

The Guild of One-Name Studies

Constitution

Section 1 - Name

This Constitution shall apply to the organisation called the Guild of One-Name Studies, hereinafter the 'Guild'.

Section 2 - Definitions

The following definitions apply to this Constitution

- 2.1 Member - An individual, group, society or institution who has applied and has been accepted as a member of the Guild and whose membership is still current. Members may be either full members or associate members in accordance with Section 5 of this Constitution.
- 2.2 Committee - A body of full members set up to run the affairs of the Guild selected in accordance with Section 7 of this Constitution.
- 2.3 Registrar - A Postholder appointed by Committee to maintain a listing of all members and to process all applications for membership. The Registrar shall also receive and process all applications for registration of surnames and maintain a listing of such registrations.
- 2.4 Register - A published document of registered surnames as required under Clause 6.2.
- 2.5 Subcommittee - A body of full members set up by the Committee to fulfil a specific task as defined in Terms of Reference.
- 2.6 Postholder - A full member appointed by the Committee to fulfil a specific task as defined in a job description.
- 2.7 Resolution - A proposal to all full members for consideration, as governed by Section 9 of this Constitution.
- 2.8 Trustee - A person acting as a charity trustee for the Guild in accordance with the Charities Act 2011 or any statutory re-enactment or modification of that Act.
- 2.9 one-name study - Research into the genealogy and family history of all persons with the same surname and its variants.
- 2.10 Returning Officer - A full member appointed at each AGM who manages all ballots of members in the coming year.
- 2.11 Rules and Procedures - A set of documents that defines the conduct of Guild business produced in accordance with Section 15.
- 2.12 General Meeting - A meeting to which all members of the Guild are invited. A General Meeting shall be either an Annual General Meeting (AGM), described in Section 10 or a Special General Meeting, defined in Section 11.

Section 3 - Objectives

The objectives of the Guild

are:

- a) to advance the education of the public in one-name studies
- b) to promote the preservation and publication of the data from one-name studies and to maximise its accessibility to interested members of the public

Section 4 - Powers

In furtherance of the above objectives, but not further or otherwise, the Trustees shall have the following powers:

- a) To promote the interests of individuals and groups of people who are engaged in one-name studies
- b) To provide means to share, exchange and publish information about one-name studies
- c) To encourage and assist those interested in one-name studies by means of conferences, seminars, lectures, courses, discussions, meetings, projects, visits to relevant facilities and other appropriate means
- d) To initiate, participate, coordinate and promote research on topics relevant to one-name studies and to publish or assist making available to the public, the useful results of such research
- e) To provide and support Guild library services for the use of Guild members and other interested persons
- f) To prepare, produce and publish and sell or otherwise distribute in any appropriate format a journal and other literature relevant to one-name studies
- g) To maintain and publish a Register of the one-name studies registered by full members in such formats as the Committee may from time to time decide
- h) To co-operate with, affiliate with or join other charities, voluntary bodies and other institutions relevant to one-name studies to secure the widest possible public awareness of one-name studies
- i) To ensure, by encouragement and the use of a written undertaking, that Guild members will deal with all enquiries about their registered surnames
- j) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with all relevant statutory regulations
- k) To set up, where deemed in the interests of the Guild, a separate corporate body or company to undertake trading activities associated with Guild activities

- l) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves, issued as part of the Guild's Rules and Procedures as set out in Section 15
- m) To obtain and pay for such goods and services as are necessary for carrying out the work of the Guild
- n) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000, or any statutory re-enactment or modification of that Act
- o) To do such other lawful things as are necessary for the attainment of the said objectives

Section 5 - Membership & Subscriptions

- 5.1 Members of the Guild shall be either full members or associate members.
- a) A full member may be any individual with a declared interest in one-name studies on payment of a subscription, the amount to be determined by the Committee.
 - b) The Committee may agree that other individuals, groups, societies or institutions with an interest in one-name studies may become associate members of the Guild. The services provided to and the subscription payable by associate members may vary from one group to another and shall be determined by the Committee.
- 5.2 The Committee, or the Registrar acting on its behalf, may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Guild to refuse the application.
- 5.3 The Committee, or the Registrar acting on its behalf, may allow a membership (with any associated registrations) to be transferred to another person, subject to the permission of the present member or their legal representative.
- 5.4 The Registrar will keep a record of names and addresses of members.
- 5.5 Subscriptions will fall due on 1st November in advance for the following twelve months. Any member who has not paid his or her subscription three months after the due date shall cease to be a member.

