

CONSTITUTION OF THE GUILD OF ONE-NAME STUDIES
A Charitable Incorporated Organisation
(Association Structure)
with voting members other than its Trustees

Date of Constitution 16 February 2022

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Section 1 Name

The name of the Charitable Incorporated Organisation is Guild of One-Name Studies CIO (hereinafter “the Guild”).

Section 2 Definitions and interpretation

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Constitution.

Furthermore, in this Constitution the following definitions will apply:

“**clear days**” means complete days not including the day on which the period begins and, if the end of the period is defined by reference to an event, the day of that event.

“**Communications Provisions**” means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

“**connected person**” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled:

i. by the Trustee or any connected person falling within sub-clause (a), (b) or (c) above; or

ii. by two or more persons falling within sub-clause (d)(i), when taken together.

(e) a body corporate in which:

i. the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“General Meeting” means a meeting to which all members of the Guild are invited, held in accordance with Section 12 (General Meetings of members).

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“member” means a member of the Guild as defined in Section 10 (Membership of the Guild).

“Postholder” means a position given by the Trustees to a member who has volunteered for a particular activity defined by a job description approved by the Trustees. Such a job description shall define the responsibilities of the Postholder and limit the decisions of the Postholder to those specified within the job description.

“Returning Officer” means a member appointed at each Annual General Meeting who manages any ballots of members in the coming year. The Returning Officer must not be a Trustee and must undertake not to put his or her name forward for Trusteeship whilst holding office.

“Rules and Procedures” means a set of documents that defines the conduct of Guild business in accordance with Section 27.

“Section” means a Section within this Constitution except where stated otherwise.

“Trustee” means a charity trustee of the Guild of One-Name Studies CIO.

“Trustee Meeting” means a meeting to which all Trustees are invited.

Section 3 National location of principal office

The Guild must have a principal office in England or Wales. The principal office of the Guild is in England.

Section 4 Objects

The objects of the Guild are to advance the education of the public in one-name studies, in particular but not exclusively by promoting public understanding of one-name studies, preserving and publishing the data from one-name studies and maximising accessibility of the data to interested members of the public.

Such objects shall be applicable worldwide. ‘One-name studies’ means research into the genealogy and family history of all persons with the same surname and its variants, otherwise known as a ‘surname study’.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

Section 5 Powers

The Guild has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the Guild's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Guild must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Guild. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the Guild. The Guild may employ or remunerate a Trustee only to the extent that it is permitted to do so by Section 7 (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of Section 7;
- (5) appoint a member or members as a Postholder or Postholders as are necessary for carrying out the work of the Guild. Such a position may not be remunerated;
- (6) purchase insurance as required by law or as the Trustees consider necessary to protect the Guild's assets and resources, including indemnity insurance cover for Postholders and other volunteers acting on behalf of the Guild under the instruction of the Trustees;
- (7) open and operate such bank and other accounts as the Trustees consider necessary and deposit or invest funds and arrange for the investments or other property of the Guild to be held in the name of a nominee, 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.

Section 6 Application of income and property

- (1) The income and property of the Guild must be applied solely towards the promotion of the objects.
 - (a) A Trustee is entitled to be reimbursed from the property of the Guild or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Guild;

- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Guild's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Guild may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Guild. This does not prevent a member who is not also a Trustee receiving:
- (a) a benefit from the Guild as a beneficiary of the Guild;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Guild.
- (3) Nothing in this Section shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Section 7 (Benefits and payments to Trustees and connected persons).

