

GUILD OF ONE-NAME STUDIES CONSTITUTION

1 NAME

This association of individuals shall be called the Guild of One-Name Studies, hereinafter the 'Guild'.

2 OBJECTIVES

The objectives of the Guild are:

- a) to advance the education of the public in one-name studies, this being defined for purpose of this Constitution as research into the genealogy and family history of all persons with the same surname and its variants,
- b) to promote the preservation and publication of the resultant data, and to maximise its accessibility to interested members of the public.

3 POWERS

3.1 In furtherance of the above objectives, but not further or otherwise, the Guild Trustees shall have the following powers:

- a) To promote the interests of individuals and groups of people who are engaged in one-name studies.
- b) To provide means to share, exchange and publish information about one-name studies
- c) To encourage and assist those interested in one-name studies by means of conferences, seminars, lectures, courses, discussions, meetings, projects, visits to relevant facilities and other appropriate means.
- d) To initiate, participate, co-ordinate and promote research on topics relevant to one-name studies and to publish or assist making available to the public, the useful results of such research.
- e) To provide and support library services for the use of Guild members and other interested persons.
- f) To prepare, produce and publish and sell or otherwise distribute in any appropriate format a Journal and other literature relevant to one-name studies.
- g) To maintain and publish a Register of the one-name studies registered by members.
- h) To co-operate with, affiliate with or join other charities, voluntary bodies and other institutions relevant to one-name studies, including the Federation of Family History Societies, the Society of Genealogists and similar organisations in the United Kingdom and elsewhere, to secure the widest possible public awareness of one-name studies.
- i) To ensure, by encouragement and the use of a written undertaking, that Guild members will deal with all reply-paid or e-mail enquiries about their registered surnames.
- j) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with all relevant statutory regulations;
- k) To set up, where deemed in the interests of the Guild, a separate corporate body or company to undertake trading activities associated with Guild activities.
- l) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves, issued as part of the Guild's Rules and Procedures as set out in Section 14.
- m) To obtain and pay for such goods and services as are necessary for carrying out the work of the Guild.
- n) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds 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.
- o) To do such other lawful things as are necessary for the attainment of the said objectives.

4 MEMBERSHIP

- 4.1 Membership shall be open to any individual with a declared interest in one-name studies on payment of a subscription, the amount to be determined by the Committee.
- 4.2 The Committee, or the Registrar acting on its behalf, may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Guild to refuse the application.
- 4.3 The Committee, or the Registrar acting on its behalf, may allow a membership (with any associated registrations) to be transferred to another person, subject to the permission of the present member or their legal representative.
- 4.4 The Registrar will keep a register of names and addresses of members which will be published in the Register, under Clause 5.5.
- 4.5 Subscriptions will fall due on 1st November in advance for the following twelve months. The Committee shall have discretion to remit all or part of the annual subscription for membership commencing in the second half of the membership year.
- 4.6 Any member who has not paid his or her subscription three months after the due date shall cease to be a member.

5 REGISTRATION OF SURNAMES

- 5.1 Existing members and individuals applying for membership may register the surnames and variants which are the subjects of their one-name studies. Subject to any restrictions appearing elsewhere in this Constitution, each registration will be accepted on completion of a signed undertaking to comply with such conditions as may be specified elsewhere in this Constitution or may currently be in force in the Guild's Rules and Procedures and on payment of an initial and non-returnable Registration Fee. The surname Registration Fee will be decided by the Committee.
- 5.2 No person may register an already-registered surname or variant. The Registrar may decline an application for registration if, after consulting with others as appropriate, it is deemed to be unsuitable.
- 5.3 A maximum number of registrations per member and a maximum number of spelling variants per registration may be set by Resolution of the membership, or in the absence of such Resolution, by the Committee.
- 5.4 The Guild will decide on categories of registration which will be set out in a preamble to the Register maintained under the provisions of Clause 3.1 (g). These categories may be varied from time to time by Resolution of the Guild. A note of the corresponding category will be shown against each of the listed surnames in the Register.
- 5.5 All surnames and variants registered by current members shall be published in the Register in such a way that reference may be made to the members who have registered them.
- 5.6 The registration of any surnames and variants shall lapse when membership ceases. Any individual re-joining the Guild and wishing to re-register any surnames and variants (if they are still available for registration) shall pay the appropriate Registration Fee, although the Committee, or the Registrar acting on its behalf, may waive the fee if this is deemed appropriate.

