

# LANCASHIRE AND CHESHIRE ANTIQUARIAN SOCIETY

REGISTERED CHARITY NO. 1105708

FOUNDED 1883



## RULES

ADOPTED 6 APRIL 1883

AMENDED 1897, 1922, 1938, 1955, 1958, 1988, 2004, AND 20 MARCH 2017

### 1. NAME, OBJECTS, AND POWERS

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#### NAME

1.1 The Society's name shall be the Lancashire and Cheshire Antiquarian Society.

#### OBJECTS

1.2 The Society's objects shall be to advance and enhance the knowledge and education of the public by encouraging, fostering, and promoting the study of any aspects of the archaeology, architecture, history, genealogy, literature, customs, arts, and traditions with particular reference to the antiquities of, and area covered by, the Palatine Counties of Lancashire and Cheshire and succeeding local authorities.

1.3 The public shall be:

- 1.3.1 welcome at meetings (subject to any charges payable by Members and Non-Members alike);
- 1.3.2 welcome to consult the Society's collections (which shall be normally open for consultation);
- 1.3.3 able to purchase the Society's publications; and
- 1.3.4 able to submit work for publication to Council for consideration.

#### POWERS

1.4 In furtherance of the objects, the Society shall have the following powers to:

- 1.4.1 publish and distribute information, and to produce periodical and/or occasional publications;
- 1.4.2 organise and hold meetings, conferences, tours, and visits, and such other events of an educational nature for its Members and for other interested individuals;
- 1.4.3 collect materials and, where appropriate, make them available to the public;
- 1.4.4 award grants for study, research, or educational purposes relating to the objects;
- 1.4.5 undertake any such other activities as may further, or be consistent with, the objects;
- 1.4.6 promote research relating to the objects;
- 1.4.7 co-operate and exchange information and advice with other charities, voluntary bodies, and statutory authorities operating in furtherance of the objects or formed for similar purposes;
- 1.4.8 acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- 1.4.9 raise funds (but not by means of taxable permanent trading activity), deposit or invest funds in any lawful manner, and set aside funds for special purposes or as a reserve against future expenditure;
- 1.4.10 buy, take on, lease or in exchange, hire, or otherwise acquire property necessary for

- the achievement of the objects, and to maintain and equip it for use;
- 1.4.11 sell, lease, or otherwise dispose of all or any part of the Society's property. In exercising this power, Council must comply, as appropriate, with sections 117–122 of the Charities Act 2011;
- 1.4.12 to obtain and pay for such goods and services as are necessary for the Society's operation; and
- 1.4.13 do all such other lawful things as are necessary for the achievement of the objects.

## **2. MEMBERSHIP, SUBSCRIPTION, AND ADMINISTRATION**

### **MEMBERSHIP**

- 2.1 Membership is open to all interested persons and institutions upon payment of an annual subscription which shall entitle them to share in all privileges and activities of the Society, as determined by Council.
- 2.2 Privileges of Membership shall normally include:
- 2.2.1 one copy of such of the Society's ordinary publications, the *Transactions*, and other relevant publications made available, free of charge, during their Membership; and
- 2.2.2 attendance at such meetings as Council shall decide.
- 2.3 The Society shall have the following categories of Membership:
- 2.3.1 Individual Membership: for individuals. Such Membership shall entitle individuals under the age of eighteen years to all privileges of Membership except the right to hold office.
- 2.3.2 Family (Joint) Membership: for individuals residing at the same address. Such Membership shall entitle both persons to all privileges of Membership, except that each family shall receive only one copy of all publications during joint Membership.
- 2.3.3 Student Membership: for individuals, over the age of eighteen years, who are enrolled in full-time or part-time education. Such Membership shall cease at the end of the calendar year in which the Member concludes their course of study.
- 2.3.4 Institutional Membership: for organisations. Such a Member may nominate one person to act as its representative at any of the Society's meetings, provided that:
- 2.3.4.1 no individual may represent more than one institutional Member;
- 2.3.4.2 no Member shall have more than one vote; and
- 2.3.4.3 such a nomination is made in writing, to the Secretary, before the start of the meeting at which such representation will begin.

