

# **Constitution of The T.E. Lawrence Society**

(November 2019)

## **1. TITLE**

The Society shall be called THE T.E. LAWRENCE SOCIETY, hereinafter called the Society.

## **2. OBJECTS**

The objects of the Society shall be to advance the education of the public in the life and works of T.E. Lawrence and to promote research (and to publish the useful works thereof) into his life and works.

## **3. MEMBERSHIP**

a. Any person interested in actively furthering the purposes of the Society and contributing such reasonable annual subscription as the Committee shall determine from time to time (subject to ratification by the Annual General Meeting of the Society) shall be a member of the Society and shall be entitled to attend and vote at all general meetings of the Society so long as his/her current subscription has been paid.

The Committee shall have the right, for good and sufficient reason, to terminate the membership of any person immediately and also have the right to revoke and not renew the membership of any person, at its absolute discretion, if that person has brought the Society into disrepute. That person shall have the right to attend and be heard by the Society Committee before the final decision is made. The T. E. Lawrence Society has a zero tolerance policy towards any racial, inflammatory, political or hostile comments made by a member at any of its meetings, events, on social media or in any other public area or publication, as this activity will be viewed as bringing the Society into disrepute.

b. A member may at any time nominate one additional person living at the same address as a joint member who shall enjoy equally all the benefits of membership, without additional subscription payment, except that the two joint members shall be entitled to only one set of the Society's circulars and publications and shall be entitled to cast only a single vote at the Society's general meetings.

## **4. MANAGEMENT**

a. The affairs of the Society in all matters not reserved in this constitution for the Society in general meetings shall be administered and managed by an Executive Committee hereinafter called the Committee.

b. The Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer and no fewer than four nor more than nine other members of the Society, elected (by ballot where there is a contest) at the Annual General Meeting of the Society.

c. Election to the Committee shall be for one year only, but members shall be eligible to stand for re-election.

d. The Committee shall have power to fill any casual vacancy on the Committee. Any member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election.

e. The Committee shall have power to co-opt up to four additional members to serve on the Committee in order to give specialist advice or assistance. Such co-opted members shall not have the right to vote at Committee meetings. The Committee may also appoint specific post-holders (eg Membership Secretary) who as such shall not necessarily serve either as elected or co-opted members of the Committee.

f. The Committee shall meet not less than three times a year. Four members of the Committee shall form a quorum of which two shall be officers listed in Clause 4b. Minutes shall be taken of all proceedings of the Committee and shall be open to inspection by any members of the Society on application to the Secretary. Committee meetings shall normally be chaired by the Chairman of the Society, who may have a second casting vote.

g. The Committee may appoint one or more sub-committees for such purposes as it may deem appropriate. Such sub-committees shall be chaired by a member of the Committee, and shall act within their specific field according to the directions of, and be responsible to, the Committee. All acts and proceedings of such sub-committees shall be reported back to the Committee as soon as possible.

## 5. GROUPS

a. To further the objects of the Society members shall be encouraged to form local groups consisting of three or more members. A local group shall be deemed to be formed when three or more members foregather for that purpose and have notified the Society accordingly. The organisation and management of such a group shall be subject to any regulations deemed necessary by the Committee and approved by a General Meeting, and shall be the responsibility of a Co-ordinator, elected by the group. The Co-ordinator shall submit a report on the group's activities to the Society's Annual General Meeting.

b. A group shall be disbanded if the number of participating members falls below three, in which case the group's Co-ordinator shall inform the Committee.

c. Group activities shall at all times be in accordance with the aims of the Society set out in Clause 2 above and shall not be such as to bring the Society into disrepute.

d. Any income and expenditure of the group as a collective entity in the course of its activities shall be considered to be a part of the Society's income and expenditure, although employed specifically for the benefit of that group, and shall be required by Clause 7a below together with any relevant requirement of the Charities Commission. The group's Co-ordinator shall ensure that proper books or accounts are kept of all sums of money received and expended by the group and the matters in respect of which such receipts and expenditure take place. Accounts for the preceding year shall be submitted to the Treasurer of the Society by the fifteenth day of July each year. In the event that a group is disbanded, any remaining balance of the group's funds shall be transferred to the Society.

e. Any publicity or other public statement by a group shall be consistent with the aims of the Society and shall be approved in advance by a committee member or other member authorised by the Committee to give such approval on its behalf.

f. If any group fails to meet the requirements set out in Sub-clauses 5a-5e above, the Committee is empowered, subject to the right of appeal to the Annual General Meeting, to take appropriate control of the group's activities and if necessary to disband it.

