



The Ordnance Society Constitution

Name

1. The name of the Society shall be the Ordnance Society, referred to below 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
- c. To disseminate historical information among the members and the general public by meetings, discussion, correspondence, visits to objects and places of interest and all available media

3. To encourage and promote the scientific study of historical ordnance and artillery in an enthusiastic and unbiased manner to meet the objectives below:

- 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. All income and property of the Society shall be applied solely towards the running of and the promotion of the objectives of the Society.

Membership

5. There shall be four classes of membership:

- a. Basic Individual
- b. Standard Individual
- c. Corporate
- d. Life

6. Membership of the Society shall be open to individuals of any nationality.

7. 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.

8. All applications for membership shall be made to the Board of Management of the Society.

Members' Rights

9. Every member shall be entitled to a vote at a General Meeting.

10. The right of vote, initiative, presentation, nomination and to be elected shall be established if the subscription is paid.

11. Any member shall have the right of presentation, that is to have an issue presented by a member of the Board, or personally for consideration of the Board at a meeting of the Board of Management. Such a request shall be received by the Board no less than 14 days before convening the Board Meeting.

12. Any member shall have the right of initiative, that is to have one issue of his or her choice included in the Agenda and voted upon at the next General Meeting, to be submitted to the Board of Management no later than 45 days before the meeting.

13. Any member shall have the right to cause an Extraordinary General Meeting as set out in Clause 42.

14. 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.

15. 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

16. The conduct and administration of the Society's affairs and funds shall be the responsibility of the Board of Management.

17. The Board of Management shall consist of four Officers of the Society and up to six 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 6 & 7.

18. 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.

19. The Officers of the Society shall be:

- a. The Chairman
- b. The Secretary
- c. The Treasurer
- d. The Membership Secretary

20. The Board of Management shall have the authority to fill casual vacancies of the Board until the next Annual General Meeting.

21. The Board of Management shall have the authority to co-opt any person of special skill or knowledge and such co-opted person shall not have the right to vote.

22. 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.

If any three Ordnance Society members (ordinary or Board Members) agree that a board member has been or is acting in a manner that they consider a serious breach of the aims and objectives of the Society, then they should communicate their concerns, with evidence, to the Chairman or Secretary, who shall consider the concerns and decide what action to take. This could be a dismissal of the complaint, a request to the board member that they stop the behaviour, or as a last resort ask the board to vote on dismissing the board member. The vote should be on a simple majority, with the Chairman or Secretary having a casting vote in the event of a tie. All other complaints will be dealt with under the Society's Complaints Policy.

23. Any resolution related to the constitution shall be subject to a vote at a General Meeting as a matter of the Agenda.

24. If the Board of Management consists of an even number then half of the members shall constitute a quorum. If the Board of Management consists of an odd number then half of the members plus one shall constitute a quorum.

25. The Secretary shall conduct the correspondence of the Society, convene meetings of the Society and Board of Management and take Minutes of all such meetings. Proposals for discussion made by Board members can be circulated by email or by other electronic means to fellow Board members. Votes on the

proposal can be sent to the secretary, who will record the result and inform members of the result. A formal written record will be maintained by an insert of an item referring to the vote into the agenda for the next Board meeting.

Publications and Communications

26. The Editor(s) of the Society shall be appointed by the Board.

27. The Editor(s) need not be a member of the Board of Management but must be an individual member of the Society.

28. The Editor(s) shall be directed by and be accountable to the Board of Management.

29. Minutes of the Society shall be published in the first available issue of the Newsletter.

30. The Board of Management shall co-ordinate, provide and enclose in its notice information explaining the issue of each point on the Agenda to be voted upon at a General Meeting.

Finance

31. 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.

32. The Treasurer shall open a 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. Online banking will be used where possible in consultation with the Chair.

33. The accounts of the Society shall be presented to the Annual General Meeting.

34. The financial year shall end on 31st March of each year.

35. Any Officer or member of the Society, in return for services on behalf of the Society, shall be entitled to remuneration of expenses.

Subscriptions

36. The rates of membership of the Society shall be proposed by the Board of Management and set by a vote at a General Meeting.

37. 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 be a member.

38. 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

39. The date of the Annual General Meeting of the Society shall be determined by the Board of Management. Twenty eight days' notice in writing shall be given to all members, together with the Agenda and voting slips.

40. Nominations of persons for election to the Board of Management must be in writing to the Secretary no later than 45 days before the meeting and contain the name of the proposer and consent of the person nominated.

41. Nominations for election shall be accepted throughout the year.

42. 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.

43. A quorum at any General Meeting shall be 12 members having the right to vote at such meeting not counting the postal votes.

44. 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.

45. At a General Meeting each individual member or persons representing a corporate member 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

46. 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.

47. 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.

48. 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.

49. 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'.

50. Members unable to attend shall send their voting slip as a postal or electronic vote to any member of their choice on the Board of Management before the opening of a General Meeting.

a. A postal or electronic vote shall be equal to a vote given in person.

b. A postal or electronic vote shall only be valid for the duration of the relevant meeting.

51. 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.

52. 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

53. Amendment to this constitution may be proposed by the Board of Management or by a member's initiative.

54. Any constitutional resolution shall be passed by no less than 66 % of the combined votes at any General Meeting and become valid by a favourable 66% of all votes.

55. Any proposed alteration with explanation must be enclosed in the notice for General Meeting.

Dissolution

56. 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.

57. 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

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