



THE CATHOLIC RECORD SOCIETY

British Catholic History

Charity No. 313529

CONSTITUTION

1. **Name.** The name of the Society is THE CATHOLIC RECORD SOCIETY.
2. **Object and Powers.** The Object of the Society is the advancement of education in the history of Roman Catholicism in the British Isles since the Reformation. In furtherance of the Object but not further or otherwise the Society may:
 - (a) promote and carry out or assist in promoting and carrying out research, surveys and investigations, and publish the useful results of such research, surveys and investigations.
 - (b) arrange and provide for or join in arranging and providing for the holding of conferences, exhibitions, meetings, lectures, classes, seminars and training courses.
 - (c) collect and disseminate information on all matters affecting the Object and exchange such information with other bodies having a similar or like Object whether in this country or overseas.
 - (d) undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Society.
 - (e) procure to be written and print, publish, issue and by whatever means as shall further the Object.
 - (f) purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the Object and construct, maintain and alter any buildings or erections necessary for the work of the Society.
 - (g) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the

Society.

(h) accept gifts and borrow or raise money for the Object on such terms and on such security as shall be thought fit.

(i) procure contributions to the Society by personal or written appeals, public meetings or otherwise.

(j) invest the money of the Society not immediately required for the Object in or on such investments, securities or property as the Trustees may in their absolute discretion think fit so that they shall have the same powers of investing and transposing investments as if they were beneficially entitled to such money.

(k) do all such other lawful and charitable deeds, acts and things as are necessary for the attainment of the Object.

3. Management.

3.1 The Trustees

The Charity shall be managed by a Council of Trustees ('The Council') who are elected at the Annual General Meeting (AGM) of the Society. The Council are the Trustees for the Society in accordance with Charity Law.

In addition the Council may appoint any person who is willing to act as a Trustee (see Clause 3.4 below).

There shall be no fewer than SIX and no more than TWELVE Trustees.

3.2 Officers

The following Officers will be appointed by the Council from among their number:

3.2.1 Chair

3.2.2 Vice Chair

3.2.3 Secretary

3.2.4 Treasurer

The Chair of the Council shall be elected for a term of four years at the first meeting of the Council after the office has fallen vacant. In the event of his or her term of office as an ordinary member of Council ceasing during that time, he or she will be co-opted as a member of Council until such time as his or her time as Chair ceases, whereupon a fresh election to the Chair will be made by Council following the election of members to Council at the Annual General Meeting, in the ordinary way.

3.3 Council Meetings

At meetings of the Council ONE THIRD of Trustees shall form a quorum and the Council may act notwithstanding any vacancies in its number.

Questions arising at any meeting of the Council shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

The Council shall meet FOUR times a year. At least TWO meetings a year shall normally be held in person, the others may be conducted by means of remote electronic communication, subject to such conditions (including conditions as to voting) as the Council (of whom at least TWO shall be officers) may determine).

3. **Election of Council** (Trustees)

3.4.1 Up to NINE Trustees will be elected at the AGM and serve for a term of THREE years. They will be eligible for re-election for up to two further terms (that is NINE years in total). Trustees must be members of the Society.

3.4.2 Nominations for Elected Members of Council shall be sent by members of the Society, by post or by email, to the Secretary to be received not later than thirty days before the A.G.M. A nomination must be signed by a proposer and a seconder (both of whom must be members or honorary members of the Society) and countersigned by the nominee so as to confirm his or

her willingness to serve on the Council.

3.4.3 In addition THREE members will be appointed by the elected Trustees to serve as:

Editor of the CRS Volumes Series

Editor of the British Catholic History Journal (BCH) (in consultation with the BCH Board)

A Member of the BCH Editorial Board (in consultation with the BCH Board)

The appointed Trustees will be members of CRS and selected for their expertise. They will serve as Trustees for as long as they hold the role. They will also be subject to the provision in Clause 3.5

3.5 Disqualification and Removal of Trustees

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

3.5.1 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

3.5.2 ceases to be a member of the charity;

3.5.3 in the written opinion, given to the charity, 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;

3.5.4 resigns as a Trustee by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); notice of resignation should be given THREE months before the next AGM, except in cases of illness or

3.5.5 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

4. Appointment of Committees of the Council

4.1 The Council shall appoint the following committees for the delivery of the Society's activities:

- 4.1.1 Finance Committee
- 4.1.2 Conference Committee
- 4.1.3 Awards Committee
- 4.1.4 Membership and Communications Committee
- 4.1.5 Publications Committee

4.2 Each committee shall consist of TWO Trustees, one of whom shall be appointed chair of the committee. The Council will have the power to co-opt on to the committees other members of the Society, who are not Trustees, selected for their specialist skills.

4.3 Each committee will convene at least two meetings a year, electronically or in person, at the determination of the relevant chair or at the request of the Chair of Council. Minutes of committee meetings will be kept and reported to the Council.

4.4 Terms of reference for each committee will be agreed by the Council.

4.5 The Chair of Council has the authority to call a meeting of any committee at his or her discretion, or to attend any committee meeting if requested to do so by the chair of that committee.

5. The British Catholic History Journal Editorial Board

In addition to the Council's own committees, the British Catholic History Journal Editorial Board shall include TWO Trustees (one of whom is the Journal Editor). The Editorial Board will propose the Journal Editor and additional Trustee.

