

## NEW CONSTITUTION OF THE WALPOLE SOCIETY

2024

*(as printed in vol. LXXXVI, pp 000)*

To be approved at the A.G.M.of The Walpole Society on 29 October 2024

### 1. NAME

The name of the Society, which was founded in 1911, is THE WALPOLE SOCIETY

### 2. OBJECTS

The objects of the Society are

- (a) to provide for the publication of materials for the study of the history of British art
- (b) to publish so far as is practicable an annual volume containing original documents and results of research in the history of British art.

### 3. MEMBERSHIP

Membership is open to all who wish to further the objects of the Society.

It shall consist of various classes as agreed by the Committee from time to time and details of which shall be published on the website.

### 4. SUBSCRIPTIONS

Subscription levels are published on the website and may be changed at an Annual General Meeting on resolution from the Executive Committee. Members shall pay their subscription on the occasion of their joining and in every subsequent year. Members who do not pay their subscription in any year will not be entitled to any volume (or publication) published in that year. Membership shall lapse if a subscription is not paid when it falls due.

### 5. EXECUTIVE COMMITTEE

The Society is a registered charity (no.270280) regulated by the Charity Commission for England and Wales. Its Trustees are the members of the Society's Executive Committee who manage the affairs of the Society, administer its funds and assets within the framework of any general policies agreed at the Annual General Meeting and comply with relevant laws and regulations.

The Committee shall consist of: the Chairperson, the Treasurer, the Secretary and the Editor, all of whom shall be elected at an Annual General Meeting and shall serve for five years, and be eligible for subsequent re-election, and no fewer than four and no more than five other members who shall normally serve for five years, all of whom shall be elected at an Annual General Meeting. Election shall be by majority of those present at the Annual General Meeting.

- a) All Executive Committee members (the Trustees) must be members of the Walpole Society.

- b) The Executive Committee may co-opt any member of the Society to become Committee member and if needed, the Chairperson may appoint temporary Officers. Any such *ad hoc* appointment shall be confirmed or otherwise at the following Annual General Meeting.
- c) The Executive Committee or Sub-committees may invite any member of the Society to attend any of its meetings or confer with these committees in an advisory capacity only.

## 6. CONSULTATIVE COUNCIL

In addition to the Executive Committee there may be a Consultative Council, consisting of no more than twenty members. The role of the Council shall be purely advisory; the Council shall not meet as a body, but individual members may be consulted by the officers of the Society as need arises. Members of the Council shall not be elected but shall be appointed by invitation from the Chairperson of the Society after consultation with the Executive Committee. Membership of the Council shall not be for any fixed term, and may be combined with membership of the Executive Committee.

## 7. PRESIDENT

The President shall be elected at an Annual General Meeting and shall serve for life or until he or she resigns. The President shall not be a member of the Executive Committee, but shall preside at the AGM.

## 8. EXECUTIVE COMMITTEE PROCEDURES

The Chairperson of the Society shall take the chair at meetings of the Executive Committee; in his or her absence some other member present shall be elected as chairperson of the meeting. A quorum shall consist of four members, one at least of whom shall be the Chairperson, Treasurer, Secretary or Editor. The Executive Committee:

- a. shall meet normally four times a year. All decisions shall be taken by majority vote and in the case of a tie the Chair shall have a second or casting vote
- b. shall require minutes to be kept of its meetings
- c. shall, out of the funds of the Society, pay all proper expenses of administration and costs of publications, having set aside to a reserve or invested any sums that it considers appropriate
- d. may at its discretion invest the funds of the Society in any investment quoted on the London Stock Exchange or on any other recognised Stock Exchange, or in a Common Investment Fund duly authorised by the Charity Commission
- e. may make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or place of business in England or Wales) as the trustees' nominee; and may pay reasonable and proper remuneration to any corporate body acting as the trustees' nominee in pursuance of this sub-clause

- f. shall prepare an annual report and audited accounts which shall be published and sent to all members
- g. shall fix the remuneration of auditors
- h. shall establish sub-committees for particular purposes as necessary whose procedures, membership and periods of service thereon are agreed by the Committee.
- i. shall agree any other procedural rules or policies that it considers appropriate for the conduct of its own business.