6 THE MANAGEMENT OF THE GUILD

- 6.1 The actions of the Guild shall be governed by this Constitution and by Resolutions of the membership decided in accordance with Section 8 of this Constitution.
- 6.2 All members will have equal status and a single vote in Guild affairs.
- 6.3 The affairs of the Guild shall be managed by the Committee consisting of no more than fifteen Guild members, of whom four shall be designated Officers, namely the Chairman, Vice-Chairman, Secretary and Treasurer. All members of the Committee shall be appointed Trustees of the Guild and in

this Constitution are together called "the Trustees". The Committee shall meet at least three times each year.

6.4 EXECUTIVE

The Executive will comprise the Officers and three other Committee members elected by the Committee. The Executive shall be responsible for the overall financial position and policies of the Guild, including the designation of Guild signatories. The Executive may also, subject to Terms of Reference agreed by the Committee, take decisions on behalf of the Committee relating to day-to-day matters or matters of an urgent nature between committee meetings. All such decisions will be reported to the Committee at the earliest opportunity.

6.5 SUB-COMMITTEES

- 6.5.1 A body of members set up by Resolution of the Guild or by decision of the Committee shall be deemed to be a sub-committee if it has the authority to make decisions on behalf of the Guild. The chairman and initial membership of each sub-committee shall be decided by the Committee. Other members may be co-opted by the sub-committee itself, if its Terms of Reference so allow.
- 6.5.2 Members of each sub-committee need not be members of the Committee, provided that at least three of the members of each sub-committee shall be members of the Committee and that all acts and proceedings shall be reported back to the Committee as soon as possible.
- 6.5.3 The Chairman and Treasurer of the Guild shall be ex-officio members of all sub-committees. All such sub-committees not already disbanded by decision of the Committee shall be automatically disbanded at the Annual General Meeting (AGM) unless the meeting decides otherwise. If any sub-committee so continues, its membership shall be decided at the first meeting of the Committee after the AGM.
- 6.5.4 Each sub-committee's activities shall be defined in Terms of Reference agreed by the Committee.

6.6 POST HOLDERS

The Committee may appoint individual members of the Guild as Post Holders, to be empowered to deal with defined tasks who shall report to the Committee on an agreed basis. Each Post Holder's activities shall be defined in Terms of Reference agreed by the Committee. All Post Holder appointments cease at each AGM.

6.7 MINUTES

The Committee shall cause to be kept minutes of all General, Committee, Executive and sub-committee meetings, which shall include a record of those present and of all Resolutions put and the decisions made, these minutes to be kept in an agreed form. The previous two years minutes shall be available at all General and Committee Meetings. The minutes shall be confirmed at the next meeting and signed by the Chairman of that meeting as correct. Copies shall be made available to all Committee members.

6.8 FINANCE

- 6.8.1 All income and property of the Guild shall be applied solely to the objectives of the Guild as defined in Section 2 above, and no portion of it shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Committee or Guild; providing that nothing herein shall prevent the payment of reasonable and proper out-of-pocket expenses incurred on behalf of the Guild by agreement of the Committee.
- 6.8.2 The Committee, or the Treasurer on its behalf, shall be responsible for the administration of the Guild's funds and assets, and for keeping books of account, in accordance with

the Trustees' obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act). The Treasurer shall cause proper books of account to be kept with respect to all sums of money received and expended by the Guild and the matters in respect of which such receipts and expenditure take place.

- 6.8.3 The annual report and statement of accounts shall be prepared in accordance with the statutory requirements for Charities and the Statement of Recommended Practice issued by the Charity Commissioners. This report and statement of accounts will be approved by the Committee prior to the AGM and be made available to all Guild members.
- 6.8.4 All cheques drawn on any Guild account shall be signed by any two of four members of the Committee nominated by the Executive for the purpose, one of the four being the Treasurer.
- 6.8.5 The financial year of the Guild shall end on 31st October
- 6.8.6 At least once every year the Guild's statement of accounts shall be independently examined as required by law by a qualified accountant or similar competent person. The independent examiner's report shall be submitted to the Committee and presented to the Guild at the AGM following such examination.
- 6.8.7 The Secretary (with support from the Treasurer) shall transmit statements each year to the Charity Commission in an agreed format.
- 6.8.8 The Guild's property shall be under the control of the Committee. All assets, financial or in kind, held on behalf of the Guild at any location or by an individual member, belong to the Guild. No Officer or member of the Guild can lay claim to the assets, and must on request relinquish any such items to the Committee.
- 6.8.9 Individual members of the Committee, the Executive or sub-committees must declare any personal financial interest in any matter under discussion and shall not vote on the matter in question.

