

ECCLESIASTICAL HISTORY SOCIETY

CONSTITUTION

(Adopted by the Annual General Meeting of the Society on 20 July 1995 and amended by the Annual General Meetings of the Society on 22 July 2009, 18 August 2011, 19 July 2012, 27 July 2016, 17 July 2019 and 14 July 2020.)

Name

1. The name of the Society shall be 'THE ECCLESIASTICAL HISTORY SOCIETY'.

Administration

2. Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ('the Committee').

Objects and powers

3. a) The objects of the Society shall be to advance public education in ecclesiastical history.
b) In furtherance of the objects but not otherwise, the Committee of the Society shall have the following powers:
 - (i) to raise funds and to invite and receive contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (ii) to buy, take on or lease in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
 - (iii) subject to any consents required by law to see, lease or dispose of all or any part of the property of the Charity;
 - (iv) to organise conferences, lectures, discussions and study groups;
 - (v) to produce, distribute and sell books, pamphlets, journals and other publications dealing with ecclesiastical history;
 - (vi) to award bursaries for research into ecclesiastical history;
 - (vii) 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;
 - (viii) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - (ix) to appoint and constitute such advisory committees as the Committee may think fit;
 - (x) to do all such other lawful things as are necessary for the achievement of the objects.

Membership

4. a) Membership of the Society shall be open to:
- (i) all persons engaged in the furtherance of the study of ecclesiastical history, who have paid the annual subscription determined by the Society at its Annual General Meeting, and
 - (ii) any body corporate or unincorporated association which is interested in the furtherance of the study of ecclesiastical history and has paid the annual subscription (any such body being called in this constitution a 'member organisation').
- b) Every member shall have one vote.
- c) The subscription to the Society shall be due each year on 1 July, or, in the case of new members, on election.
- d) Life membership will be available to any member of the Society on payment of a sum twelve times the standard subscription, if the member is aged under 65, or six times the standard subscription, if the member is aged 65 or over.
- e) Students, the registered unemployed and retired members of the Society shall be eligible to pay a reduced subscription of half the full rate if they so wish.
- f) Each member organisation 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) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- h) The Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.
5. On the recommendation of the Committee, fellowship of the Society may be conferred upon distinguished scholars by resolution of a General Meeting. There shall not be more than twenty-five fellows at any one time.

Officers and Committee

6. a) The Committee shall consist of the officers, the official members and the ordinary members.
- b) The officers of the Society shall be:
- The President
 - The Vice-President
 - The Honorary Treasurer
 - The Honorary Secretary
- c) Official members of the Committee shall be:
- The Past President
 - The Conference Secretary

The Publicity Secretary
The Membership Secretary
Two Editors
The President of the British sub-Commission of the Commission international
d'histoire et des études du christianisme (CIHEC) – i.e. the International
Relations Secretary.

7. a) The Vice-President shall normally be elected at the Annual General Meeting of the Society to hold office for one year and serve as President in the following year. If the Vice-President dies during his or her year of office, the President for the time being shall serve as President for a further year.
- b) The Honorary Treasurer and Honorary Secretary shall each be elected at an Annual General Meeting to serve a three-year term of office, at the end of which they shall be eligible for re-election.
- c) If an officer dies, resigns, or becomes incapable of acting during his or her term of office the Committee shall be empowered to appoint someone to the vacancy thus created until the next following Annual General Meeting of the Society.
- d) Of the official members, the Past President shall serve for one year by virtue of his or her previous service as President and not be eligible for immediate re-election. The Conference Secretary and Membership Secretary shall each be elected at an Annual General Meeting to serve a three-year term of office, renewable for a further three years, after which they shall not be eligible for immediate re-election. The Committee of the Society will appoint a member of the Society to be the President of the British sub-Commission of CIHEC upon such terms and for such duration as the Committee shall resolve.
- e) The Editors shall be appointed for a five year term of office, renewable for one further term of five years
- f) If an official member dies, resigns, or becomes incapable of acting during his or her term of office the Committee shall be empowered to appoint someone to the vacancy thus created until the next following Annual General Meeting of the Society.
- g) Six ordinary members shall be elected by the Annual General Meeting to serve for a period of three years, two of whom shall retire by rotation each year. An ordinary member of the Committee who has served for a term of three years shall not be eligible for re-election until the expiry of one year.
- h) In exceptional circumstances the terms of office of the President, Vice President and Past President, or of any of them, may be extended for a further 12 months, by a resolution passed by not less than two thirds of the members present and voting at a general meeting.
- i) Notwithstanding the above, no person shall assume membership of the Committee, whether by election or appointment, until he or she has given consent in writing to the Secretary.
8. a) The Committee elected under the above provisions shall have power to co-opt not more than three additional members to serve during the current year (including a person ineligible for immediate re-election).
- b) The proceedings of the Committee 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.
- c) Nobody shall be appointed as a member of the Committee who is aged under 18 or who

would if appointed be disqualified under the provisions of the following clause.

