

Constitution

of

The Ulster History Circle

*This constitution was formally adopted on the 26 day of November 2014
by the members of the association in a Special General Meeting.*

SIGNED: Chris Spurr (Chairperson) Alan Boyd (Secretary)

1. NAME

The name of the Association is The Ulster History Circle (hereinafter called "*the Circle*").

2. ADMINISTRATION

Subject to the matters set out below the Circle and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause 5 of this constitution ("the Committee").

3. OBJECTS

3.1 The Circle is established to:

- (a) erect commemorative plaques in suitable public places in honour of people, who were born or worked in or died in, or were otherwise associated with, the province of Ulster (hereinafter called the "area of benefit") and who have made significant and positive contributions to the advancement of ideas, human endeavour or industrial development, or by other means anywhere in the world;
- (b) advance the education of the public through the compilation and publication of the *Dictionary of Ulster Biography* ("the Dictionary"), in order to record the lives and achievements of those individuals commemorated by way of public plaque, and other such individuals associated with the province of Ulster the Committee may, from time to time, decide;
- (c) expand public knowledge of oft-neglected aspects of Ulster history through visible and permanent plaques, by the Dictionary, and by other means as the Committee may, from time to time, decide in order to increase public awareness of the cultural and historical strengths of the province of Ulster.

For the purposes of this Clause, ‘the province of Ulster’ means the counties of Northern Ireland: Antrim, Armagh, Down, Fermanagh, Londonderry and Tyrone, and the Ulster counties of the Republic of Ireland: Cavan, Donegal and Monaghan.

3.2 ETHOS

The Circle shall be a non-political and non-sectarian group and the committee shall endeavour to make every person welcome regardless of religion, ethnic identity, political beliefs, disability, gender, sexual orientation, race, creed or nationality.

3.3 POWERS

In furtherance of the above objects, but not further or otherwise, the Circle may:

- (a) undertake such other activities as may be appropriate to publicly acknowledge the significant achievements of individuals associated with the area of benefit;
- (b) co-operate with other historical and architectural groups with a view to promoting interest in the study of Ulster history.
- (c) promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (d) organise or assist in organising meetings, training, seminars, training programmes, lectures, classes, workshops and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information;
- (e) obtain collect and receive money by way of subscriptions, grants, donations, bequests, legacies or other lawful method PROVIDED that the Circle shall not undertake any permanent trading activities and shall conform to any relevant requirements of the law;
- (f) subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Circle with a view to the furtherance of its objects;
- (g) subject to such consents as may be required by law receive money on deposit or loan and borrow or raise money in such a manner as the Circle shall think fit and to charge all or any part of the property of the Circle with repayment of money so borrowed;
- (h) invest the moneys of the Circle not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such

conditions (if any) as may for the time being be imposed or required by law;

- (i) make any charitable donation either in cash or assets for the furtherance of the objects of the Circle;
- (j) set aside a reserve against future expenditure but only in accordance with a written policy about reserves;
- (k) recruit and train volunteers with relevant skills to carry out the objects of the Circle;
- (l) employ and pay any person or persons, NOT being a member of Committee to supervise, organise and carry on the work of the Circle and make all reasonable and necessary provision for the payment of remuneration to employees;
- (m) promote and organise co-operation in the achievement of the above objects and to that end to work in association with local and statutory authorities and bodies and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- (n) establish and support, co-operate with, join or amalgamate with any charitable trusts, associations or institutions formed for all or any of the above objects;
- (o) provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objects of the Circle;
- (p) do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

4. MEMBERSHIP

- 4.1 The Committee Members from time to time shall be the only members of the Association.
- 4.2 A member shall cease to be a member if a member ceases to be a Committee Member.
- 4.3 Membership is not transferable and ceases upon death.
- 4.4 The Honorary Secretary shall maintain a register of members containing the names, addresses, category and date of membership and the voting rights of the members.
- 4.5 The number of members which the Circle shall register shall not exceed 20. The Committee may (from time to time) register an increase of members provided that a majority of the Committee vote in favour and provided that a quorum is present.

4.6 The Circle may in general meeting decide from time to time to invite by notice any person, or public and statutory bodies, having expertise, responsibility or functions relating to the objects in the area of benefit to attend and receive notice of meeting of the Circle but who shall NOT be entitled to vote at any such meeting.

5. COMMITTEE

5.1 The Committee shall meet no fewer than 4 times a year and shall consist of no fewer than 5 and no more than 20 people.

5.2 Any person who is willing to act as a Committee Member, and is permitted by law to do so, may be appointed to be a Committee Member by a majority decision of the Committee.

5.3 (a) The Circle shall actively promote a Committee which includes a range of skill, experience and knowledge in keeping with the pursuance of its Objects and to this end it is entitled to advertise and interview eligible candidates to be potential Committee Members of the Circle.