Section 7 Benefits and payments to Trustees and connected persons

(1) General provisions

No Trustee or connected person may:

- (a) buy or receive any goods or services from the Guild on terms preferential to those applicable to all members of the Guild;
- (b) sell goods, services, or any interest in land to the Guild;
- (c) be employed by, or receive any remuneration from, the Guild;
- (d) receive any other financial benefit from the Guild;

unless the payment or benefit is permitted by clause (2) of this Section, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees' or connected persons' benefits

- (a) A Trustee or connected person may receive a benefit from the Guild as a beneficiary provided that it is available generally to the beneficiaries of the Guild.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Guild where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

- (c) Subject to clause (3) of this Section a Trustee or connected person may provide the Guild with goods that are not supplied in connection with services provided to the Guild by the Trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the Guild at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Guild. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

A Trustee or connected person may take part in the normal trading and fundraising activities of the Guild on the same terms as all members of the Guild.

(3) Payment for supply of goods only - controls

The Guild and its Trustees may only rely on the authority provided by sub-clause (2)(c) of this Section if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Guild and the Trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or the maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Trustees are satisfied that it is in the best interests of the Guild to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Guild.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Section 7.

(4) In clauses (2) and (3) of this Section:

- (a) “the Guild” includes any company in which the Guild:
- i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the company.
- (b) “connected person” includes any person within the definition set out in Section 2 (Definitions and Interpretation).

Section 8 Conflicts of interest and conflicts of loyalty

A Trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Guild or in any transaction or arrangement entered into by the Guild which has not previously been declared, such declaration being recorded in accordance with any relevant Rules and Procedures; and
- (2) absent himself or herself from any discussion of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Guild and any personal interest (including but not limited to any financial interest).

Any Trustee absenting himself or herself from any discussions in accordance with this Section must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

Section 9 Liability of members to contribute to the assets of the Guild if it is wound up

If the Guild is wound up, the members of the Guild have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Section 10 Membership of the Guild

(1) Admission of new members

(a) Eligibility

Membership of the Guild is open to any natural person who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in clause (3) of this Section.

Corporate bodies, organisations which are not incorporated, societies, institutions or groups may become associate (non-voting) members under clause (6) of this Section if they are interested in furthering the purposes of the Guild.

(b) Admission procedure

The Trustees:

- i. may require applications for membership to be made in accordance with any relevant Rules and Procedures or; any reasonable way that they decide;
- ii. if they approve an application for membership, shall notify the applicant of their decision within 21 days;
- iii. may refuse an application for membership if they believe that it is in the best interests of the Guild for them to do so and shall notify the applicant of such refusal within 21 days of receipt of the application. Such notification shall give the applicant the reasons for refusal and allow the applicant appeal against the refusal; and
- iv. shall give fair consideration to any such appeal, and shall inform the applicant of their decision within 21 days of the appeal being received, but any decision to confirm refusal of the application for membership shall be final.

Membership of the Guild shall continue until membership has been transferred under clause (2) of this Section or terminated under clause (4) of this Section.

(2) Transfer of membership

The Trustees may allow membership of the Guild (with any associated registrations) to be transferred to another natural person, subject to the permission of the present member, their legal representative, executor or administrator. Such person must indicate his or her agreement to become a member and acceptance of the duty of members set out in clause (3) of this Section.

(3) Duty of members

It is the duty of each member of the Guild to exercise his or her powers as a member of the Guild in the way he or she decides in good faith would be most likely to further the objects of the Guild.

(4) Termination of membership

(a) Membership of the Guild comes to an end if:

- i. the member dies; or

- ii. the member sends a notice of resignation to the Trustees; or
 - iii. any sum of money owed by the member to the Guild is not paid in full within three months of its falling due; or
 - iv. the Trustees decide that it is in the best interests of the Guild that the member in question should be removed from membership and pass a resolution to that effect.
- (b) Before the Trustees take any decision to remove someone from membership of the Guild they must:
- i. inform the member of the reasons why it is proposed to remove him or her from membership;
 - ii. give the member at least 21 clear days' notice in which to make representations to the Trustees as to why he or she should not be removed from membership;
 - iii. at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;
 - iv. consider at that meeting any representations which the member makes as to why the member should not be removed;
 - v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses; and
 - vi. if the meeting decides that expulsion should proceed, within 14 days post to the member a written statement of the reasons for such expulsion, such statement being no more than 500 words in length, and inform the member of his or her right to appeal against expulsion;
 - vii. if an appeal is received, arrange a panel of three to hear the appeal in accordance with Rules and Procedures; the panel's decision being final.