### **SUBSCRIPTIONS**

- 2.4 Subscriptions shall be determined, on Council's recommendation, at a General Meeting.
- 2.5 Subscriptions shall be payable by:
- 2.5.1 new Members upon joining the Society; and
- 2.5.2 existing Members on 1 January each year, or on such other date as determined by Council.
- 2.6 Payment of a subscription shall be considered as acceptance, by the Member, of these Rules.

### **RESIGNATION AND TERMINATION**

- 2.7 Membership is not transferable to any other person or institution.
- 2.8 Membership is terminated if the Member:
- 2.8.1 dies or the institution ceases to exist;
- 2.8.2 resigns by written notice to the Society unless, after the resignation, there would be less than two Members;
- 2.8.3 fails to pay any sum due to the Society, in full, within twelve months of it falling due; or

- 2.8.4 is removed from Membership, by resolution of Council, because their continued Membership would, in the reasonable view of Council, be disadvantageous to the Society.
- 2.9 Any resolution of Council to remove a Member from Membership may be approved only if the Member has been:
- 2.9.1 given one month's notice, in writing, of the Meeting of Council at which the resolution will be proposed and the reasons for the proposal; and
- 2.9.2 allowed to make representations to the Meeting of Council, either in person or, at the Member's option, through their representative (who need not be a Member).

#### ADMINISTRATION

- 2.10 For the purpose of conducting the Society's business, Council shall maintain three Registers of Members' names, addresses, and the date on which their Membership commenced, as follows:
- 2.10.1 Membership Register A: comprising names of all individuals and institutions in Membership that have agreed to receive all the Society's communications;
- 2.10.2 Membership Register B: comprising names of all individuals and institutions receiving notice of only General Meetings which will consider a proposal either to amend these Rules (subject to Rule 6.2) or on dissolution (subject to Rule 6.6); and
- 2.10.3 Membership Register C: comprising names of all individuals and institutions agreeing not to receive any communications about meetings.
- 2.11 On receipt (by the Membership Secretary) of written instructions from any Member, Council will add, or remove, their name to, or from, Membership Registers A, B, and C, as requested.
- 2.12 Members agree (in accordance with the Data Protection Act 1998) that Council may:
- 2.12.1 maintain these Registers in electronic form; and
- 2.12.2 use such electronic records only for the purpose of administering the Society.

#### NOTICES

- 2.13 Any notice required by these Rules to be given to a Member must be either:
- 2.13.1 in person;
- 2.13.2 by post in a pre-paid envelope to their registered address; or
- 2.13.3 by electronic communications to their registered address.
- 2.14 All Members shall be eligible to receive any notice from the Society; but a Member shall be ineligible if they do not register an address with the Society.
- 2.15 Any notice required by these Rules to be given by a Member must be either:
- 2.15.1 in writing; or
- 2.15.2 given using electronic communications.
- 2.16 Any notice, given in accordance with these Rules, is to be treated for all purposes as having been received by the Member:
- 2.16.1 on being handed to them in person;
- 2.16.2 three days after being sent by post to their registered address; or
- 2.16.3 twenty-four hours after being sent by electronic communications to their registered address.