## 6. GENERAL MEETINGS

a. The Annual General Meeting of the Society shall normally be held in September of each year, at a time and place to be determined by the Committee, for the following purposes:

i. To receive from the Committee an Annual Report, a Statement of Accounts and Balance Sheet for the preceding financial year, prepared and examined in accordance with current Charity Commission regulations;

ii. To elect the Officers and Committee (as in 4b above) and to appoint the qualified independent examiner (as in 7c below). Vice-Presidents may also be elected in recognition of honourable service to the Society;

iii. To transact any other competent business.

b. Any two members desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than six weeks before the date of such meeting.

c. The Committee may at any time for any special purpose call an Extraordinary General Meeting, and shall do so forthwith on the written request of any fifteen members stating the purpose for which the meeting is required.

d. At least four weeks before the Annual General Meeting, or three weeks before any Extraordinary General Meeting, a notice of such meeting and of the business to be transacted, shall be sent to every member.

e. At all General Meetings of the Society the Chairman shall take the chair, and written minutes shall be taken. Every member present shall be entitled to one vote on every motion except that if joint members from the same address are present they shall cast only a single vote as stipulated in Sub-clause 3b. In the event of the votes for and against any motion being equal, the Chairman shall have a second casting vote. When circulating the agenda for a general meeting, the Committee shall set out arrangements which will enable members who cannot be present to vote by proxy if they so wish.

f. The quorum at all general meetings shall be twelve and this number includes the members of the committee. Members present by proxy only shall not be taken into account in determining whether a quorum is present.

g. Subject to the above provisions, the Committee may make such regulations governing the calling and conduct of general meetings as may be deemed necessary.

## 7. FINANCE

a. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects at Clause 2 above and no portion thereof shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Committee; provided that nothing herein shall prevent the payment in good faith of reasonable and proper out-of-pocket expenses

incurred on behalf of the Society. No member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a Trustee of the Society) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

b. The Committee, or its Treasurer on its behalf, shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place. A bank account shall be opened in the name of the Society and any cheques to be signed by two officers of the Committee.

c. The financial year of the Society shall be from 1<sup>st</sup> July to 30<sup>th</sup> June following.

d. ANNUAL REPORT, ANNUAL RETURN AND ACCOUNTS AND FINANCE

The Committee shall comply with its obligations under the Charities Act 1992 and 1993 (or any statutory re-enactment or modification of those Acts) with regard to:

i. The preparation and transmission to the Charity Commission (“the Commission”), as required by their rules, of an Annual Report, an Annual Return and a Statement of Account.

ii. The keeping of accounting records.

iii. The auditing or independent examination of the Society’s books and records and accounts.

## 8. TRUSTEES

a. At such time as the Committee may decide appropriate, and confirmed by a general meeting of members, there shall be three Trustees of the Society, who shall be members of and appointed from time to time as necessary by the Society in general meetings. A Trustee shall hold office during his/her life or until he/she shall resign by notice in writing given to the Committee, or until a resolution removing him/her from office shall be passed at a general meeting of the Society by a two-thirds majority of members present and voting.

b. All property of the Society, including land and investments, shall be held by the trustees for the time being, in their own names as far as necessary and practicable, for the use and benefit of the Society. On the death, resignation or removal from office of a Trustee, the Executive Committee shall take steps to procure the appointment by the Society in general meeting of a new Trustee in his/her place, and shall, as soon as possible thereafter, take all lawful and practicable steps to procure the vesting of all Society property into the names of the Trustees as constituted after the said appointment.

c. The Trustees shall in all respects act, in regard to any property of the Society held by them, in accordance with the directions of the Committee, and shall have power subject to such consents as may be required by law to sell, lease, mortgage or pledge any Society property for the purpose of raising or borrowing money for the benefit of the Society in compliance with the Committee’s directions; but no purchaser, lessee or mortgagee shall be concerned to require whether any such direction has been given.

## 9. DISSOLUTION

The Society may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose of which 21 days' notice shall have been given to the members. Such resolution may give instructions for the dispersal of any assets held by or in the name of the Society, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Society, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

#### 10. ALTERATION OF CONSTITUTION

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or an extraordinary General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Society at least 42 days before an Annual General Meeting or 28 days before an Extraordinary General Meeting at which the resolution is to be brought forward. At least 21 days' notice of such a meeting, or 28 days in the case of an Annual General Meeting, must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to Clause 2 (Objects), Clause 9 (Dissolution) or this clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alternative shall be made which would have the effect of causing the Society to cease to be a charity in law.