(5) Membership fees

The Guild may require members to pay to the Guild reasonable membership fees or annual subscriptions or both.

(6) Associate (non-voting) membership

- (a) The Trustees may create associate non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of, any such class of members.

- (b) Other references in this Constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

Section 11 Members’ decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in clause (3) of this Section, decisions of the members of the Guild may be taken by vote at a General Meeting as provided in clause (2) of this Section.

(2) Taking ordinary decisions by vote

Subject to clause (3) of this Section, any decisions of the members of the Guild may be taken by means of a resolution at a General Meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes). Any relevant Rules and Procedures shall apply.

(3) Decisions that must be taken in a particular way

- (a) Any decision to remove a Trustee must be taken in accordance with clause (2) of Section 16 (Retirement and removal of Trustees).
- (b) Any decision to amend this Constitution must be taken in accordance with Section 29 (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Guild must be taken in accordance with Section 30 (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Guild to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

Section 12 General Meetings of members

(1) Types of General Meeting

There must be an Annual General Meeting (AGM) of the members of the Guild. The first AGM must be held within 18 months of the registration of the Guild, and subsequent AGMs must be held each year no later than 31 May. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees’ annual report. The results of the election to elect Trustees as required under Section 14 (Appointment of Trustees) shall be announced at the AGM.

Other General Meetings of the members of the Guild may be held at any time.

General Meetings may be held and any votes may be permitted to be cast, at a physical location, by electronic means, or both. The meeting may be held without any number of those participating in the meeting being together at the same place.

All General Meetings must be held in accordance with the following provisions.

(2) Calling General Meetings

(a) The Trustees:

- i. must call the Annual General Meeting of the members of the Guild in accordance with clause (1) of this Section, and identify it as such in the notice of the meeting; and
- ii. may call any other General Meeting of the members at any time.

(b) The Trustees must, within 28 days, call a General Meeting of the members of the Guild if:

- i. they receive a request to do so from at least one third of the members or 25 members of the Guild, whichever is the fewer; and
- ii. the request states the general nature of the business and specifies any resolution to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If by 30 April there has not been an Annual General Meeting of the members of the Guild called to take place by 31 May in a particular year, the Trustees must, within 28 days, call an Annual General Meeting of the Guild if requested to do so by at least one third of the members or 15 members of the Guild, whichever is the fewer.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. Such a resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(e) Any General Meeting called by the Trustees at the request of the members of the Guild must be held within 28 days from the date on which it is called.

(f) If the Trustees fail to comply with this obligation to call a General Meeting at the request of its members, then the members who requested the meeting may themselves call a General Meeting.

(g) A General Meeting called in accordance with sub-clause (f) of this clause must be held not more than 3 months after the date when the members first requested the meeting.

- (h) The Guild must reimburse any reasonable expenses incurred by the members calling a General Meeting by reason of the failure of the Trustees to duly call the meeting, but the Guild shall be entitled to be indemnified by the Trustees who were responsible for such failure.

(3) Notice of General Meetings

- (a) The Trustees, or, as the case may be, the relevant members of the Guild, must give at least 28 clear days notice of any General Meeting to all of the members.

- (b) The notice of any General Meeting, including any agenda for the meeting, must:

- i. state the time and date of the meeting;
- ii. give the postal address or the electronic access details or both for the meeting;
- iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
- iv. if a proposal to alter the constitution of the Guild is to be considered at the meeting, include the text of the proposed alteration;
- v. include, with the notice for the AGM, the annual statement of accounts and Trustees' annual report, or where allowed under Section 23 (Use of electronic communication), details of where the information may be found on the Guild's website.