### **3. COUNCIL, OFFICERS, AND GOVERNANCE**

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#### COUNCIL

- 3.1 The Society's property shall be managed and its business and affairs shall be conducted, between Annual General Meetings, by a Council (established in accordance with these Rules) comprising:
- 3.1.1 the officers;

- 3.1.2 not more than six elected Members of Council; and
- 3.1.3 not more than three co-opted Members of Council.
- 3.2 Council shall constitute the Society's Trustees.
- 3.3 Officers and Members of Council may not appoint anyone to act on their behalf at any meetings, and shall be:
  - 3.3.1 Members; or
  - 3.3.2 persons representing institutional Members.
- 3.4 The officers shall be:
  - 3.4.1 the President: who shall attend and preside at all meetings;
  - 3.4.2 the Secretary: who shall convene and attend all meetings, conduct correspondence, and prepare and present the annual Report of Council;
  - 3.4.3 the Treasurer: who shall take charge of all monies, pay all accounts approved by Council, and submit all accounts, duly audited, to the Annual General Meeting;
  - 3.4.4 the Membership Secretary: who shall conduct correspondence with Members;
  - 3.4.5 the Programme and Excursions Secretary: who shall arrange and organise meetings and other events;
  - 3.4.6 the Editor of the *Transactions*: who shall be responsible for publications;
  - 3.4.7 the Librarian(s): who shall be responsible for supervising and maintaining the Society's collections; and
  - 3.4.8 any other officers that Council may create from time to time.
- 3.5 Officers shall be elected, at the Annual General Meeting, to serve for a period of three years; after which period, they shall be eligible for re-election.
- 3.6 Members of Council shall be elected, at the Annual General Meeting, to serve for a period of three years; after which period, they shall be ineligible for re-election for a period of twelve months.
- 3.7 Council may co-opt not more than three additional Members of Council to serve only until the next Annual General Meeting following the date of such a resolution.
- 3.8 Council may recommend Members for election as Vice-Presidents, at any Annual General Meeting, in recognition of distinguished contributions to the Society's work. Vice-Presidents shall:
  - 3.8.1 not number more than six at any time; and
  - 3.8.2 retain office only during their Membership.

#### VACANCIES AND REPRESENTATIVES

- 3.9 An officer shall cease to hold office if they:
  - 3.9.1 are disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Acts 2011 (or any statutory re-enactment or modification of that provision);
  - 3.9.2 cease to be a Member;
  - 3.9.3 become incapable (by reason of mental disorder, illness, or injury) of managing and administering their own affairs; or
  - 3.9.4 resign by notice to the Society (but only if at least two officers will remain in office when the notice of resignation is to take effect).
- 3.10 Any intermediate vacancy, amongst the officers and Members of Council occurring between Annual General Meetings (by reason of death or retirement) shall:
  - 3.10.1 be filled by Council; and
  - 3.10.2 terminate at the next Annual General Meeting, when any appointee shall be eligible for election.
- 3.11 Any Member of Council appointed, by Council, as an officer and who is not elected to office at the subsequent Annual General Meeting shall:

3.11.1 complete an unexpired portion of his or her three-year term as a Member of Council; and

3.11.2 count the period as an officer as a part of that term.

3.12 Council may nominate officers, Members of Council, or Members to serve by invitation on external bodies as the Society's representatives.

#### DELEGATION AND COMMITTEES

3.13 Council may delegate any powers or functions to committees (comprising officers, Members of Council, Members, and other individuals), and the terms of all such delegations must be recorded in the minutes.

3.14 When appointing all committees, Council shall impose the following conditions that:

3.14.1 membership must include at least one officer or Member of Council;

3.14.2 relevant powers or functions are to be exercised exclusively by the committee to which they are delegated;

3.14.3 no expenditure may be incurred, on the Society's behalf, except in accordance with a budget previously agreed by Council;

3.14.4 Council may revoke or alter a delegation of powers or functions; and

3.14.5 all acts and proceedings must be fully and promptly reported to Council.

#### PROCEEDINGS, VOTES, AND QUORUM

3.15 Council shall:

3.15.1 hold not less than four Meetings of Council each year; and

3.15.2 regulate their proceedings as they think fit, subject to the provisions of these Rules.

3.16 Meetings of Council shall be convened by the Secretary:

3.16.1 at the President's discretion;

3.16.2 by resolution of Council; or

3.16.3 at the requisition of any four officers or Members of Council.