## 9. POLICIES

The Society has policies to govern some of its procedures in accordance with UK legislation and Charity Commission guidance. These policies are reviewed annually by the Executive Committee and are published on the Society's website:

- a. A Conflict of Interests policy: a Register of Interests is to be kept up to date and disclosure of potential conflict made at the start of each Executive Committee meeting.
- b. A General Data Protection Regulation policy.
- c. Trustee Expenses policy. Payments to Trustees for performing services must be reasonable and in the Society's interests, agreed in writing and disclosed in our annual accounts. Trustees delivering a service for a benefit may not take part in decisions about making the agreement or about the acceptability of the services provided.
- d. Trustee Participation and Expectations. Trustees are expected to attend all trustee meetings; absent trustees should let the Chair know beforehand. Trustees are expected to read meeting papers in full before each meeting.
- e. Remote Working and Decision-Making. Meetings are face to face by default though a trustee may attend remotely (zoom or other video conference software) if they would otherwise find it difficult to participate. To be present remotely, trustees should be able to see & hear one another.

## 10. ANNUAL GENERAL MEETING

There shall be an Annual General Meeting in each calendar year, to be held not later than eight months after the end of the previous financial year.

The Annual General Meeting shall

- a. approve the minutes of the previous Annual General Meeting
- b. receive the Executive Committee's annual report
- c. approve the audited annual accounts
- d. elect the President, Chairperson, Treasurer, Secretary, Editor and members of the Executive Committee as appropriate
- e. approve the appointment of auditors

Notice of the Annual General Meeting shall be published not less than four weeks before the date fixed by the Executive Committee.

A quorum at the Annual General Meeting shall be seven members, and votes shall be decided by a majority of those present.

The President shall preside at the Annual General Meeting; should he or she be absent, the chair shall be taken by one elected from amongst those present.

#### 11. NOMINATIONS

At the meeting of the Executive Committee preceding the Annual General Meeting, the Executive Committee shall propose names of members to fill vacancies in its ranks for the following year. The Executive Committee's proposals shall be circulated with the notice convening the Annual General Meeting. Further nominations may be sent in writing, duly signed by the proposer and seconder, who must be members of the Society. These nominations must reach the Secretary not later than two weeks before the Annual General Meeting. Full lists of candidates to fill the vacancies in the Executive Committee will be placed before the Annual General Meeting and voted upon, the Chairperson having a second or casting vote.

#### 12. MOTIONS

Any motion for consideration at the Annual General Meeting proposed by the Executive Committee shall be circulated with the notice convening the Annual General Meeting. Notices of any further motions (which must be signed by ten members) for consideration at the Annual General Meeting must be received by the Secretary not less than two weeks before the date of the meeting.

#### 13. HONORARY VICE-PRESIDENTS

The names of members of the Society may be proposed by the Executive Committee to be elected as Honorary Vice-Presidents at the Annual General Meeting. There shall not be more than six Honorary Vice-Presidents at one time.

#### 14. EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meetings of the Society shall be called by the Executive Committee, or at the request in writing of twenty members of the Society.

#### 15. AMENDMENTS TO THE CONSTITUTION

The Constitution shall only be amended at an Annual General Meeting, and shall be amended only by a two-thirds majority of those members present and voting at such a meeting. The Secretary shall circulate any proposed amendments to members at the same time as sending out notices of the Annual General Meeting. No amendment may be approved the effect of which would be to cause the Society to cease to be a charity in law. No amendment may be made to clause two (2) of this constitution without the approval in writing of the Charity Commissioners. Any resolution proposing a new rule, or the alteration or repeal of an existing one, must be sent to the Secretary with the names of the proposer and seconder, at least two months previous to the Annual General Meeting. The Secretary must then cause the resolution to be printed on the notice convening the meeting.

## 16. COPYRIGHT

Authors grant to the Society an unrestricted right to print, distribute, and sell copies of their work, both to members of The Walpole Society and non-members, both in hard copy and electronic form.

## 17. SALE OF VOLUMES

The Society's publications shall not be sold to non-members without the consent of the Executive Committee. The Executive Committee shall have power to distribute free copies to contributors, to the press, or for complimentary reasons.

## 18. DISSOLUTION

In the event of the Society ceasing to exist, any funds remaining to its credit shall be given, as may be decided at an Annual General Meeting, to an appropriate charitable and learned organisation.

## 19. PREVIOUS CONSTITUTION

This constitution replaces the previous constitution, which was last reprinted on pages 393 to 396 of volume LX of *The Walpole Society*.