Section 6 - Registration of Surnames

- 6.1 Existing full members and individuals applying to become a full member may apply to register the surnames and variants which are the subjects of their one-name studies. The detailed rules on

registration will be covered in Rules and Procedures.

- 6.2 All surnames and variants registered by current full members shall be published in the Register in such a way that reference may be made to the members who have registered them.

Section 7 - The Management of the Guild

- 7.1 The actions of the Guild shall be governed by this Constitution and by carried Resolutions.
- 7.2 All full members will have a single vote in Guild affairs, all votes being equal.
- 7.3 The affairs of the Guild shall be managed by the Committee consisting of no more than eleven full members of the Guild, of whom nine shall be elected by all full members the remaining two may be co-opted to meet any skill shortages on the Committee. Four shall be designated Officers, namely the Chairman, Vice-Chairman, Secretary and Treasurer. All members of the Committee shall be appointed Trustees of the Guild and in this Constitution are together called "the Trustees".
- 7.4 The Committee shall meet at least three times a year. Electronic presence, as compared with physical presence, may be allowed at any meeting in accordance with Rules and Procedures.
- 7.5 The Committee has the right to delegate its decision making to others, be that Subcommittees or Postholders. Such delegated decisions shall be accepted by the Committee as decisions made by itself, without further endorsement, except where, for a good and sufficient reason and after consultation with the Postholder or Subcommittee, it resolves to alter such a decision.
- 7.6 The Committee shall cause to be kept minutes of all General, Committee and Subcommittee meetings.
- a) General meetings shall include a record of all Resolutions put, whether each Resolution is carried or not and all other decisions made.
 - b) Committee and Subcommittee meetings shall include a record of all present and all decisions made.

The previous two years' minutes shall be available at all General and Committee Meetings. The minutes shall be confirmed at the next meeting and signed by the Chairman of that meeting as correct. Copies of minutes and associated papers shall be made available to all members.

Section 7.7 - Finance

- 7.7.1 All income and property of the Guild shall be applied solely to the objectives of the Guild as defined in Section 3 above, and no portion of it shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Committee or Guild; providing that nothing herein shall prevent the payment of reasonable and proper out-of-pocket expenses incurred on

behalf of the Guild by agreement of the Committee.

- 7.7.2 The Committee, or the Treasurer on its behalf, shall be responsible for the administration of the Guild's funds and assets, and for keeping books of account, in accordance with the Trustees' obligations under the Charities Act 2011. The Treasurer shall cause proper books of account to be kept with respect to all sums of money received and expended by the Guild and the matters in respect of which such receipts and expenditure take place.
- 7.7.3 The annual report and statement of accounts shall be prepared in accordance with the statutory requirements for Charities and the Statement of Recommended Practice issued by the Charity Commissioners. This report and statement of accounts will be approved by the Committee prior to the AGM and be made available to all Guild members.
- 7.7.4 All cheques drawn on any Guild account shall be signed by any two of four members of the Committee nominated for the purpose, one of the four being the Treasurer.
- 7.7.5 The financial year of the Guild shall end on 31st October.
- 7.7.6 At least once every year the Guild's statement of accounts shall be independently examined as required by law by a qualified accountant or similar competent person. The independent examiner's report shall be submitted to the Committee and presented to the Guild at the AGM following such examination.
- 7.7.7 The Secretary (with support from the Treasurer) shall transmit statements each year to the Charity Commission in an agreed format.
- 7.7.8 The Guild's property shall be under the control of the Committee. All assets, financial or in kind, held on behalf of the Guild at any location or by an individual member, belong to the Guild. No Officer or member of the Guild can lay claim to the assets, and must on request relinquish any such items to the Committee.
- 7.7.9 Individual members of the Committee, or Subcommittees must declare any conflict of interest in any matter under discussion and shall not vote on the matter in question.