3.17 Not less than fourteen days' notice of any Meeting of Council shall be issued, by the Secretary, to all officers and Members of Council, and must specify:

3.17.1 the date, time, and place of the meeting; and

3.17.2 the general nature of the business to be transacted.

3.18 No decision may be made by Council unless a quorum is present at the time the decision is purported to be made.

3.19 A total of five officers and Members of Council (not less than two of whom shall be officers) shall constitute a quorum for any Meeting of Council.

3.20 In the absence of the President (or his or her nominee) at a Meeting of Council, those present shall elect any officer or Member of Council to chair the meeting.

3.21 Questions arising at a Meeting of Council must be decided by a majority of votes. In the case of an equality of votes, the President shall:

3.21.1 have a vote;

3.21.2 have an additional casting vote for all business; and

3.21.3 determine the conduct of any voting.

#### CONFLICTS OF INTEREST

3.22 All officers and Members of Council must:

3.22.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared;

3.22.2 absent themselves from any discussions of Council in which it is possible that a conflict will arise between their duty to act solely in the Society's interests and any personal interest (including but not limited to any personal financial interest); and

3.22.3 withdraw during the vote, and have no vote on the matter.

#### SAVING PROVISIONS

3.23 No resolutions or acts of Council or of the Members in General Meeting shall be invalidated by reason of the participation in any vote by any officer or Member of Council who:

3.23.1 was disqualified from holding office;

3.23.2 had previously retired or who had been obliged, by these Rules, to vacate office; or

3.23.3 was not entitled to vote on the matter, whether by reasons of a conflict of interests or otherwise.

3.24 No resolutions or acts of Council or of the Members in General Meeting shall be invalidated by reason of:

3.24.1 failure to give notice to any Member (with the exception of officers and Members of Council); or

3.24.2 any procedural defect in the meeting.

3.25 If dispute arises between Members concerning the validity or propriety of anything done by Members under these Rules and the dispute cannot be resolved by agreement, the parties to the dispute must first try, in good faith, to settle the dispute by mediation before resorting to litigation.

### **4. PROPERTY, INCOME, AND RECORDS**

#### PROPERTY AND REMUNERATION

4.1 The Society's property shall be vested, on behalf of the Members, in the Council.

4.2 Every Member who ceases to be in Membership shall absolutely forfeit all interest in the Society's property.

4.3 The Society's property, assets, and income shall be applied solely towards the promotion and achievement of the objects.

4.4 An officer is entitled to be reimbursed from the Society's funds or may pay out of such funds reasonable expenses properly incurred when undertaking official business on the Society's behalf.

4.5 None of the Society's income or property may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any Member, provided that nothing herein shall prevent a Member who is also an officer from receiving reasonable and proper remuneration for any goods or services supplied to the Society.

4.6 No officer, Member of Council, or connected person may:

4.6.1 buy or receive any goods or services from the Society on preferential terms;

4.6.2 sell goods, services, or any interest in land to the Society;

4.6.3 be employed by, or receive any remuneration or other benefit in money or kind from, the Society (except as specified in Rules 4.4 and 4.5).

#### CUSTODY OF PROPERTY

4.7 Council may appoint one or more persons or institutions (who need not be Members) to administer any of the Society's property on such terms as Council may decide.

4.8 Persons, or the representatives of any institution, appointed to administer any of the Society's property may be invited to attend Meetings of Council, but shall not become Members of Council by reason of such an appointment.

4.9 If a person (acting as representative of an Institutional Member) is a Member, such an appointee is not excluded from election as an officer or Member of Council.