6. President, Vice-Presidents and Patrons.

6.1 The Council may appoint a President of the Society. The position is honorific and carries no responsibility for the financial management or administration of the Society. The Council may at any time terminate such appointments.

6.2 The Council may appoint honorary life members of the Society in recognition of their contribution to the Society and its work.

6.3 The Council shall use its best endeavors to retain a member of the Catholic Bishops Conference of England and Wales [CBCEW] as Patron of the Society at all times.

7. Membership.

7.1 Full membership of the Society shall be open to:

(a) individuals of 16 years and over who are interested in furthering the work of the Society and who have paid the annual subscription as fixed from time to time by the Council.

(b) national, international and local voluntary organisations including libraries, learned societies, diocesan archives and religious communities or houses which are interested in furthering the work of the Society and have paid the annual subscription as fixed from time to time by the Council.

7.2 Each member organisation may appoint one individual person to represent it and vote on its behalf at general meetings of the Society. In the event of such individual person resigning or otherwise leaving that organisation he or she shall immediately cease to be a representative of such organisation.

7.3 The Council shall have the right for good and sufficient reason to terminate the membership of any individual member, honorary member or organisation provided that the member concerned or the individual representing an organisation (as the case may be) shall

have the right to be heard by the Council before a final decision is made.

8. Membership Subscriptions.

8.1 Subscriptions shall be payable by members in advance on 1 April for each financial year beginning on that date ('the Accounting Year') and shall be of such amounts and shall carry such entitlements to publications issued by the Society or to such other benefits as shall from time to time be determined by the Council.

8.2 Notice of any alteration in the amount of or the benefits carried by any subscription shall be given to the members affected thereby not later than 1 February immediately preceding the Accounting Year in respect of which such alteration is first to take effect.

8.3A member whose subscription is one year in arrear shall cease to be a member and shall not be eligible for re-admission to membership until all arrears have been paid.

8.4 In applying for membership to the Society a member shall be deemed to have consented to the holding by the Society on its computer of his or her name, address, email address, phone number and subscription details provided always that on ceasing to be a member such information shall be removed by the Society from its records.

9. Membership Resignations. Any member may resign his or her membership by giving the Membership Secretary notice in writing to that effect. Every such notice shall take effect on 31 March next following receipt thereof.

10. General Meetings.

10.1 An AGM. of the Society (of which at least thirty days notice shall have been given) shall be held in each year.

10.2 An Extraordinary General Meeting may be called at any time either by the Council or by not less than fifty members of the Society provided that:

at least thirty days notice shall have been given to members and such notice shall state

the object of the meeting.

10.3 Both Annual and Extraordinary General Meetings will normally be chaired by the Chair of the Trustees or the President or Patron of the Society.

10.4 Subject as hereinafter provided, votes at any general meeting shall be exercisable only by members present in person or, in the case of organisations, by their duly authorised representatives present in person. Each member shall have one vote and in the case of any equality of votes the chairman of the meeting shall have a second or casting vote.

10.5 The Council shall be empowered to make regulations, if it thinks fit, for enabling members unable to be present at a meeting to vote by proxy or in writing.

10.6 Any business of the Society that would normally be conducted by some or all of the membership meeting in person may also be conducted by means of remote electronic communication, subject to such conditions (including conditions as to voting) as the Council may determine.

11. Finance and Audit.

11.1 The Treasurer shall keep proper records of the finances and the accounts of the Society.

11.2 The Treasurer's accounts for each financial year of the Society ending on 31 March are to be subject to an Independent Examination in accordance with UK Charity Law by a person (who may or may not be a member of the Society) appointed by the Council for that purpose.

12. Property.

The property of the Society shall be held by the Trustees and such property and the income of the Society shall be applied solely to the Object of the Society and no part thereof shall at any time be applied for any purpose which is not a lawful charitable purpose: provided however

that payment may be made to any officer or servant of the Society in reimbursement of any expenses incurred by him or her directly and exclusively in furtherance of the Object of the Society and of reasonable remuneration for services performed by him or her on behalf of the Society.

13. Dissolution.

If the Society is to be dissolved it shall, before dissolution and after discharging or providing for its liabilities (if any), procure that its surplus assets (if any) are effectively settled upon charitable trusts having an Object similar to the Object of the Society and in default thereof upon charitable trusts for the advancement of the Roman Catholic religion.

14. Amendment of Constitution.

This Constitution may be altered by resolution at an annual or extraordinary general meeting provided that:

14.1 notice of any such proposed alteration shall have been received by the Secretary in writing not less than fifty-two clear days before the meeting at which the alteration is to be brought forward.

14.2 no such resolution shall be deemed to have been passed unless it shall have been carried by a majority of not less than two-thirds of the members voting thereon.

14.3 no alteration shall be made which would have the effect of causing the Society to cease to be a charity at law.

14.4 no alteration shall be made to the Object of the Society as defined in Clause 2 hereof without the prior written approval of the Charity Commission for England and Wales.

15. Interpretation.

For the interpretation of this Constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament. Subject thereto the Council shall be the sole

authority for the interpretation of this Constitution and the decision of the Council on any question of interpretation or upon any matter affecting the Society and not provided for in this Constitution shall be binding on the members.

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Amended at the Annual General Meeting held on 23 July 2024