

The Ordnance Society Constitution

Name

1. The name of the Society shall be the Ordnance Society. It is hereinafter referred to as 'The Society'.

Objectives and Structure

2. The objectives of the Society shall be to promote, encourage and co-ordinate the study of all aspects of the history of ordnance and artillery, including the history of the design and manufacture of ordnance and artillery and to implement these objectives by the following means:
 - a. To foster and maintain historical investigation and research; to act as a channel of communication between those who are engaged on similar lines of research or study;
 - b. To publish original papers on subjects of historical interest in a journal or otherwise;
 - c. To disseminate historical information among the members and the general public by meetings, discussion, correspondence and visits to objects and places of interest.
3. To encourage and promote the scientific study of historical ordnance and artillery:
 - a. To encourage and promote the preservation of records relating to ordnance and artillery;
 - b. To encourage and promote the preservation and conservation of examples of historical ordnance and artillery.
4. To do all such things as are incidental or conducive to the attainment of the above objectives and maintaining the independent and neutral status of the Society: in organisation, administration and appearance.
5. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objectives of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to the members of the Society save as provided in Clause 39 hereof.

Membership

6. There shall be two classes of membership:
 - a. Individual
 - b. Corporate.
7. Membership of the Society shall be open to individuals of any nationality within the definition of membership hereof.

8. Corporate membership shall be open to any company, firm, society, association or any other body of persons and such corporate member shall be entitled to one named representative.
9. Individual members below the age of 18 years shall not be entitled to vote at General Meetings or serve as members of the Board of Management but shall have the right of presentation.
10. All applications for membership shall be made to the Board of Management of the Society.

Members' Rights

11. Any member of the Society may be elected to the Board of Management who is able to show reasonable attendance at its Meetings.
12. Every member as defined in Clauses 7 and 8 shall be entitled to a vote at a General Meeting.
13. The right of vote, initiative, presentation, nomination and to be elected shall be established if the subscription is paid.
14. Any member shall have the right of presentation, that is to have an issue of his choice presented by a member of the Board or personally for consideration of the Board at a meeting of the Board of Management. Request thereof shall be received by the Board no less than 14 days before convening the Board Meeting.
15. Any member, save those excluded under Clause 9, shall have the right of initiative, that is to have one issue of his choice included in the Agenda and voted upon for the next General Meeting, which shall be submitted to the Board of Management no later than the end of April or 45 days before the meeting.
16. Any member shall have the right to cause an Extraordinary General Meeting as set out in Clause 47.
17. Any initiative or presentation of any one issue by the same or another member shall not be re-submitted for consideration or vote within one calendar year, or two calendar years if less than 33% of the cast votes were in favour of the issue;
18. Any paid-up member shall receive upon written request and at his own reasonable expense, access to the Minutes of any Board Meeting. Such Minutes must be available within 21 days after the Meeting.

Board of Management

19. The conduct and administration of the Society's affairs and funds shall be the responsibility of the Board of Management.
20. The Board of Management shall consist of ten elected members, four of whom shall be nominated by the Board as Officers of the Society and six shall be ordinary members of

the Board. Every member of the Board of Management must be an individual member of the Society or a representative of a corporate member as set out in Clauses 7 & 8.

21. The Officers and ordinary members of the Board shall be elected at an Annual General Meeting and hold office for one year but shall be eligible for re-election.
22. The Officers of the Society shall be:
 - a. The Chairman
 - b. The Secretary
 - c. The Treasurer
 - d. The Membership Secretary
23. The Board of Management shall have the authority to fill casual vacancies of the Board until the next Annual General Meeting.
24. The Board of Management shall have the authority to co-opt any person of special skill or knowledge which the Board considers of assistance to the management or aims of the Society, and such co-opted person shall not have the right to vote.
25. The members of the Board of Management shall each have one vote on issues arising at meetings of the Board. Where there is an equality of votes the Chairman of the meeting shall have the right to use a second or casting vote.
26. Any resolution related to the constitution shall be subject to a vote at a General Meeting as a matter of the Agenda.
27. Five members of the Board of Management shall constitute a quorum.
28. The Secretary shall conduct the correspondence of the Society, convene meetings of the Society and Board of Management and take or cause to be taken Minutes of all such meetings.

Publications and Communications

29. The Editor(s) of the Society shall be appointed by the Board with 6 votes or more.
30. The Editor(s) need not be a member of the Board of Management but must be an individual member of the Society.
31. The Editor(s) shall be directed by and be accountable to the Board of Management.
32. The Secretary shall provide a synopsis of the main subjects and decisions taken at a Board Meeting for publication in the next issue of the Newsletter.
33. The Board of Management shall co-ordinate, provide and enclose in its notice of meetings a short information sheet explaining the issue of each point on the Agenda to be voted upon at a General Meeting.

34. The Board of Management shall publish separately or in the Newsletter following a General Meeting, the Minutes of the Meeting including an annex stating the result of the received electoral votes, those in favour, against and abstained of every elected member of the Board of Management and on every issue voted from the Agenda or during the General Meeting.