#### BANKING ACCOUNTS AND ASSETS

4.10 The Society's funds (including all subscriptions, donations, bequests, and any other contributions) shall be:

- 4.10.1 paid into the Society's banking accounts;
- 4.10.2 held in the Society's name; and
- 4.10.3 held at a Bank or Building Society approved by Council.
- 4.11 Any funds which are not required for immediate use or which will be required for use at a future date shall be:
  - 4.11.1 held in the Society's name; and
  - 4.11.2 invested, in accordance with these Rules, until required.
- 4.12 Cheques and monetary transfers:
  - 4.12.1 up to a minor sum (to be determined by resolution of Council) shall be signed and authorised by the Treasurer and another officer; and
  - 4.12.2 in excess of that sum shall be signed and authorised by the Treasurer upon the approval of Council.

#### RECORDS AND ARCHIVES

- 4.13 The Society must keep proper records of all:
  - 4.13.1 professional advice obtained;
  - 4.13.2 appointments of officers and Members of Council;
  - 4.13.3 proceedings at Meetings of Council and General Meetings, including:
    - 4.13.3.1 names of officers and Members of Council present;
    - 4.13.3.2 decisions made; and
    - 4.13.3.3 reasons for decisions (where appropriate).

#### REPORTS, RETURNS, AND STATEMENTS OF ACCOUNT

- 4.14 The Society must comply with the requirements of the Charities Act 2011 with regard to:
  - 4.14.1 keeping of financial records and the preparation of annual statements of account (or receipts and payments accounts);
  - 4.14.2 preparation, and transmission to the Charity Commission, of annual reports, returns, and statements of account (as may be required); and
  - 4.14.3 election of the Independent Examiner at each Annual General Meeting to:
    - 4.14.3.1 examine the annual statement of accounts and balance sheet; and
    - 4.14.3.2 certify them before they are presented to the next Annual General Meeting.
- 4.15 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless Council is required to prepare accounts in accordance with the provisions of such a statement prepared by another body.
- 4.16 The Society must notify the Charity Commission promptly of any changes to the Society's entry on the Central Register of Charities.
- 4.17 The Society's annual Reports of Council and statements of account shall be:
  - 4.17.1 made available for inspection by any Member; and
  - 4.17.2 supplied, within two months, to any person who makes a written request, to the Secretary, and pays the Society's reasonable costs in so doing.

## 5. GENERAL MEETINGS

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#### PROCEEDINGS, VOTES, AND QUORUM

- 5.1 All Members are entitled to attend General Meetings in person.
- 5.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5.3 Notice of any General Meeting shall normally be issued by the Secretary; and must specify:
  - 5.3.1 the date, time, and place of the meeting;
  - 5.3.2 the nature of the meeting (whether Annual or Extraordinary); and

- 5.3.3 the general nature of the business to be transacted.
- 5.4 Not less than fourteen days' notice of any General Meeting shall be sent to all Members on:
- 5.4.1 Membership Register A; or
- 5.4.2 Membership Register B (if the business shall include a proposal to amend these Rules).
- 5.5 No business shall be transacted at any General Meeting unless a quorum is present.
- 5.6 A total of nine Members (not less than two of whom shall be officers) shall constitute a quorum for any General Meeting.
- 5.7 In the absence of the President (or his or her nominee) at any General Meeting, those present shall elect another officer or Member of Council to chair the meeting.
- 5.8 Questions arising at any General Meeting must be decided by a majority of votes. In the case of an equality of votes, the President shall:
- 5.8.1 have a vote;
- 5.8.2 have an additional casting vote for all business; and
- 5.8.3 determine the conduct of any voting.

#### ANNUAL GENERAL MEETINGS

- 5.9 The Annual General Meeting shall normally be held in February, and not more than fourteen months shall elapse between each Annual General Meeting.
- 5.10 The notice of an Annual General Meeting shall:
- 5.10.1 include the names of all candidates proposed, by Council, as officers and as Members of Council; and
- 5.10.2 invite nominations for Members of Council (which shall be proposed and seconded by Members or institutional representatives).
- 5.11 At an Annual General Meeting, the Members shall:
- 5.11.1 receive the annual Report of Council on the Society's activities since the previous Annual General Meeting;
- 5.11.2 receive an audited statement of the Society's income and expenditure for the previous financial year;
- 5.11.3 elect the officers and Members of Council;
- 5.11.4 elect one or more Vice-Presidents (if appropriate);
- 5.11.5 elect the Independent Examiner (who need not be a Member); and
- 5.11.6 discuss and determine any issues of policy or items of any other business.