(b) Successful candidates arising from interviews under this article shall be eligible for appointment to the Committee under the provisions of Clause 5.2.

5.4 The Chairperson, Secretary, Vice-Chairperson and Treasurer shall be the Honorary Officers of the Circle and shall be elected annually by the members at the Annual General Meeting.

5.5 The Trustees (if appointed for the purpose of holding property in their own names on behalf of the Circle) shall be notified of and shall be entitled to attend all meetings of the Committee but without the power to vote

6. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

6.1 A Committee Member shall cease to hold office if he or she:

(a) is disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (NI) 2008 (or any statutory re-enactment or modification of that provision);

(b) ceases to be a member of the Circle;

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(d) resigns as a committee member by 28 days written notice to the Circle;

- (e) is absent without reasonable excuse or permission of the Committee from all of their meetings within a period of three consecutive meetings, or at least six meetings in a twelve month period without reasonable excuse, and the Committee resolve that his or her office be vacated. In the event that an office is vacated in this way, this place may be filled in accordance with Clause 5.2 above;
- (f) is removed at a meeting of the Committee called for the purposes of the removal of a Committee Member before the expiration of his or her period of office, notwithstanding anything in any agreement between the Circle and the Committee Member. Notice is required of a resolution to remove a Committee Member under this provision and to appoint somebody instead of a Committee Member so removed at the meeting at which he or she is removed. A vacancy created by the removal of a Committee Member under this provision if not filled at the meeting at which he is removed, may be filled in accordance with Clause 5.2 above.

7. FUNCTIONS OF THE COMMITTEE

- 7.1 The Circle and its property shall be managed and administered by a committee comprising the officers and other members appointed in accordance with this constitution. The Committee may make such regulations as they consider appropriate for the efficient conduct of the business of the Committee and the Circle.
- 7.2 The Committee may appoint such staff NOT being members of the Committee as they consider necessary on such terms and conditions as they may determine in line with legislative and best practice requirements.
- 7.3
 - (a) The Committee may appoint and delegate any of their powers or functions to any such sub-committees, advisory groups or working parties of their own members and other persons as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. Such terms shall be recorded in the minute book. All such sub-committees shall report back fully and promptly.
 - (b) The committee may revoke or alter a delegation in whole or in part, or alter its terms and conditions.
 - (c) The resolution making the delegation must specify those who shall serve or be asked to serve on the sub-committee (although the resolution may allow the sub-committee to make co-options up to a specified number).
 - (d) Sub-Committees to which the Committee delegate any of their powers must follow procedures which are based as far as they are

applicable on those provisions of the constitution which govern the taking of decisions by the Committee.

- (e) The Committee may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any sub-committee to whom they are delegated to such an extent as they think fit.

7.4 The Committee may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Society by any sub-committee except in accordance with a budget previously agreed with the Committee.
- (c) all acts and proceedings of any sub-committees must be fully and promptly reported to the Committee and any resolution passed or decision taken by any sub-committee must be reported promptly to the Committee and every sub-committee must appoint a secretary for that purpose.

7.5 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualification of any member.

8. CHAIRING MEETINGS

All meetings of the Circle or of the Committee or of any of its subcommittees shall be presided over by its Chairperson failing whom its Vice-Chairperson, if one has been appointed. If neither the Chairperson nor Vice-Chairperson are present, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

9. FINANCE

9.1 All moneys raised by or on behalf of the Circle shall be applied to further the objects of the Circle and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Circle engaged upon the approved business of the Circle.

9.2 The Honorary Treasurer shall keep proper accounts of the finances of the Circle.

9.3 The financial year of the Circle shall run from 1 April to 31 March.

- 9.4 The accounts shall be audited by an auditor or auditors appointed by the Annual General Meeting OR examined by any independent person who shall be appointed at the Annual General Meeting.
- 9.5 An annual statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 9.6 A bank account shall be opened in the name of the Circle with such bank or Building Society as the Committee shall from time to time decide. The Committee shall authorise in writing the Honorary Treasurer and 2 members of the Committee to sign cheques on behalf of the Circle. All cheques must be signed by no fewer than 2 of the 3 authorised signatories.

10. TRUST PROPERTY

The Circle may appoint and may terminate the appointment of no fewer than 2 and no more than 6 people to act as Trustees for the purpose of holding any moneys or property belonging to the Circle (other than cash which must be under the control of the Treasurer). The title to all or any such real and/or personal property which may be required by or for the purposes of the Circle shall be vested in the Trustees who shall hold such property in trust for the Circle. The Trustees shall act under the instructions of the Committee who shall, subject to the approval and consent of the Circle as determined by a General Meeting, have power to fill vacancies among the Trustees.

