

The Constitution of the British Sundial Society

1 Name

The name of the Society is the British Sundial Society, hereinafter referred to as "the Society".

The British Sundial Society is a registered Charity.

2 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 Council of the Society, constituted by clause 7 of this constitution ("the Council").

3 Objects

The Society's Objects ("the objects") shall be to advance the education of the public in the science and art of gnomonics. In furtherance of these objects the Society may engage in activities consistent with the Society's Charitable Status. Such activities may include, without limitation, the following:-

- a. Publishing Bulletins periodically which will contain papers, letters and reviews or other material of interest concerning gnomonics.
- b. Preparing and publishing catalogues of the fixed dials and mass dials which exist in the British Isles and researching their history.
- c. Advising the public on the preservation and restoration of existing dials and the construction of new ones.
- d. Encouraging, by an award scheme or otherwise, the design and construction of new sundials.
- e. Advertising the existence, objects and activities of the Society.
- f. Organising conferences, tours or visits
- g. Publishing books, booklets and leaflets on dialling and related matters, and establishing a reference library of relevant books and documents.
- h. Generally pursuing other actions which further the objects of the Society.

4 Powers

In furtherance of the objects but not otherwise the Council may exercise the following powers.

- a. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society.
- b. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- c. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- d. Power to appoint and constitute such advisory committees as the Council may think fit.
- e. Power to do all such other lawful things as are necessary for the achievement of the objects.

5 Membership

a. Membership of the Society shall be open to:

- i. individuals over the age of 18 years who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Council ("individual member"), and
- ii. any household whose members are interested in furthering the Society's work and has paid any annual subscription (any such household being called in this constitution a "family membership"), and

iii. any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a "corporate membership"), and

iv. any persons distinguished for their contributions to gnomonics who have been invited by the Council to become patrons or fill honorary positions in the Society.

b. Every individual member shall have one vote and shall be, entitled to participate in all the activities of the society and to receive one copy of each Bulletin and Newsletter on publication.

c. Every family membership shall have one vote. The individuals comprising the family membership shall be entitled to participate in all the activities of the Society except that only one individual from the family membership may be elected to the Council at any one time and the family membership receives only one copy of each Bulletin and Newsletter on publication.

d. Subject to approval of the Council, all the individuals who comprise a corporate membership shall be entitled to participate in all the activities of the Society except that they may not be elected to the Council nor may they vote. Each corporate membership receives one copy of the Bulletin and Newsletter on publication.

e. Patrons and honorary members do not have voting rights and are not eligible for election to the Council.

f. Each family member shall appoint an individual to represent it and to vote on its behalf at meetings of the Society and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.

g. The Council may unanimously and for good reason terminate the membership of any individual, family or corporate member. Provided that the individual concerned or the appointed representative of the family or corporate member concerned (as the case may be) shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.

6 Honorary Officers

At the annual general meeting of the Society the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

7 Council

a. The Council shall consist of not less than 4 members nor more than 10 members being:

- i. the officers specified in the previous clause;
- ii. not less than one and not more than four members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- iii. any co-opted members appointed in accordance with clause 7b.

b. The Council may in addition appoint not more than three co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Council would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council called under clause 10a and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

c. All the members of the Council shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

d. The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

e. Nobody shall be appointed as a member of the Council who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

f. No person shall be entitled to act as a member of the Council whether on a first or on any subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Society. The Council shall appoint members of the Society to assume control of offices such as Membership Secretary, Bulletin Editor, Sundial Registrar or any other office that may from time to time be necessary. Unless terminated earlier by the Council, such appointments will terminate at the end of the annual general meeting next after the date on which the appointment was made but the member may re-appointed. The member appointed does not become ex officio a member of the Council.

8 Determination of Membership of Council

A member of the Council shall cease to hold office if he or she:

- a. is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c. is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated; or
- d. notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

9 Council Members not to be personally interested

No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

10 Meetings and proceedings of the Council

- a. The Council shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Council upon not less than 4 days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- b. The chairman shall act as chairman at meetings of the Council. If the chairman is absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- c. There shall be a quorum when at least one third of the number of members of the Council for the time being or three members of the Council, whichever is the greater, are present at a meeting.
- d. Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- e. The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.
- f. The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- g. The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the

Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

11 Receipts and expenditure

- a. The funds of the Society, including all donations and bequests, shall be paid into an account operated by the Council in the name of the Society at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members or the Council.
- b. The funds belonging to the Society shall be applied only to furthering the objects.
- c. No funds or property shall be paid or transferred either directly or indirectly to any member of the Society except in expenses properly and exclusively incurred on behalf of the Society and with the prior approval of the Council.

12 Property

The Council shall cause the title to:

- a. all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - b. all investments held by or on behalf of the Society
- to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.

13 Accounts

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) 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 auditing or independent examination of the statements of account of the Society; and
- d. the transmission of the statements of account of the Society to the Commission.

14 Annual Report

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

15 Annual Return

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

16 Annual General Meeting

- a. There shall be an annual general meeting of the Society which shall be held in the month of March in each year or as soon as practicable thereafter.
- b. Every annual general meeting shall be called by the Council. The secretary shall give at least 21 days' notice of the annual general meeting to all the members or the Society. All the members of the Society shall be entitled to attend and to vote (subject to the provisions of clause 5c, clause 5d and clause 5e) at the meeting.
- c. The chairman of the Society shall be the chairman of the annual general meeting, but if he or she is not present; before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- d. The Council shall present to each annual general meeting the report and accounts of the Society for the preceding year.

e. The meeting shall elect an independent person to scrutinize the Society's accounts for the following year.

f. Nominations for election to the Council must be made by members of the Society in writing and must be in the hands of the secretary of the Council at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

17 Special General Meetings

The Council may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

18 Procedure at General Meetings

a. The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society.

b. There shall be a quorum when at least one twentieth of the number of members of the Society for the time being or twenty members of the Society, whichever is the greater, are present at any general meeting.

19 Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within 10 days of posting.

20 Alterations to the Constitution

a. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

b. No amendment may be made to clause 1. clause 3. clause 9, clause 21 or this clause without the prior consent in writing of the Charity Commissioners.

c. No amendment may be made which would have the effect of making the Society cease to be a charity at law.

d. The Council should promptly send to the Commission a copy of any amendment made under this clause.

21 Dissolution

If the Council decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission.

Adopted on the twenty first day of April 2002. [Source: The Charity Commission]