure the Committee shall transfer all remaining assets, including finances, property, equipment, archives and online records to one or more organisations whose purposes are similar to those of the Group. Any proposals to close the Group will require a SGM resolution to determine how these remaining assets will be allocated, after the settling of any outstanding liabilities.

Annex 1 to The Constitution: Elections of Officers and members

1. Officers and members of the Committee shall be elected by the AGM

2. The secretary shall request nominations for vacant Committee places 28 days before the AGM

3. The secretary will inform members of the nominations one week before the AGM.
4. Officer nominations will require a proposer and seconder prior to a vote by the AGM. A simple show of hands will suffice.
5. Committee member nominations will require a proposer and seconder prior to a vote by the AGM. A simple show of hands will suffice.
6. If there are more than one nomination for the separate Officer posts then a secret ballot will be held at the AGM.
7. If there are more nominations for committee members than places then a secret ballot will be held at the AGM.
8. Secret ballots will be conducted by a Committee member (preferably an Officer) not involved in the election process (i.e. proposer, seconder or nominated candidate).

Annex 2 to The Constitution: Roles of the Officers

Role of Chair

1. To chair the annual and any special general meetings of the Group and meetings of the Committee.
2. To ensure that meetings are conducted in accordance with the Code in Annex 3 to this constitution.
3. To ensure that speakers at monthly meetings are welcomed, introduced and thanked.
4. To ensure representation of the Group in meetings with the other organisations and their representatives. These include Leamington Town Council, the Blue Plaque Committee, the Museum, the Records Office etc.
5. Establish the Group as a credible voice in the community of the town.

Role of Vice Chair

1. To act in place of the Chair as above in the absence of the Chair, or as delegated by the Chair or Committee.
2. This Officer may take on delegated responsibilities of the Chair or Secretary in agreement with the Chair or Secretary.

Role of Secretary

1. With the Chair or delegated Officer, draw up an Agenda for Committee meetings.
2. Deal with correspondence including emails.
3. Disseminate news and information to all members.
4. Book appropriate rooms for Committee Meetings other meetings, venues and events.
5. Ensure that Minutes of meetings are taken, distributed and filed. One or more of these tasks may be delegate to another Committee member as "Minutes Secretary".
6. Liaise with appropriate organisations and outside agencies, including Leamington Town Council, local press, Warwick District Council, Visitors Centre, Room Hire, HMRC (Gift Aid) etc.
7. Maintain membership of related organisations including the Warwickshire Local History Society and the British Association for Local History.

8. Secure use of a suitable venue as Headquarters.
9. To arrange and publish the programme of monthly talks unless this responsibility is delegated to another Committee member.

Role of Treasurer

1. To advise the Committee and Membership on the Financial Standing of the Group.
2. To make up a Statement of Accounts for the AGM and Committee Meetings.
3. To collect and bank any Income.
4. To check on expenditure and income of sales, all group activities, publications, calendars etc.
5. To receive Subscriptions for membership and keep a membership list.
6. To pay for room hire, speaker's fees and other purchases etc.
7. To advise the secretary on any non-payment of subscriptions by members.
8. At the Monthly Meetings to keep a check on visitors and members at meetings register, delegated to the Membership Secretary.

Role of Honorary President

1. To promote Leamington History Group and support its activities in the wider community, as appropriate.

Annex 3 to the Constitution: Code of Conduct for Committee Meetings

The Chair should ensure that meetings start and finish on time.
Members are encouraged to:

1. Speak up but only through the chair: silence will be taken to indicate agreement
2. Try to make points briefly and precisely
3. Listen to others and their views without interrupting
4. Be willing to take on tasks and ensure completion and
5. Respect and maintain confidentiality if requested.

Annex 4 to the Constitution: Bringing the Group into disrepute

Amongst other things that constitute bringing the Group into disrepute shall include:

- i. acting contrary to the purposes of the group (paragraph 2),
- ii. using the resources of the group for personal or commercial gain,
- iii. promoting rival organisations unless otherwise agreed by the Committee,
- iv. failing to follow policies and procedures that may be established by the Committee, from time to time, see paragraph 7,
- v. action that has, or is likely, to adversely affect the reputation of the Group and
- vi. in the case of serving Officers and Committee members, wilfully acting contrary to collective decisions of the Committee,
- vii. failing to return assets or property owned by the Group when requested to do so by the Committee, within 21 days.

Annex 5 to the Constitution: Management of Social Media

1. Under this constitution Social Media is considered to be any web platform or mobile application that allows users to network, share information, photographs or ideas with other users who share their social network or online community. It includes webpages. Facebook, Twitter, YouTube, Instagram, Flickr, Pinterest, Reddit and LinkedIn, amongst the most popular social media applications.
2. In accordance with relevant requirements set out in the Annual Business Plan, the Committee shall, on a day-to-day basis, determine how the Group's information will be published on Social Media.
3. To manage this, the Committee shall, where necessary, appoint one member of the Committee to oversee any Social Media channel; such oversight shall include administrative control of roles and settings governing how other members can use that particular channel on behalf of the Group. To safeguard continuity of access to all Group records and content (such as in the case of illness or resignation of a Committee member), at least one other Group member shall be granted the same administrative rights over each channel.
4. Detailed protocols governing use of each social media channel may be established by the Committee from time to time, in which case members will be expected follow such protocols when acting for or representing the Group on such channels.