6.9 QUORUM

- 6.9.1 A quorum for General Meetings shall be 30 members or one third of the Guild membership whichever is the less.
- 6.9.2 A quorum for Committee Meetings shall be five of its members or one third of its actual membership, whichever is the less, provided that two Officers of the Guild are present.
- 6.9.3 A quorum for the Executive shall be four, including at least one elected member.
- 6.9.4 A quorum for sub-committee meetings shall be three of its members or one half of its actual membership, whichever is the less, provided that at least one Committee member is present.
- 6.9.5 If for any continuous period of thirty minutes after a meeting has been opened a quorum is not present, then the meeting shall be closed, except that:
- a) if it is a meeting of the Committee then the remaining Committee members may fix the date and place for the next Committee meeting;
 - b) if it is an AGM and the provisions of Clause 9.2 have not been fully met then the Meeting shall instead stand adjourned to a date and time to be decided by the newly elected Committee, who shall take their positions on the Committee immediately after the adjournment.
- 6.9.6 Other business conducted when a quorum is not present shall not be valid.

6.10 BALLOTS AND NOTICES OF MEETINGS

- 6.10.1 In any ballot held in accordance with Sections 7, 8, 12 or 15, every vote received on or before the closing date for receipt of completed ballot papers shall be counted provided it is made on an original ballot paper as issued by the Guild or is received in an authenticated electronic form, where allowed under the Rules as set out in Clause 14.1 (g). Any vote received after that date shall not be counted.

6.10.2 The result of a ballot or the calling of a General Meeting shall not be invalidated by the accidental failure of the Guild to send the necessary documents, provided no more than 30 members are affected by the failure.

7 ELECTIONS

- 7.1 Except as provided for in Clauses 7.6 and 7.13, the Committee shall be elected annually by ballot of the Guild members.
- 7.2 The Committee shall decide measures in advance to protect the fairness and integrity of the election procedure.
- 7.3 No later than ten weeks before each AGM the Secretary shall post to every member of the Guild a notice of election containing:
- the date, time and place of that AGM
 - the requirements of Clauses 7.4 and 7.5.
 - the actual date by which nominations are to be received by the Secretary
 - the name and address of the Secretary to which nominations are to be sent.
- 7.4 For a nomination for the Guild elections to be valid, it shall be received in writing by the Secretary no later than two calendar months before the date of the AGM, and shall contain the names, signatures and membership numbers of the Guild member being nominated and of two other Guild members as proposer and seconder. Nominees must indicate their willingness to stand for the Committee and declare that they would not be debarred from being a trustee under Clause 7.16. Electronic authentication in lieu of a signature may be accepted where the Guild's Rules and Procedures so allow.
- 7.5 Each validly nominated candidate shall be entitled to have circulated with the ballot papers one election statement of not more than 200 words of his or her own choosing, provided that such statement shall be received by the Secretary no later than the closing date for nominations. The Secretary shall add to each such statement the name and membership number of the candidate and of his or her proposer and seconder. Statements over 200 words shall be truncated to the first 200 words.
- 7.6 If there are no more than 15 validly nominated candidates for election, then all such candidates shall be declared elected unopposed and no ballot shall be held.
- 7.7 If there are more than 15 validly nominated candidates for election, then a ballot of all Guild members shall be held. No later than one calendar month before the closing date for receipt of ballot papers as determined by Clause 7.9, the Secretary shall send to all Guild members:
- ballot papers for voting for the Committee;
 - copies of the election statements of all the candidates;
 - instructions on the voting procedure, including the maximum number of votes to be cast in the ballot;
 - the address to which completed ballot papers should be returned or the procedures for electronic voting; and
 - the closing date for receipt of completed ballot papers.
- 7.8 Each member of the Guild may vote for no more than fifteen candidates in the ballot.
- 7.9 The closing date for receipt of completed ballot papers shall be 2 weeks before the date of the AGM.
- 7.10 The results of the elections shall be announced at the AGM of the Guild. This Clause is not intended to prevent earlier notification to all candidates.
- 7.11 Membership of the Committee shall be effective from the end of the AGM at which the election result is announced except that, where a member is co-opted under Clause 7.13, his or her tenure shall be effective immediately.
- 7.12 The Committee shall hold its first meeting no later than thirty days after the AGM, and at that first meeting it shall elect the Officers from amongst its own members.
- 7.13 The Committee shall have power, in the event of vacancies occurring on the Committee to co-opt other Guild members to fill those vacancies.
- 7.14 Should an Officer post fall vacant then the Committee shall have power to appoint any Committee member to that post, if necessary and possible after co-option to the Committee.

