



# CUMBERLAND AND WESTMORLAND ANTIQUARIAN AND ARCHAEOLOGICAL SOCIETY

Registered Charity No. 227786

Revised Rules, 2008, 2012 and 2017

*The text set out below was approved by a quorate Annual General Meeting of the Society held on 5 April 2008.*

*Clause 18(1) (Subscriptions) was varied by a quorate Annual General Meeting held on 14 April 2012.*

*Clause 3(2) (Associate membership) was varied by a quorate Annual General Meeting held on 8 April 2017*

## Name

1. The proper title of the Society shall be "THE CUMBERLAND AND WESTMORLAND ANTIQUARIAN AND ARCHAEOLOGICAL SOCIETY". The Society may also be represented by another name in circumstances determined by the Council from time to time.

## Objects

2. The objects of the Society shall be to promote, encourage, foster and co-ordinate the study of archaeology, history, genealogy, customs and traditions with special reference to the County of Cumbria, which now includes the historic counties of Cumberland and Westmorland and Lancashire North of the Sands and the Sedbergh district of Yorkshire.

## Membership of the Society

3. (1) Membership of the Society shall be open to any individual, body corporate or unincorporated association (including for the avoidance of doubt any library or museum) interested in furthering the objects who has paid the annual subscription (if any) appropriate to the member's class of membership, provided that the Council may for good reason reject any application.

(2) Membership shall comprise ordinary, family, life, honorary and associate members, and fellows. Associate members shall be those who are able to satisfy the Membership Secretary that they are (and continue to be) in full time education or in part-time education and registered for study towards a recognised academic qualification. Members under the age of 18 years shall have no vote. Every other member shall have one vote.

(3) Any body corporate or unincorporated association may appoint an individual to represent it and to vote on its behalf, and may appoint an alternate representative to replace its appointed representative at any meeting of the Society which its appointed representative is unable to attend. Each member organisation shall notify the name of its representative and of any alternate representative to the Secretary of the Society. If such representative or alternate representative resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to represent the member organisation. Representatives shall be eligible for election as Officers and for elective membership of the Council.

## The Council: Function and powers

4. (1) The management of the Society and its property shall be vested in a Council whose members shall be the Trustees of the Society.
- (2) In furtherance of the objects but not otherwise the Council may exercise the following powers:
- (a) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - (b) power to buy, take on lease or in exchange or hire any property necessary for the achievement of the objects and to maintain and equip it for use;
  - (c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
  - (d) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
  - (e) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
  - (f) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
  - (g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (h) power to do all such other lawful things as are necessary for the achievement of the objects.

## The Council: Membership

5. (1) The Council shall comprise the Principal Officers (namely the President, the General Secretary and the Treasurer), up to six Vice-presidents, such other Officers of the Society as the Council may determine and the Annual General Meeting may ratify from time to time, such Past Presidents as shall choose to be full members of the Council, the Chairmen of the Society's Committees, one representative of each affiliated Group, twelve members elected by the Annual General Meeting (three of whom shall be elected in each year and each of whom shall serve for four years), and not more than three co-opted members.)

(2) Past Presidents who are not full members of the Council may attend and speak at Council Meetings but may not vote. Each may exercise their choice to be full members once only.

(3) A Secretary of a Committee of the Society may attend Council meetings in the place of the Chairman, with the same powers as the Chairman.

## Council: Responsibilities and qualifications of members

6. (1) No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a Trustee for the Society) or receive remuneration or be interested (other than as a member of the Council) in any contract entered into by the Council; provided that any member of the Council who is a solicitor, accountant or other person engaged in a profession may charge and be paid all usual professional charges for business done by that member or his or her firm when instructed by the other members of the Council to act in a professional capacity on behalf of the Society, so long as at no time shall a majority of members of the Council benefit under this provision,

and so long as a member of the Council shall withdraw from any meeting at which the instruction or remuneration of that member or his or her firm is under discussion.

(2) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(3) No-one shall be appointed to the Council who is aged under 18 or who would if appointed be disqualified under the provisions of the next paragraph of this Rule.

(4) A member of the Council shall cease to hold office if that member:

(a) is disqualified by section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

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

(c) is absent without the permission of the Council from more than two consecutive meetings and the Council resolves that his or her place be vacated;

(c) notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

## Honorary Officers

7. (1) The Principal Officers of the Society shall be a President, a General Secretary and a Treasurer.