- (c) The notice of any Annual General Meeting (AGM) must also include in its agenda:

- i. a statement of the results of the ballot for Trustees held in accordance with Section 14;
- ii. receipt of the Trustees' Annual Report on the activities of the Guild;
- iii. receipt of the Guild's annual statement of accounts with a report of the independent examination or audit of the accounts (if required);
- iv. appointment of the Independent Examiner or Auditor of the Guild's statement of accounts for the forthcoming period;
- v. election of a Returning Officer for the forthcoming period.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Guild.

(4) Chairing of General Meetings

The person nominated as Chairman by the Trustees under clause (2) of Section 20 (Officers and Chairing of meetings) shall, if present at the General Meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Guild who are present at a General Meeting shall elect a chair to preside at the meeting.

(5) Quorum at General Meetings

- (a) No business may be transacted at any General Meeting of the members of the Guild unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for General Meetings shall be 30 members or one third of all members, whichever is the fewer.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Guild's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- (g) Any member who has voted by proxy or by postal vote or by electronic vote and attends a General Meeting shall be included in the quorum.

(6) Voting at General Meetings

- (a) Any decision other than one falling within clause (3) of Section 11 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote, except as provided under

sub-clause (e) of this clause. All relevant Rules and Procedures shall apply.

- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, real-time electronic voting, or both.
- (c) A vote demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.
- (d) There shall be no voting at a General Meeting except on those matters that have been specifically included in the agenda of the meeting or indicated in sub-clause (c) of this clause. If the chair considers that a decision on a particular matter is desirable, the matter shall be included in a subsequent General Meeting.
- (e) In the event of an equality of votes, whether on a show of hands, real-time electronic voting, or both, the chair of the meeting shall have a second and casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Proxy voting

- (a) Any member of the Guild may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a General Meeting of the Guild. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - i. states the name and membership number of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Guild may determine; and
 - iv. is delivered to the Guild in accordance with the Constitution and any instructions contained in the notice of the General Meeting to which they relate.
- (b) The Guild may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as :

- i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or real-time electronic voting) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Guild by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the Guild a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(8) Postal voting and electronic voting

- (a) The Guild may, if the Trustees so decide, allow the members to vote by post or electronic means to elect Trustees or to make a decision on any matter that is being decided at a General Meeting of the members.
- (b) The Trustees must appoint the Returning Officer to serve as a scrutineer to supervise the conduct of the postal/electronic ballot and the counting of votes.
- (c) If postal and/or electronic voting is to be allowed on a matter, the Guild must send to members of the Guild not less than 21 days before the deadline for receipt of votes cast in this way:
 - i. a notice by email, if the member has agreed to receive notices in this way under Section 23 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned electronically or post to the Guild, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form

containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Returning Officer for Guild of One-Name Studies CIO', at the Guild's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast electronically must require the member's name and membership number to be identified by the Returning Officer, and must be authenticated in the manner specified in the voting procedure.
- (f) Electronic votes must be accessed only by the Returning Officer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The Returning Officer must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a Trustee or other person overseeing admission to, and voting at, the General Meeting. A member who has cast a valid postal or electronic vote must not vote at the meeting. A member who has cast an invalid vote by post or electronically is allowed to vote at the meeting.
- (i) For postal votes, the Returning Officer must retain the internal envelopes (with the member's name and signature). For electronic votes, the Returning Officer must retain any part that includes the member's name. In each case, the Returning Officer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or electronically must be counted by the Returning Officer before the meeting at which the vote is to be taken. The Returning Officer must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and electronically and the number of votes received which were invalid.
- (k) The Returning Officer must not disclose the result of the postal/electronic ballot until after votes taken by hand or real-time electronic voting at the meeting have been counted. Only at this point shall the Returning Officer declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

- (l) Following the final declaration of the result of the vote, the Returning Officer must provide to a Trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or electronic ballot must be referred initially to a panel set up by the Trustees, to consist of two Trustees and two persons independent of the Guild. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