- 7.15 The Committee shall have power to remove any Officer, member of the Committee, member of a sub-committee or Post Holder from his or her post. The Committee shall not have the power to expel a Committee member from the Committee, except as a consequence of Clause 7.16 or expulsion of that member from the Guild under Section 11.
- 7.16 A Trustee shall cease to hold office if he or she:
- is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - ceases to be a member of the Guild;
 - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - resigns as a Trustee by notice to the Committee (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - is absent without the permission of the Trustees from 3 consecutive Committee meetings or all Committee meetings held within a period of six consecutive months, whichever is the less, and the Trustees resolve that his or her office be vacated.
- On ceasing to be a Trustee, he or she will cease to be a member of the Committee.
- 7.17 Except as allowed under Clauses 7.15 and 7.16, each member's membership of the Committee and tenure as an Officer shall cease upon receipt by the Secretary or Chairman of their written resignation or at the end of the AGM following their co-option, appointment or the announcement of their election.

8 RESOLUTIONS

- 8.1 A Resolution for action by the Guild may be put:
- by any member in writing to the Secretary at least 6 weeks before the day of a General Meeting, and accompanied by the names, signatures and membership numbers of at least twenty members or of at least one third of the membership, whichever is the less, or
 - by recommendation of the Committee,
 - provided in all cases that the action proposed shall be within the powers of the Guild as defined in this Constitution. Electronic authentication in lieu of a signature may be accepted where the Guild's Rules and Procedures so allow.
- 8.2 If the action proposed by a valid Resolution is covered under Sections 12 or 15 of this Constitution, then the Secretary shall hold a ballot of all members. No later than fifteen weeks after receipt of such a Resolution, the Secretary shall send one ballot paper to each member. The ballot paper shall specify a closing date for receipt of completed ballot papers which shall be at least four weeks and no more than six weeks after the date of posting of ballot papers to members.
- 8.3 If the action proposed by a Resolution is not an action covered under Sections 12 or 15, the Resolution shall be put to a Special General Meeting in accordance with Section 10 of this Constitution or to an AGM.
- 8.4 Except where otherwise specified in this Constitution, decisions shall be by a simple majority of those voting and in the event of a tied vote, the matter shall be decided in favour of the situation remaining as if the Resolution had not been put.
- 8.5 The Secretary shall notify the result of all ballots and all votes on Resolutions at General Meetings to all members as soon as practicable and normally by a notice in or with the Journal.

9 ANNUAL GENERAL MEETINGS

- 9.1 An Annual General Meeting (AGM) of the Guild shall be held each year no later than 30th April at a time and place determined by the Committee. Notice of the AGM shall be posted to all members of the Guild not less than four weeks in advance specifying the business of the Meeting.
- 9.2 The business of the AGM shall include:

- a) a statement of the results of the ballot for Committee members for the ensuing year.
 - b) receipt of the Committee's report on the activities of the Guild during the preceding year.
 - c) receipt of the Guild's statement of accounts for the year together with a report of the independent examination of the accounts required under Clause 6.8.6.
 - d) approval of the statement of accounts.
 - e) appointment of the Independent Examiner of the Guild's statement of accounts for the forthcoming year.
- 9.3 The AGM shall be empowered to elect a Patron, President and a maximum of four Vice-Presidents until the next AGM. 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 member of the Committee.
- 9.4 The business of the AGM may also include Resolutions for action put in accordance with Section 8 except those requiring a ballot under Sections 12 and 15.