(2) Other Officers shall include not more than six Vice-Presidents, one or more Editors of Transactions, a Membership Secretary, a Librarian and an Auditor or Independent Examiner, and the Chairman of each of the Society's Committees, who shall take office from the conclusion of the meeting at which they are appointed, subject to re-election at the next Annual General Meeting.

(3) There shall be such further Officers as the Council may from time to time determine, who shall be appointed by the Council, and who shall take office from the time of their appointment, for periods specified by the Council in each case.

## Elections of Officers

8. The Officers of the Society under 7(1) and 7(2) shall retire at the Annual General Meeting each year but shall be eligible at that meeting for re-election to their respective offices or for election to other offices, provided that no person shall hold the office of President for more than three consecutive years, and no other Officers shall normally hold their offices for more than five consecutive years.

## Nomination of members of Council

9. Nominations for the Officers and elective members of the Council may be made:

(a) by the Council in a list sent to each member of the Society at least one calendar month before the Annual General Meeting;

(b) by any two members of the Society (other than associate members) by notice in writing accompanied by the written consent of the nominee sent to the Secretary at least fourteen days before the Annual General Meeting.

## Casual Vacancies among Council members

10. The Council may fill or cause to be filled any vacancy among its members which may arise during the year, but any member filling such a casual vacancy must be duly nominated and elected if his or her role is to continue after the next Annual General Meeting.

## Honorary Members and Fellows

11. (1) The Council may nominate for election at a General Meeting as an Honorary Member any person who has or is performing outstanding administrative or equivalent service to the Society.

(2) The Council may nominate for election at a General Meeting as a Fellow any member who has done distinguished academic work within the objects of the Society

(3) Honorary members and Fellows shall not be liable for payment of subscriptions but shall have all the rights and privileges of ordinary members.

## Patrons

12. The Council may nominate for election at a General Meeting as Patrons of the Society the Bishop of Carlisle, the Lord Lieutenant for the time being of the County of Cumbria, or such other persons of distinction as the Meeting may deem worthy of the honour.

## Meetings of Council

13. (1) The Council shall meet at least once a year.

(2) A meeting may be convened at any time by the Secretary at the direction of the President or on the written requisition of six members of the Council.

(3) Six members present shall constitute a quorum.

(4) Every question shall be decided by a majority of votes, and in the case of equal voting, the chairman of the meeting shall have a second or casting vote.

(5) The President shall take the chair at meetings of the Council: in the President's absence, the chairman shall be a Vice-President nominated by the President, or in default of nomination elected by the Council.

(6) The agendas of Council meetings shall distinguish between items which are for discussion and those which are for report.

## Committees

14. (1) The Council may appoint one or more committees consisting of such Officers and members of the Council and such other members of the Society and with such rules and terms of reference as the Council shall determine for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.

(2) There shall be a Standing Committee comprising the President, the Vice-Presidents, the General Secretary and the Treasurer. The duties of the Standing Committee shall be to act on behalf of the Council between meetings (provided that the Standing Committee may only act within the limits

of policy already determined by the Council) and to prepare draft policy decisions for consideration by the Council. The Standing Committee shall report at each Council meeting on any action it has so taken.

(3) Any committee may fill any vacancy among its members which may arise during the year, but any member filling such a casual vacancy must be duly nominated and elected if his or her role is to continue after the annual review of Committees by the Council.

## Affiliated Groups

15. (1) The General Meeting of the Society may approve the formation and affiliation of other groups, and may withdraw such approval.

(2) Groups shall exist for the same or substantially similar objects to those of the Society and shall work together with the Society to their mutual advantage in such ways as may be agreed between the Society and the Groups from time to time.

(3) Groups shall include the words, 'Affiliated to the Cumberland and Westmorland Antiquarian and Archaeological Society' on their letterheads and other promotional material.

(4) Each Group shall nominate its chairman or other representative to sit on the Council of the Society. Such representative must be a member of the Society.

(5) Groups shall be unincorporated associations or companies limited by guarantee with their own rules. The Society's Charitable Registration does not apply to them.

(6) The objects clause in the rules of an affiliated Group and any amendment of it must be approved by the Council.

(7) Groups shall pay such affiliation fees to the Society as the Annual General Meeting shall agree from time to time, providing always that the fee shall not be less than £10.

(8) Groups shall report annually to the Council.

(9) Groups shall be responsible for their own finances, and shall provide an annual report to the Council.