#### EXTRAORDINARY GENERAL MEETINGS

- 5.12 An Extraordinary General Meeting may be convened by the Secretary:
- 5.12.1 at the President's discretion;
- 5.12.2 by resolution of Council; or
- 5.12.3 at the requisition of not fewer than twelve Members.
- 5.13 Any requisition for an Extraordinary General Meeting must:
- 5.13.1 be made in writing to the Secretary; and
- 5.13.2 state the nature of the business for discussion.

## **6. AMENDMENT AND DISSOLUTION**

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#### ADOPTION AND AMENDMENT

- 6.1 Notice of any proposed alteration to these Rules must be:
- 6.1.1 sent to the Secretary one month before a General Meeting; and
- 6.1.2 included in the notice of that meeting.
- 6.2 No alteration or amendment may be made to these Rules except by:
- 6.2.1 Members in General Meeting; and



- 6.2.2 approval of a two-thirds majority of those present and voting.
- 6.3 No amendment or alteration to these Rules shall:
  - 6.3.1 have the effect of making the Society cease to be a charity at law; or
  - 6.3.2 alter the objects, if such a change would undermine the Society's previous objects.
- 6.4 All matters concerning the Society and these Rules shall be:
  - 6.4.1 determined in accordance with English Law; and
  - 6.4.2 subject to the sole jurisdiction of the English Courts.
- 6.5 After adoption, a copy of any amendment to these Rules shall be:
  - 6.5.1 sent to the Charity Commission within one month of its adoption; and
  - 6.5.2 these Rules printed, in full, in one of the Society's publications.

#### DISSOLUTION

- 6.6 The Society may be dissolved by the Members in a General Meeting convened for that purpose, provided that:
  - 6.6.1 notice of the General Meeting has been given to all Members on Membership Register A; and
  - 6.6.2 the resolution is approved by a two-thirds majority of those present and voting.
- 6.7 If Members resolve to dissolve the Society, Council shall:
  - 6.7.1 remain in office; and
  - 6.7.2 be responsible for the orderly settlement of the Society's affairs in accordance with these Rules.
- 6.8 Council must:
  - 6.8.1 account for all remaining assets; and
  - 6.8.2 settle, or make provision for the settlement of, all liabilities.
- 6.9 In no circumstances shall the Society's net assets be paid to, or distributed amongst, the Members (except to a Member that is itself a registered charity).
- 6.10 Before (or at the same time as) a resolution concerning dissolution, the Members in General Meeting may resolve to specify the manner in which Council is to apply the Society's remaining property. Any such resolution must:
  - 6.10.1 be approved by a majority of those present and voting; and
  - 6.10.2 comply with Rule 6.11.
- 6.11 Council must apply any remaining property or money:
  - 6.11.1 directly for the objects;
  - 6.11.2 by transfer to such registered charity or charities established for similar charitable purposes as the Society; and
  - 6.11.3 if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object with the prior approval of the Charity Commission.
- 6.12 Council must send to the Charity Commission, promptly:
  - 6.12.1 notice of the Society's dissolution;
  - 6.12.2 the Society's accounts for the accounting period which ended before its dissolution, if obliged to do so; and
  - 6.12.3 the Society's final Report of Council and statement of account, if obliged so to do.
- 6.13 After the Society's dissolution, Council shall deposit all, or copies of all, the Society's records, reports, accounts, and archives at Manchester Central Library or another relevant archival institution, for permanent preservation.