10 SPECIAL GENERAL MEETINGS

- 10.1 The Committee shall have power to call a Special General Meeting.
- 10.2 The Committee shall be bound to call a Special General Meeting to be held within fifteen weeks of the Secretary receiving notice in writing specifying a valid Resolution or Resolutions in accordance with Section 8, provided the Resolution is not one requiring a ballot under Clause 8.2.
- 10.3 The Secretary shall post a notice of any Special General Meeting to all members of the Guild at least four weeks in advance, which notice shall specify the Resolutions to be put.
- 10.4 No other Resolutions except those specified in the Notice of Meeting shall be considered at the Meeting.

11 EXPULSION OF MEMBERS

- 11.1 The Committee shall have the right to suspend or expel any Guild member who has:-
- a) been deemed by the Committee, after a hearing before such Committee, to have actively been working against the interests of the Guild, or of bringing its name into disrepute;
 - b) failed to pay any money due to the Guild after one request for payment shall have been made in writing to his or her last known address, and after three months shall have elapsed since the payment became due;
 - c) any other good and sufficient reason.
- 11.2 If the Committee suspends a Guild member, it shall within 14 days post to the member a written statement of the reason or reasons for such suspension, such statement being no more than 500 words in length. The suspended member shall be informed of his or her right to appeal against the suspension.
- 11.3 The Guild member has the right to be heard (accompanied by a friend or other representative if desired by the member) by the Committee before a final decision on expulsion is taken by them.
- 11.4 If the Committee expels a member, it shall within 14 days post to the member a written statement of the reason or reasons for such expulsion, such statement being no more than 500 words in length.
- 11.5 The expelled member shall be informed of his or her right to appeal against the expulsion, such appeal to be conducted by the President or a Vice-President nominated by the President, whose decision shall be final.

12 DISSOLUTION OF THE GUILD

- 12.1 The Guild may be dissolved by Resolution agreed by at least two-thirds of the members voting in a ballot of all members of the Guild.
- 12.2 Such Resolution may give instruction for the disposal of any assets held by or in the name of the Guild, provided that if any

property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed amongst the members of the Guild but shall be given or transferred to such other charitable institution or institutions having objectives similar to some or all of the objectives of the Guild as the Guild may determine, and if and insofar as effect cannot be given to this provision then to some other charitable purpose.

13 INDEMNITY

The Guild may purchase indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other Post Holder in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Guild but excluding:

- a) fines;
- b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or Post Holder;
- c) liabilities to the Guild that result from conduct that the Trustee or other Post Holder knew or ought to have known was not in the best interests of the Guild or in respect of which the person concerned did not care whether that conduct was in the best interests of the Guild or not.

14 RULES AND PROCEDURES

- 14.1 In addition to the provisions of Clause 3.1(l) of this Constitution, the Committee may from time to time make Rules and Procedures for the conduct of the Guild's business. These Rules and Procedures may regulate the following matters but are not restricted to them:
- a) The conduct of meetings of the Committee, the Executive and sub-committees, including their Terms of Reference;
 - b) Terms of Reference for Post Holders;
 - c) The financial affairs of the Guild;
 - d) The conduct of members of the Guild and any grievances flowing from such behaviour;
 - e) The use and conduct of members of the Guild with respect to the electronic mailing list (the Guild Forum) and other facilities made available to members;
 - f) The modes and media for keeping and authenticating of Guild records;
 - g) The means of electronic authentication for ballot votes, nominations and resolutions as set out in Clauses 6.10.1, 7.4 and 8.1.
- 14.2 The Rules and Procedures may be altered, extended or repealed by decision of the Committee or a Resolution under Section 8.
- 14.3 The Committee shall adopt such means as they think sufficient to bring these Rules and Procedures to the notice of members of the Guild.
- 14.4 The Rules and Procedures shall be binding on all members of the Guild, but may not be inconsistent with, or affect or repeal anything contained in this Constitution.

15 AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended only by a Resolution put to a ballot of all members of the Guild and then only if the proposed amendment is agreed by at least two-thirds of the members voting, provided that no alteration shall be made to Section 2 (Objectives), Section 12 (Dissolution), Section 15 (this Clause), or any changes that would confer a benefit upon the trustees, without the prior approval in writing of the Charity Commissioners and no alterations shall be made which would have the effect of causing the Guild to cease to be a charity in law.

This Constitution was agreed by a postal ballot on 1st March 2006