Section 7.8 - Quorum

- 7.8.1 A quorum for General Meetings shall be 30 full members or one third of all full members of the Guild whichever is the fewer.
- 7.8.2 A quorum for Committee Meetings shall be four of its members or one third of its actual membership, whichever is the fewer, provided that two Officers of the Guild are present.
- 7.8.3 If for any continuous period of thirty minutes after a meeting has been opened a quorum is not

present, then the meeting shall be closed, except that:

- a) if it is a meeting of the Committee then the remaining Committee members may fix the date and place for the next Committee meeting
- b) if it is an AGM and the provisions of Clause 10.2 have not been fully met then the Meeting shall instead stand adjourned to a date and time to be decided by the newly elected Committee, who shall take their positions on the Committee immediately after the adjournment

7.8.4 Other business conducted when a quorum is not present shall not be valid.

Section 7.9 - Ballots & Notice of Meetings

- 7.9.1 In any ballot held in accordance with Sections 8, 9, 13 or 16, every vote received on or before the closing date for receipt of completed ballot papers shall be counted provided it is made on an original ballot paper as issued by the Guild or is received in an authenticated electronic form, where allowed under the Rules as set out in Clause 15.1 (f). Any vote received after that date shall not be counted.
- 7.9.2 The result of a ballot or the calling of a General Meeting shall not be invalidated by the accidental failure of the Guild to send the necessary documents, provided no more than 30 members are affected by the failure.

Section 8 - Elections

- 8.1 Except as provided for in Clauses 8.4 and 8.12, nine full members of Guild shall be elected to serve on the Committee annually by ballot of the full members of the Guild.
- 8.2 No member may be nominated for the Committee who has already served a continuous period of 10 years, unless a period has or will have elapsed between their last period of service and their rejoining the Committee; such a period shall not be less than the time from the preceding AGM to the AGM at which the results of the nomination would be declared.
- 8.3 The Committee shall decide measures in advance to protect the fairness and integrity of the election procedure and these will be detailed in Rules and Procedures.
- 8.4 If there are no more than nine validly nominated candidates for election, then all such candidates shall be declared elected unopposed and no ballot shall be held.
- 8.5 If there are more than nine validly nominated candidates for election, then a ballot of all Guild members shall be held. Such an election will be managed by the Returning Officer in accordance with Rules and Procedures.
- 8.6 Membership of the Committee shall be effective from the end of the AGM at which the election

result is reported except that, where a member is co-opted under Clause 8.8, his or her tenure shall be effective immediately.

8.7 The Committee shall hold its first meeting no later than seven days after the AGM, and at that first meeting it shall elect the Officers from amongst its own members.

8.8 The Committee shall have power to co-opt other full members to the Committee under the following conditions:

- a) to cover any skills shortage in accordance with Clause 7.3; or
- b) to increase the number of Committee members to a maximum of nine.

8.9 Should an Officer post fall vacant then the Committee shall have power to appoint any Committee member to that post, if necessary after co-option to the Committee.

8.10 The Committee shall have power to remove any Postholder (including an Officer) from his or her post, but shall not have the power to expel a Committee member from the Committee, except as a consequence of Clause 8.11 or expulsion of that member from the Guild under Section 12.

8.11 A Trustee shall cease to hold office if he or she:

- a) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- b) ceases to be a member of the Guild
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
- d) resigns as a Trustee by notice to the Committee (but only if at least two Trustees will remain in office when the notice of resignation is to take effect)
- e) is absent without the permission of the Trustees from 3 consecutive Committee meetings or all Committee meetings held within a period of six consecutive months, whichever is the fewer, and the Trustees resolve that his or her office be vacated

On ceasing to be a Trustee, he or she will cease to be a member of the Committee.