(9) Adjournment of General Meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Section 13 Charity Trustees

(1) Functions and duties of Trustees

The Trustees shall manage the affairs of the Guild and may for that purpose exercise all the powers of the Guild. It is the duty of each Trustee:

- (a) to exercise his or her powers and to perform his or her functions as a Trustee of the Guild in the way he or she decides in good faith would be most likely to further the purposes of the Guild; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a Trustee of the Guild in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for Trusteeship

- (a) Every Trustee must be a member of the Guild or a First Trustee as stated in Schedule 1.
- (b) No one may be appointed as a Trustee of the Guild:
 - i. if he or she is under the age of 16 years; or

ii. if he or she would automatically cease to hold office under the provisions of sub-clause (1)(f) of Section 16 (Retirement and removal of Trustees).

(c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.

(3) Number of Trustees

(a) There should be no more than nine elected Trustees. The Trustees so elected may co-opt additional Trustees, but no more than to bring the total number of Trustees to eleven.

(b) There must be at least three Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.

(c) The maximum number of Trustees that can be appointed is as provided in sub-clause (a) of this clause. No Trustee appointment may be made in excess of these provisions.

(4) First Trustees

The First Trustees are those named in Schedule 1.

Section 14 Appointment of Trustees

(1) Elected Trustees

(a) At the first Annual General Meeting of the members of the Guild all the First Trustees shall retire from office.

(b) At every subsequent Annual General Meeting of the members of the Guild, one third of the elected Trustees shall retire from office. If the number of elected Trustees is not three or a multiple of three, then the number nearest to one third shall retire from office, but if there is only one Trustee, he or she shall retire.

(c) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(d) The vacancies so arising may be filled by the decision of the members voting in accordance with the provisions of sub-clause (8) of Section 12 (Postal voting and electronic voting) prior to the Annual General Meeting.

- (e) If there are no more nominations to become elected Trustees as there are vacancies, all such candidates shall be declared elected unopposed and no postal voting shall be held.
- (f) If there are more candidates than vacancies for elected Trustees, then an election, managed by the Returning Officer, shall be held in accordance with any relevant Rules and Procedures in which every member has one vote, the results of which shall be announced at the Annual General Meeting.
- (g) Elected Trustees shall start their appointment at the conclusion of the Annual General Meeting.
- (h) A person so appointed by the members of the Guild shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause.

(2) Co-opted Trustees

- (a) The Trustees may at any time decide to co-opt a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with Section 16 (Retirement and removal of Trustees), or as an additional Trustee required to cover any skills shortage, provided that the limit specified in Clause (3) of Section 13 (Number of Trustees) would not as a result be exceeded.
- (b) A person so appointed by the Trustees shall retire at the conclusion of the Annual General Meeting next following the date of his or her appointment, and shall not be counted for the purpose of determining which of the elected Trustees is to retire by rotation at that meeting.

Section 15 Information for new Trustees

The Trustees will make available to each new Trustee, on or before his or her first appointment:

- (a) a copy of this Constitution and any amendments made to it; and
- (b) a copy of the Guild's latest Trustees' Annual Report and statement of accounts.

Section 16 Retirement and removal of Trustees

(1) A Trustee ceases to hold office if he or she:

- (a) retires by notifying the Guild in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Trustees from three consecutive Trustee Meetings or all their meetings held within a period

of six months, whichever is the shorter period, and the Trustees resolve that his or her office be vacated;

- (c) dies;
- (d) in the written opinion, given to the Guild, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (e) is removed by the members of the Guild in accordance with clause (2) of this Section;
- (f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- (g) is no longer a member of the Guild.

(2) A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a General Meeting of the members called for that purpose and properly convened in accordance with Section 12 (General Meetings of members), and the resolution is passed by a two thirds majority of votes cast at the meeting.