Finance

35. The Treasurer shall receive all monies payable to the Society and pay any such monies into the banking account of the Society, keep a proper account of all monies received or expended, present all accounts to the Board of Management for approval and make up the annual balance sheet of the Society to the end of the financial year and submit the same to the Annual General Meeting.
36. The Treasurer shall open a banking account with a bank or building society to be approved by the Board of Management, such account to be in the name of the Society, and all cheques drawn on the Society are to be signed by the Treasurer or by any two Officers of the Society.
37. The accounts of the Society shall be audited by an auditor to be approved by the Board of Management, and the report and certification of such an auditor shall be presented to the Annual General Meeting.
38. The financial year shall end on 31st March of each year.
39. Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any servant or member of the Society, in return for services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 % per annum on money lent or reasonable and proper rent for premises let to the Society; but no member of the Society shall be appointed to any salaried office of the Society nor any office of the Society paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Board of Management, except repayment of out-of-pocket expenses and interest on money lent or rent for premises let to the Society.

Subscriptions

40. The rates of subscriptions for the different classes of membership of the Society shall be such a sum as may be set by a vote at a General Meeting.
41. The subscription year shall be from 1st July to 30th June. Annual subscriptions shall become due on the first day of July each year. Any member whose subscription is not paid by 1st January in any membership year shall cease to receive the Society's circulars until the subscription is paid.
42. Subscriptions paid in advance and accepted by the Board of Management are deemed paid and valid if the subscription rate is changed after acceptance of payment.

General Meetings

43. The Annual General Meeting of the Society shall be held on such date before the end of June as may be determined by the Board of Management. Twenty eight days' notice in writing shall be given to all members, together with the Agenda, voting slips and information sheet (Clause 33) for such meeting. The notice shall include the names of all persons standing for election and each name shall be marked as either: nominated as officer; serving as ordinary member; new proposed and nominated; new proposed.
44. One voting slip shall be for election and a separate voting slip for matters on the Agenda.
45. Nominations of persons for election to the Board of Management must be in writing to the Secretary no later than the end of April or 45 days before the meeting and contain the name of the proposer and consent of the person nominated.
46. Nominations for election shall be accepted throughout the year and the Board shall not provide a nomination form.
47. An Extraordinary General Meeting of the Society may be convened at any time and for any purpose, on 28 days' notice in writing to each member by the Board of Management, or in response to a written request to the Secretary signed by not less than ten members having the right to vote at such a meeting.
48. A quorum at any General Meeting shall be twelve members having the right to vote at such meeting not counting the postal votes.
49. The authority of any General Meeting shall supersede the authority of the Board of Management on any matter outside the provisions of the constitution or on matters deemed urgent as defined in Clause 56.
50. At a General Meeting each individual member over the age of 18 years or persons representing a corporate member as set out in Clause 8 shall have one vote. In the event of an equality of votes, including the postal votes, the Meeting shall recess and a second vote shall be taken by those present. Failing to reach a decision, a matter of urgency shall be decided by the Board of Management alone during the same General Meeting.

Voting Procedures

51. An 'open vote' shall refer to a vote by a show of hands, a 'secret vote' shall be a vote given by ballot paper. The 'combined vote' shall be the identical ballot papers cast in person by those present and those received as a postal vote.
52. A majority shall be considered 50% + 1. A percentage majority (66% or 75%) shall be the required minimum to pass a resolution in the specified manner of voting.
53. The election for the Board of Management and voting on points of the Agenda shall occur by ballot only and be deemed valid by a majority of the combined vote save for Clause 56 hereof.
54. There shall be no vote by proxy at any meeting of the Society and any vote not received either by mail or in person shall be counted as 'abstained'.

55. Members unable to attend shall send their voting slip as postal vote to any member of their choice on the Board of Management before the opening of a General Meeting.
- a. A postal vote shall be equal to a vote given in person. Such a postal ballot paper shall be signed by the member, confirmed by the Membership Secretary and remain confidential as far as practicable.
 - b. A postal vote shall only be valid for the duration of the relevant meeting.
56. An urgent resolution arising out of a General Meeting may be passed by not less than 75% of those present; non-urgent matters shall be deferred to the Agenda of the next General Meeting. 'Urgent' shall be defined as the immediate necessity of an unavoidable decision towards the conduct of the Society's affairs or the maintenance of its constitutional objectives.
57. Procedural matters arising out of the meeting shall be decided at the discretion of the Chairman or upon request by an open majority vote of those present.

Amendment of Constitution

58. Amendment to this constitution may be proposed by the Board of Management or by a member's initiative as set out in Clause 16.
59. Any constitutional resolution shall be passed by no less than 66 % of the combined votes at any General Meeting in accordance with Clauses 43 & 53 and become valid by a favourable 66% of all votes.
60. Any proposed alteration with explanation must be enclosed in the notice for General Meeting at least 28 days before the date as provided in Clause 33.

Dissolution

61. If at any General Meeting of the Society a resolution for the winding-up or dissolution of the Society shall be passed by not less than 66 % of the combined vote then the Society shall be wound up and if after the satisfaction of all outstanding liabilities any assets remain they shall not be paid to or distributed amongst the members or Officers of the Society.

Any such remaining assets shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Society, and which is established for charitable purposes.

62. The choice of such society, institution or organisation shall consist of the recommendation by the Board of Management and proposals by those members present at the meeting. A majority in one or a second voting round shall determine the receiver of the Society's assets which shall be transferred within one month of the General Meeting.

Notices

63. Notices referred to in the constitution shall be considered served when posted to the last known address of the member.