9. A member of the Committee shall cease to hold office if he or she:
 - a) is disqualified from acting as a member of the Committee by virtue of section 45 of the Charities Act 1992 (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 permission from the Committee from all their meetings held within a period of one year and the Committee resolve that his or her office be vacated; or
 - d) notifies to the Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
10. No member of the Committee 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 Committee) in any contract entered into by the Committee.
11.
 - a) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the President or by any two members of the Committee upon not less than seven days' notice being given to the other members of the Committee of the matters to be discussed.
 - b) The President shall take the chair at meetings of the Committee. If the President is absent from any meeting, the chair will be taken by the Vice President, failing which the Past President or, in their absence, a member of the Committee chosen before any other business is transacted.
 - c) There shall be a quorum when at least one third of the number of the members of the Committee for the time being, or three members of the Committee, 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 Committee 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 Committee shall keep minutes of its meetings, as shall any sub-committee established under g) h) or i) below (which minutes shall be presented to the Committee).
 - f) The Committee may from time to time make and alter rules for the conduct of their business. No rule may be made which is inconsistent with this constitution.
 - g) There shall be a standing Publications sub-Committee to deal with the Society's Publications, consisting of the President and the two Editors, with power to co-opt additional members as required.
 - h) The Committee shall appoint an International Relations Committee (IRC) to function as the British sub-Commission of CIHEC. The IRC will be chaired by the President of the British sub-Commission, who will be an official member of the Committee of the Society. The terms of reference for the IRC will be established by the Committee of the Society and all acts and proceedings of the IRC shall be fully and promptly reported to the Committee of the Society. The IRC shall not have authority to make any financial commitments which would bind the Society.

i) The Committee may appoint one or more further sub-committees consisting of three or more members of the Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee could be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

Finance

12. a) The funds of the Society, including all donations, contributions and bequests, shall be paid into one of the accounts operated by the Committee at such banks as the Committee shall from time to time decide. All cheques drawn on the accounts in excess of a sum to be determined annually by the Committee must be signed by at least two members of the Committee.
- b) Notwithstanding the above, funds belonging to the Society may be kept in the client account of a firm of Chartered Accountants or Solicitors where the terms and management of the client account of such client monies are regulated by the appropriate professional body.
- c) The funds belonging to the Society shall be applied only in furthering the objects.

13. a) Subject to the provisions of sub-clause (b) of this clause, the Committee shall cause the title to:

(i) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and

(ii) 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 Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided that they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

14. The Committee shall comply with their obligations under the Charities Act 1992 (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 charity;
- 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 Commissioners.

Annual report and return

15. The Committee shall comply with their obligations under the Charities Act 1992 (or any

statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

Meetings

16.
 - a) There shall be an Annual General Meeting of the Society which shall be held at the Summer Conference in each year or as soon as practicable thereafter. In the event that the Conference does not take place, the Meeting shall be held virtually at a time to be determined by the Committee, the other provisos about notice, attendance, chairing, the accounts and nominations to apply as normal.
 - b) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
 - c) The President shall take the chair at 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 Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
 - e) Nominations for election to the Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Committee at least fourteen days before the Annual General meeting. Should nominations exceed the number of vacancies, election shall be by ballot.
17. The Committee may call a special general meeting of the Society at any time. If at least twenty-five members of the Society request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.
18.
 - a) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society.
 - b) There shall be a quorum when at least 30 members of the Society, or one tenth of the number of members of the Society resident in the United Kingdom for the time being, whichever is the lesser number, are present at any general meeting.
19. Any notice required to be served on any member of the Society shall be served by the Secretary or the Committee on any member in any of the following ways:
 - a) personally in writing;
 - b) by sending any such notice in writing through the post in a pre-paid letter addressed to such member at his or her last known address in the United Kingdom or elsewhere, and any letter so sent shall be deemed to have been received within ten days of posting if sent within the United Kingdom, or within fifteen days of posting if sent elsewhere;
 - c) by email to the last email address of such member recorded as having been notified to the Society; provided that if electronic notification of the failure or inability to deliver such notice shall be received in response, the notice shall then be served by either of the methods set out in sections (a) and (b) of this clause.

Alterations to the Constitution

20. a) Subject to the 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 (the name of Society clause) or clause 2 (the objects clause) or clause 21 (the dissolution clause) 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 in law.
 - d) The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.
21. If the Committee 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 twenty-one 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 Committee 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 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 Commissioners.