(3) A resolution to remove a Trustee in accordance with this Section shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Guild.

Section 17 Reappointment of Trustees

Any person who retires as a Trustee by rotation or by giving notice to the Guild is eligible for reappointment. A Trustee who has been elected to serve as a Trustee on three consecutive occasions and has served as a Trustee continuously for at least eight years shall not put his or her name forward for election for a fourth term but may be reappointed after an interval of at least ten months.

Section 18 Taking of decisions by Trustees

Any decision may be taken in accordance with any relevant Rules and Procedures either:

- (1) at a Trustee Meeting; or
- (2) by a resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the

majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that:

- (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Trustees; and
- (b) the majority of all of the Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Trustees have previously resolved, and delivered to the Guild at its principal office or such other place as the Trustees may resolve within 28 days of the circulation date.

Section 19 Delegation by Trustees

- (1) The Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
 - (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

Section 20 Meetings and proceedings of the Trustees

(1) Calling meetings

- (a) The Trustees shall meet at least three times a year.
- (b) Any Officer may call a Trustee Meeting.
- (c) Subject to this clause and Section 18 (Taking of decisions by Trustees), the Trustees shall decide how their meetings are to be called, and what notice is required.

(2) Officers and chairing of meetings

- (a) The Trustees shall select four of their number to be designated Officers, namely Chairman, Vice-Chairman, Secretary and Treasurer and may at any time revoke such appointment. Should an Officer position fall vacant, the Trustees may appoint one of their number to that post, including any new Trustee appointed under clause (2) of Section 14.
- (b) The Chairman shall chair all Trustee Meetings. If the Chairman is unable to chair the meeting, the Vice-Chairman shall chair the meeting and failing this, the Trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 60% of the number of Trustees, rounded to the nearest whole number, or two Trustees, whichever is larger, or such larger number as the Trustees may decide from time to time. Amongst the Trustees forming a quorum, there shall be at least two Officers. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a Trustee Meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- (d) All proceedings shall comply with any relevant Rules and Procedures

(4) Participation in Trustee Meetings by electronic means

- (a) A Trustee Meeting may be held by suitable electronic means agreed by the Trustees. In such meetings each participant must be able to communicate with all the other participants.
- (b) Any Trustee participating at a Trustee Meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Trustee Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes. All relevant Rules and Procedures shall apply.

Section 21 Saving provisions

- (1) Subject to clause (2) of this Section, all decisions of the Trustees, or at Trustee Meetings, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Clause (1) of this Section does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for clause (1) of this Section, the resolution would have been void, or if the Trustee has not complied with Section 8 (Conflicts of interest).

Section 22 Execution of documents

- (1) The Guild shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the Trustees.
- (3) If the Guild has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two Trustees.

Section 23 Use of electronic communications

(1) General

The Guild must comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) Communications to the Guild

Any member or Trustee of the Guild may communicate electronically with the Guild to an address specified by the Guild for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Guild. The method of authentication shall be in accordance with any relevant Rules and Procedures.

(3) Communications by the Guild

(a) Any member or Trustee of the Guild, by providing the Guild with his or her email address or similar, is taken to have agreed to receive communications from the Guild in electronic form at that address, unless the member has indicated to the Guild his or her unwillingness to receive such communications in that form.

(b) The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- i. provide the members with the notice referred to in clause (3) of Section 12 (Notice of General Meetings);
- ii. give Trustees notice of their meetings in accordance with clause (1) of Section 20 (Calling meetings);
- iii. submit any proposal to the members or Trustees for a decision in accordance with the Guild's powers under Section 11 (Members' decisions), the provisions for postal and electronic voting under clause (8) of Section 12, or the provisions for the appointment of Trustees in sub-clause (1)(d) of Section 14.

(c) The Trustees must:

- i. take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal; and
- ii. send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form.

