

CONSTITUTION OF THE WALPOLE SOCIETY

(as printed in vol.LX, pp.393-6)

Approved at the A.G.M.of The Walpole Society on 17 September 1997

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 two classes:

- (a) personal members in Britain and abroad
- (b) corporate members in Britain and abroad (societies, libraries, universities, colleges, businesses, firms or other institutions).

4 SUBSCRIPTIONS

Members shall pay such subscriptions as shall be determined at an Annual General Meeting on a resolution from the Executive Committee. Members shall pay their subscription on the occasion of their joining, and on 1 May in every subsequent year. Subscriptions for Corporate Members shall be set at a higher rate than those for individual members. 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 a year after it is due.

5 EXECUTIVE COMMITTEE

The Society shall elect an Executive Committee to manage the affairs of the Society and to administer its funds and assets within the framework of any general policies agreed at the Annual General Meeting. The Committee shall consist of:

- (a) the Chairman
- (b) the Honorary Treasurer
- (c) the Honorary Secretary
- (d) the Honorary 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

(e) eight members

All of whom shall be elected at an Annual General Meeting and shall serve for four years.

After every year two members shall retire, and shall not be eligible for re-election until the Annual General Meeting after the year in which they have retired by rotation. Election shall be by majority of those present at the Annual General Meeting. The Executive Committee may invite any member of the Society to attend any of its meetings in an advisory capacity; such invitees shall not have a vote at meetings. It may also co-opt any member to become a member of the Committee. In an emergency the Chairman may appoint temporary officers, whose appointment shall be confirmed by election at the next Annual General Meeting.

6 CONSULTATIVE COUNCIL

In addition to the Executive Committee there shall be a Council, consisting of not less than twelve members and not more than twenty-five. 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 Chairman 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 Annual General Meeting.

8 EXECUTIVE COMMITTEE PROCEDURES

The Chairman 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 chairman of the meeting. A quorum shall consist of four members, one at least of whom shall be the Chairman, Treasurer, Secretary or Editor.

The Executive Committee

(a) may fill casual vacancies occurring in its membership, and any person appointed to fill such a vacancy shall retire at the Annual General Meeting following his or her appointment but shall be eligible for re-election

(b) shall meet not less than twice a year; all decisions shall be taken by majority vote and in the case of a tie the Chairman shall have a second or casting vote

(c) shall require minutes to be kept of its meetings

(d) 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

(e) 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

(f) 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

(g) shall prepare an annual report and audited accounts which shall be sent to all members

(h) shall fix the remuneration of auditors

(i) shall establish sub-committees for particular purposes as necessary

(j) shall agree any other procedural rules that it considers appropriate for the conduct of its own business.

9 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, Chairman, 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 sent to members 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.

10 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 Chairman having a second or casting vote.

11 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.

12 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.

13 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.

14 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 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.

15 COPYRIGHT

The copyright in all articles and reproductions appearing in the Society's publications is vested in the Society, unless by arrangement it is shared with another body.

16 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.

17 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.

18 REVIOUS CONSTITUTION

This constitution replaces the previous constitution, which was last reprinted on pages 233 to 234 of volume LVIII of *The Walpole Society*.