11. ANNUAL GENERAL MEETING

- 11.1 An Annual General Meeting of the Circle shall be held at such place and time (not being more than 15 months after the holding of the preceding Annual General Meeting) as the Committee shall determine.
- 11.2 At such Annual General Meeting the business shall include the following:
- a) the appointment of members to serve on the Committee (if necessary);
 - b) the election of the Honorary Officers of the Committee;
 - c) the appointment of an auditor or auditors OR an independent person to examine the annual accounts;
 - d) the consideration of an Annual Report of the work done by or under the auspices of the Committee;
 - e) the consideration of the treasurer's report and annual accounts;
 - f) the consideration of resolutions from the Committee or from members of the group PROVIDED that such resolutions shall have been sent in writing to the Honorary Secretary at least 14 days before the Annual General Meeting;

- g) the transaction of such other matters as may from time to time be considered necessary.

12. SPECIAL GENERAL MEETINGS

The Committee may at any time at its discretion or shall upon a requisition signed by no fewer than 4 members having the power to vote and giving reasons for the request, call a Special General Meeting of the Circle for the purpose of altering the constitution in accordance with Clause 17 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose. If the Committee fail to hold the meeting within 28 days of the requisition, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

13. NOTICE

- 13.1 Subject to the provisions of Clause 17, the minimum notice period required to hold any general meeting of the Circle is 14 clear days from the date on which the notice is deemed to have been given.
- 13.2 The notice must specify the date, time and place of the meeting and the general nature of the business transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 13.3 The notice must be given to all members and to the Committee and shall be transmitted by means of post or e-mail.
- 13.4 A meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold no fewer than 90% of the total voting rights.
- 13.5 The notice of a Special General Meeting shall state the purpose for which it is to be held and no business, other than that specified in the notice convening it, may be dealt with.

14. ADJOURNMENTS

- 14.1 The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 14.2 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not been taken place.

15. RULES OF PROCEDURE AT ALL MEETINGS

Voting

15.1 Subject to the provisions of Clause 17 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat.

15.2 Subject to the provisions of Clause 4, each member shall have one vote. In the case of an equality of votes the Chairperson shall have a second or casting vote.

Minutes

15.3 Minute books shall be kept by the Committee and all other subcommittees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

15.4 The committee must keep minutes of all:

- (1) appointments of officers and trustees;
- (2) proceedings at meetings of the Circle;
- (3) meetings of the committee and all other delegated sub-committees;
- (4) all professional advice obtained.

Quorum

15.5 The quorum at Annual and Special General Meetings shall be 5. The quorum at meetings of the Committee shall be 5 or such other number as the Committee may from time to time determine.

15.6 No business shall be transacted at any meeting unless a quorum is present.

15.7 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The Committee must re-convene the meeting and must give at least 7 days' clear notice of the re-convened meeting stating the date, time and place of the meeting.

16. STANDING ORDERS/RULES

16.1 The Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Circle. The committee must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Circle. The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Circle (including the admission of organisations to membership) and the rights and privileges of such

members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the Circle in relation to one another, and to the Circle's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Circle's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the committee in so far as such procedure is not regulated by the constitution;
- (e) the keeping and authenticating of records;
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

16.2 The Committee shall have power to adopt, issue, add, alter or repeal Standing Orders and/or Rules for the Circle. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Circle in General Meeting and shall not be inconsistent with this constitution.

16.3 The rules or bye laws shall be binding on all members of the Circle.

16.4 In all matters of procedure and interpretation of this Constitution, the decision of the Chairperson shall be final.

17. ALTERATIONS TO THE CONSTITUTION

17.1 Any alterations to this Constitution shall receive the assent of no fewer than two-thirds of the members of the Circle present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing no fewer than 7 clear days before the meeting at which the alteration is to be brought forward.

17.2 At least 7 clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the Circle PROVIDED FURTHER THAT no alteration shall be made which would cause the Circle to cease to be a charity at law.

18. DISSOLUTION

18.1 If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Circle they shall call a meeting of all members of the Society who have the power to vote of which meeting no fewer than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given.

- 18.2 If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of the Circle.
- 18.3 Any assets remaining after the satisfaction of any proper debts and liabilities, including the repayment of any unspent grants or donations given for the erection of specific plaques or other Circle activities, shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Circle, and which similarly prohibits the distribution of its or their income or property among its or their members, as the Committee may decide.
- 18.4 In no circumstances shall the net assets of the Circle be paid to or distributed among the members of the Circle (except to a member that is itself a charity).

19. INDEMNITY AND INSURANCE

- 19.1 The Circle must insure suitably in respect of public liability and employer's liability and take out other insurance policies to protect the Circle when required.
- 19.2 The Circle may purchase indemnity insurance for the Committee Members against any liability that by virtue of any rule of law would otherwise attach to a Committee Member or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Circle but excluding:
- i) fines;
 - ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee Members or other officer;
 - iii) liabilities to the Association that result from conduct that the Committee Members or other officer knew or must be assumed to have known was not in the best interests of the Circle or about which the person concerned did not care whether it was in the best interests of the Circle or not.

END