Section 24 Keeping of registers

The Guild must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

Section 25 Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers made by the Trustees;
- (2) appointments of Postholders made by the Trustees;
- (3) formation of committees by the Trustees;
- (4) proceedings at General Meetings of the Guild including;
 - (a) the names of all those present at the meeting;
 - (b) the Resolutions put and whether each Resolution is carried or not; and
 - (c) all other decisions made;
- (5) meetings of the Trustees and committees of the Trustees including:
 - (a) the names of all those present at the meeting;
 - (b) the decisions made at the meetings;
 - (c) where appropriate, the reasons for the decisions; and
 - (d) any future actions to be taken;
- (6) decisions made by the Trustees otherwise than in meetings.

Section 26 Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.
- (2) The annual report and statements of accounts shall be approved by the Trustees and made available to all Guild members.
- (3) The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Guild, within 10 months of the financial year end.
- (4) The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Guild entered on the Central Register of Charities.

Section 27 Rules and Procedures

The Trustees may from time to time make such reasonable and proper Rules and Procedures as they may deem necessary or expedient for the proper conduct and

management of the Guild, but such Rules and Procedures must not be inconsistent with any provisions of this Constitution. Copies of any such Rules and Procedures currently in force must be made available to any member of the Guild on request and sent within 28 days of the request being received.

Section 28 Disputes

If a dispute arises between members of the Guild about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Disputes shall be resolved by the application of any Complaints Procedure made under any relevant Rules and Procedures.

Section 29 Amendment of Constitution

As provided by sections 224-227 of the Charities Act 2011:

- (1) This Constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the Guild; or
 - (b) by a resolution passed by a 75% majority of votes cast at a General Meeting of the members of the Guild called in accordance with Section 12 (General Meetings of members).
- (2) Any alteration of Section 4 (Objects), Section 30 (Voluntary winding up or dissolution), this Section, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Guild or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the Constitution, together with a copy of the Guild's Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

Section 30 Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Guild may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Guild can only be made:

- (a) at a General Meeting of the members of the Guild called in accordance with Section 12 (General Meetings of members), of which not less than 14 days notice has been given to those eligible to attend and vote:
 - i. by a resolution passed by a 75% majority of those voting, including any proxy or postal votes; or
 - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the General Meeting; or
 - (b) by a resolution agreed in writing by all members of the Guild.
- (2) Subject to the payment of all the Guild's debts:
- (a) Any resolution for the winding up of the Guild, or for the dissolution of the Guild without winding up, may contain a provision directing how any remaining assets of the Guild shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Guild shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes which are the same or similar to those of the Guild.
- (3) The Guild must observe the requirements of the Dissolution Regulations in applying to the Commission for the Guild to be removed from the Register of Charities, and in particular:
- (a) the Trustees must send with their application to the Commission:
 - i. a copy of the resolution passed by the members of the Guild;
 - ii. a declaration by the Trustees that any debts and other liabilities of the Guild have been settled or otherwise provided for in full; and
 - iii. a statement by the Trustees setting out the way in which any property of the Guild has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Guild, and to any Trustee of the Guild who was not privy to the application,
- (4) If the Guild is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Section 31 Registrations of surnames

- (1) Members may apply to register the surnames and variants which are the subject of a one-name study. Registration shall be made in accordance with any relevant Rules and Procedures.

- (2) All surnames and variants registered by current members shall be published in a register in such a way that reference may be made to the members who have registered them.

Section 32 Patron, President and Vice-Presidents

Guild members shall be empowered to appoint a Patron, President and a maximum of four Vice-Presidents for a period of five years in accordance with Rules and Procedures. Such honorary appointees, if not already members of the Guild, shall be deemed to become members. No Patron, President or Vice-President may be a Trustee.

Schedule 1 First Trustees

The First Trustees are as follows:

Kim Baldacchino
Marie Byatt
Tracy Care
Stephen DGLISH
W Paul Featherstone
Julie Goucher
Christopher Gray
John B Lisle
Karen Rogers