## Property

16. (1) The title to all land held by or in trust for the Society and all investments held by or on behalf of the Society shall be vested in not fewer than two holding Trustees who shall be appointed at a General Meeting of the Society. Holding Trustees shall act only in accordance with the lawful directions of the Council and provided they do so they shall not be liable for the acts and defaults of its members.

(2) Notwithstanding the previous sub-paragraph, the Council may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such stockbroking company) as nominee for the Council, and may pay such nominee reasonable and proper remuneration for so acting.

(3) The Council shall have the power to invest money and transpose investments with the same unrestricted freedom in its choice of investments as if it was an absolute owner beneficially entitled, provided that the advice of a competent and independent banker, accountant or stockbroker shall be sought upon any investment.

## Receipts and Expenditure

17. The funds of the Society from whatever source derived shall be applied solely towards the objects of the Society set out in Rule 2. No portion whatever shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Society, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to an employee of the Society, reimbursement to any member of the Society of expenses incurred in the Society's business, or payment of charges in accordance with rule 5(1).

## Subscriptions

18. (1) Subscriptions shall be such amounts as are agreed by the members at the Annual General Meeting. The subscription of family members shall be paid in one sum by one of the family. Ordinary and family members who have paid fifty annual subscriptions may thenceforth no longer pay a subscription. A composition of twenty times the annual subscription may be paid for life membership.

(2) All subscriptions shall normally be paid in advance on the First day of July in each year.

## Benefits of membership

19. Every member shall be entitled to admission to all meetings and excursions of the Society and to introduce visitors, subject to availability of space.

## Entitlement to publications

20. (1) Every member other than one who subscribes as an additional family member shall be entitled to receive free of charge a copy of the Transactions and Newsletter of the Society, provided that the member's subscription (if applicable) for the year of publication has been paid.

(2) The Council shall determine the charges to be made for any publications other than Transactions.

## Removal of members

21. The Council may by two-thirds majority of those present and voting, and for good reason (including non-payment of subscription), terminate any membership, provided that the member concerned shall have the right to be heard (accompanied by a friend) by or to submit his or her case in writing to the Council, before any final decision is made, and for this purpose such member shall be entitled to receive not less than fourteen day's notice of such meeting..

## Resignation of members

22. Any member of the Society may resign his or her membership by giving notice in writing to the Membership Secretary.

## Annual General Meeting

23. (1) The Annual General Meeting of the Society shall be held on such a date in each year as the Council may determine. One calendar month's notice shall be given, including the agenda of the meeting.

(2) The business at such meeting shall be the election of the Officers and elective members of the Council, the approval of the report of the Council and the passing of the accounts for the preceding year, appropriate notices, and any other competent business submitted by the Council or of which notice in writing shall have been given to the General Secretary by any two members of the Society not less than fourteen days prior to the meeting.

## Extraordinary General Meetings

24. An Extraordinary General Meeting may be summoned at any time by the General Secretary on instructions from the Council or at the request in writing of not fewer than twelve members of the Society. Not less than fourteen days' notice shall be given in writing to members and the notice must specify the business to be transacted. An Extraordinary General Meeting shall be competent to deal only with the business for which it is called.

## General Meetings: Chairmanship and Quorum

25. (1) The chairman of a General Meeting shall be the President but in the absence of the President one of the Vice-Presidents elected by the majority of all those members present, failing whom any member so elected.

(2) There shall be a quorum when at least twelve members of the Society are present at a General Meeting.

## Notices

26. Any notice required to be served on any member of the Society shall be in writing and shall be served by the General Secretary or the Council on the member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

## Alteration of the Rules

27. (1) These Rules, or any of them, may, subject as hereinafter provided, be added to, repealed, or amended, by resolution passed by at least two-thirds of the members present and voting at any General Meeting, provided that the nature of the proposed alteration is stated in the notice convening the meeting.

(2) Notwithstanding the foregoing sub-paragraph, no amendment may be made which would have the effect of making the Society cease to be a charity at law, and no amendment may be made to paragraphs 1 (name), 2 (objects), 5(1) (personal interests of members of Council), 28 (dissolution) or this paragraph without the prior consent in writing of the Charity Commission.

(3) The Council shall promptly send to the Charity Commission a copy of any amendment made under this clause.

## Dissolution

28. If the Council decides that it is necessary or desirable to dissolve the Charity it shall call an Extraordinary General Meeting of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by at least three-quarters of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Society shall be sent to the Charity Commission.