



# OXFORDSHIRE RECORD SOCIETY

## CONSTITUTION

### **1. General**

- 1.1. The Society shall be called the ‘Oxfordshire Record Society’ (henceforth ‘The Society’).
- 1.2. The purposes of the Society are:
  - 1.2.1. To explore and celebrate the history of the county of Oxfordshire, primarily through the publication of editions of records relating to the county of Oxfordshire.
  - 1.2.2. To extend awareness and understanding of archives relating to Oxfordshire.
- 1.3. The Society is a Registered Charity in England and Wales, and an unincorporated association governed by this Constitution.

### **2. Membership of the Society**

- 2.1. Membership is open to both individuals and organisations, who are referred to “individual” or “institutional” members. Institutional membership is open to any organisation who is interested in furthering the Society’s work. The terms “member”, “membership” and “subscriber” apply to both categories unless qualified by the description “individual” or “institutional”. Other categories of membership may be established by the Council as appropriate.
- 2.2. Subscriptions are due annually on 1 January at a rate established by the Council.

- 2.3. Annual subscription rates for members in the UK and overseas will be set by the Council at different rates.
- 2.4. Membership may be terminated if the appropriate subscription has not been paid by 31 August in the year in which it is due.

### **3. The Council**

- 3.1. The Society shall be governed by a Council appointed by the Society's Annual General Meeting (AGM).
- 3.2. The Council will:
  - 3.2.1. determine the range of the Society's activities and publications within the scope of its purposes;
  - 3.2.2. receive reports from its officers, the Editorial Committee and any other sub-committees;
  - 3.2.3. approve the Society's publications programme;
  - 3.2.4. monitor and set finances, budgets, and major items of expenditure;
  - 3.2.5. establish subscription rates and categories of membership;
  - 3.2.6. pursue additional funding as necessary;
  - 3.2.7. undertake other related activities as determined by the present Council.
- 3.3. The Council shall consist of at least six, and not more than fourteen, members. Each member of the Council will also serve as a Trustee of the Oxfordshire Record Society, acting in accordance with current charitable law and other instances of best practice.
- 3.4. Members of the Society Council shall be appointed by election at an Annual General Meeting.
- 3.5. The Council shall be overseen by a Chair, who will be nominated by the Council, and approved by the following Annual General Meeting.
- 3.6. The Council shall appoint one of its members who is a Trustee as Chair of the Society. The Chair's responsibilities will be to chair Council meetings; to coordinate its work; to liaise with the President and Honorary Life Vice-Presidents; to represent the Council in its dealings with other societies and related organisations; and to report to the Annual General Meeting.
- 3.7. The Chair can nominate other trustees to serve as Officers of the Society as appropriate, including a Secretary and Treasurer.

3.8. The Chair also nominates individuals to hold the Society's honorary positions. Holders of these positions are not members of Society's Council, nor are they Trustees of the Society.

3.8.1. The President of the Society is traditionally the Lord Lieutenant of Oxfordshire.

3.8.2. Individuals who have given the Society outstanding service and/or are a distinguished local historian may be nominated for election by an Annual General Meeting as an Honorary Life Vice-President of the Society.

#### **4. Sub-Committees of Council**

4.1. The Council may establish sub-committees for specific tasks as needed.

4.2. It shall be open to the Council to establish additional sub-committees for specified purposes, to set their terms of reference, and to appoint their members. Each subcommittee is to be chaired by a Council member.

4.3. The Society Editorial Committee is a permanently established sub-committee of the Council which oversees the publication activity of the Society.

4.3.1. The Editorial Committee will be chaired by a member appointed by the Council Chair.

4.3.2. The Committee will consist of at least four members of Council or other members of the Society with appropriate skills and experience.

4.3.3. The Editorial Committee will submit an annual report and a list of its members to the Council for its approval.

#### **5. Meetings**

5.1. AGMs shall be held each year on a date, and at a place, specified by Council. Notice of an Annual General Meeting must be given to members at least twenty-eight days in advance. Notice of any other business to be raised at an Annual General Meeting must be submitted to the Hon Secretary in writing at least fourteen days in advance.

5.2. The purpose of an AGM is to

5.2.1. elect Council members;

5.2.2. receive the report of the Chair and other Society Officers on the work of the Society;

5.2.3. receive the report of the Chair of the Editorial Committee on the Society's publications;

- 5.2.4. receive a report of the finances of the Society including the accounts and financial report for the previous financial year;
- 5.2.5. appoint an independent examiner who will provide an annual audit report of the Society's financial accounts.
- 5.3. An AGM requires ten members of the Society be present, in-person or virtually, to constitute a quorum.
- 5.4. Extraordinary General Meetings (EGMs) may be held at any time at the direction of the Council, or at the request of Society members. Such a request must be presented to the Chair or Secretary of the Society and signed by at least ten separate members of the Society.
- 5.5. An EGM requires twenty members of the Society be present, in-person or virtually, to constitute a quorum.
- 5.6. The Council shall meet twice in every year and at such other times as may be deemed appropriate by the Chair or at the written request of at least three members of the Council.
- 5.7. A Council Meeting requires six members, including the Chair or their nominated representative, be present, in-person or virtually, to constitute a quorum.
- 5.8. If a vote is held at a Council Meeting, and the number of votes cast is equal, the Chair or their nominated representative may cast a second vote.

## **6. Financial Matters**

- 6.1. The Society shall maintain at least one bank account for the effective management of the Society. There shall be three authorised signatories, including the Chair, the Treasurer, and one other.
- 6.2. Two signatures will be needed to effect payments over £500.
- 6.3. The Society's accounting period shall be the calendar year. The accounts will comply with the accounting and reporting requirements of the Charities Act 2011. Documentation required by the Charity Commission must be produced within the statutory time-limits and approved by the Council prior to the ensuing AGM.
- 6.4. No Council Member shall receive any financial benefit from the Society.

## **7. Dissolution of the Society**

- 7.1. If a majority of Council members propose the dissolution of the Society, the proposal shall be subject to a vote at the following AGM.
- 7.2. If the vote is cast in favour of dissolving the Society, all debts and liabilities shall be settled. Any remaining balance shall be applied to a charitable purpose consistent with the purposes of the Society, including to support a possible merger with another society or organisation.
- 7.3. In the event of dissolution, any non-financial assets shall be transferred to another charitable organisation whose charitable objectives align with those of the Society.

## **8. Amendments to this Constitution**

- 8.1. This constitution may not be amended except on the recommendation of the Council and with the approval of the majority of members present at an AGM or EGM.

## **9. Approval of this Constitution**

- 9.1. This Constitution was approved by the Council of the Society at its meeting on [Insert Date].
- 9.2. This Constitution was approved by the Annual General Meeting of the Society, held at [Insert Location] on [Insert Date].

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Professor William Gibson  
Chair of the Oxfordshire Record Society

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Ian Johnson  
Treasurer of the Oxfordshire Record Society