8.12 Except as allowed under Clauses 8.10 and 8.11, each member's membership of the Committee and tenure as an Officer shall cease upon receipt by the Secretary or Chairman of their written resignation or at the end of the AGM when the new Committee takes office under Section 8.6.

Section 9 - Resolutions

9.1 A Resolution for action by the Guild may be put:

- a) by any member in writing to the Secretary and accompanied by the supporting names, signatures and membership numbers of at least

fifteen full members or of at least one third of all full members, whichever is the fewer, or

b) by recommendation of the Committee,

provided in all cases that the action proposed shall be within the powers of the Guild as defined in this Constitution. Electronic authentication in lieu of a signature may be accepted where the Guild's Rules and Procedures so allow.

9.2 If the action proposed by a valid Resolution is covered under Sections 13 or 16 of this Constitution, then the Returning Officer shall hold a ballot of all full members. No later than fifteen weeks after receipt of such a Resolution, the Returning Officer shall ensure each member receives a ballot paper. The ballot paper shall specify a closing date for receipt of completed ballot papers which shall be at least four weeks and no more than six weeks after the date of posting of ballot papers to members. The term 'ballot paper' includes any equivalent electronic communication or functionality in connection with paperless voting as may be allowed under the Rules as set out in Clause 15.1 (f)

9.3 If the action proposed by a Resolution is not an action covered under Sections 13 or 16, the Resolution shall be put to a Special General Meeting in accordance with Section 11 of this Constitution or to an AGM, save that no Resolution will be put to a General Meeting after that meeting has been notified under Section 10.1 or 11.3.

9.4 Except where otherwise specified in this Constitution, decisions shall be by a simple majority of those voting and in the event of a tied vote, the matter shall be decided in favour of the situation remaining as if the Resolution had not been put.

9.5 The Secretary shall notify the result of all ballots and all votes on Resolutions at General Meetings to all members as soon as practicable and normally by a notice in or with the Journal.

9.6 Any full member shall have the right to appoint a proxy to vote on his or her behalf on Resolutions at General Meetings. The procedures for proxy voting will be defined in the Rules and Procedures.

9.7 Resolutions that are carried shall be binding on the Committee.

Section 10 - Annual General Meetings

10.1 An Annual General Meeting (AGM) of the Guild shall be held each year no later than 30th April at a time and place determined by the Committee. Notice of the AGM shall be posted to all members of the Guild not less than four weeks in advance specifying the business of the Meeting.

10.2 The business of the AGM shall include:

- a) a statement of the results of the ballot for Committee members for the ensuing year
- b) receipt of the Committee's report on the activities of the Guild during the preceding year

- c) receipt of the Guild's statement of accounts for the year together with a report of the independent examination of the accounts required under Clause 7.7.6
- d) approval of the statement of accounts
- e) appointment of the Independent Examiner of the Guild's statement of accounts for the forthcoming year
- f) the election of a Returning Officer for the coming year

10.3 The AGM shall be empowered to elect a Patron, President and a maximum of four Vice-Presidents for a period of five years. Such honorary appointees, if not already members of the Guild, shall be deemed to become full members. No Patron, President or Vice-President may be a member of the Committee.

10.4 The business of the AGM may also include Resolutions for action put in accordance with Section 9 except those requiring a ballot under Sections 13 and 16.

Section 11 - Special General Meetings

11.1 The Committee shall have power to call a Special General Meeting.

11.2 The Committee shall be bound to call a Special General Meeting to be held within fifteen weeks of the Secretary receiving notice in writing specifying a valid Resolution or Resolutions in accordance with Section 9, provided the Resolution is not one requiring a ballot under Clause 9.2. If the AGM falls within twenty weeks there will be no requirement to call a separate Special Meeting.

11.3 The Secretary shall post a notice of any Special General Meeting to all members of the Guild at least four weeks in advance, which notice shall specify the Resolutions to be put.

11.4 No other Resolutions except those specified in the Notice of Meeting shall be considered at the Meeting.

Section 12 - Expulsion of Members

- 12.1 The Committee shall have the right to suspend or expel any Guild member:-
- a) who has been deemed by the Committee, after a hearing before such Committee, to have actively been working against the interests of the Guild, or of bringing its name into disrepute
 - b) who has failed to pay any money due to the Guild after one request for payment shall have been made in writing to his or her last known address, and after three months shall have elapsed since the payment became due
 - c) for any other good and sufficient reason

12.2 If the Committee suspends a Guild member, it shall within 14 days post to the member a written statement of the reason or reasons for such suspension, such statement being no more than

500 words in length. The suspended member shall be informed of his or her right to appeal against the suspension.

12.3 The Guild member has the right to be heard by the Committee before a final decision on expulsion is taken by them. If the member wishes, he or she may be accompanied by a friend or other representative, who may not be a Committee Member, the President or a Vice President.

12.4 If the Committee expels a member, it shall within 14 days post to the member a written statement of the reason or reasons for such expulsion, such statement being no more than 500 words in length.

12.5 The expelled member shall be informed of his or her right to appeal against the expulsion, such appeal to be conducted by a panel of three, at least one of whom shall be the President or a Vice-President nominated by the President, whose decision shall be final.

Section 13 - Dissolution of Guild

13.1 The Guild may be dissolved by Resolution agreed by at least two-thirds of the full members voting in a ballot of all full members of the Guild.

13.2 Such Resolution may give instruction for the disposal of any assets held by or in the name of the Guild, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed amongst the members of the Guild but shall be given or transferred to such other charitable institution or institutions having objectives similar to some or all of the objectives of the Guild as the Guild may determine, and if and insofar as effect cannot be given to this provision then to some other charitable purpose.

Section 14 - Indemnity

The Guild may purchase indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other Postholder 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 Guild but excluding:

- a) fines
- b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or Postholder
- c) liabilities to the Guild that result from conduct that the Trustee or other Postholder knew or ought to have known was not in the best interests of the Guild or in respect of which the person concerned did not care whether that conduct was in the best interests of the Guild or not

Section 15 - Rules and Procedures

15.1 In addition to the provisions of Clause 4 (l) of this Constitution, the Committee may from time to

time make Rules and Procedures for the conduct of the Guild's business. These Rules and Procedures may regulate the following matters but are not restricted to them:

- a) The conduct of meetings of the Committee and Subcommittees, including their Terms of Reference
 - b) The appointment of Postholders and Subcommittees
 - c) The financial affairs of the Guild
 - d) The conduct of members of the Guild and any grievances flowing from such behaviour
 - e) The modes and media for keeping and authenticating of Guild records
 - f) The conduct of ballots
 - g) The conditions that apply to any class of associate member
 - h) The method of proxy voting
 - i) The registration of surnames
- 15.2 The Rules and Procedures may be altered, extended or repealed by decision of the Committee or a Resolution under Section 9.
- 15.3 The Committee shall adopt such means as they think sufficient to bring these Rules and Procedures to the notice of members of the Guild.
- 15.4 The Rules and Procedures shall be binding on all members of the Guild, but may not be inconsistent with, or affect or repeal anything contained in this Constitution.

Section 16 - Amendments to Constitution

This Constitution may be amended only by a Resolution put to a ballot of all full members of the Guild and then only if the proposed amendment is agreed by at least two-thirds of the members voting, provided that no alteration shall be made to Section 3 (Objectives), Section 13 (Dissolution), Section 16 (this Clause), or any changes that would confer a benefit upon the Trustees, without the prior approval in writing of the Charity Commissioners and no alterations shall be made which would have the effect of causing the Guild to cease to be a charity in law.

*This Constitution was agreed by a ballot on
21st November 2015*