

# THE SOCIETY FOR THE STUDY OF MEDIEVAL LANGUAGES AND LITERATURE

## Constitution

Adopted at the AGM held on 6<sup>th</sup> May 2017

### **I. Name**

The Society shall be called The Society for the Study of Medieval Languages and Literature and generally known as The Medium Ævum Society (hereafter referred to as 'the Society').

### **II. Objects**

1. The Society exists to advance education by the encouragement of research in medieval languages and literature and the dissemination of that research to the scholarly community and the wider public.

2. The activities through which the Society promotes its Object include:

- (a) The publication and dissemination of relevant research in its journal, monographs and other publications, in print or electronically
- (b) The sponsorship of lectures, conferences and other appropriate events
- (c) The encouragement of medieval studies by graduate students through the provision of an essay prize, bursaries and other appropriate incentives for scholarship

This list is not exhaustive and the Society will develop other initiatives in accordance with its Object.

### **III. Powers**

In order to further its Object (but not for any other purpose), the Society, through its Trustees, may, in addition to any other powers it has, exercise any of the following powers:

- (a) raise funds. In exercising this power, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations
- (b) buy, take on lease or in exchange, hire or otherwise acquire, property, and to maintain and equip it for use
- (c) sell, lease, or otherwise dispose of, all or any part of the property belonging to the Society. In exercising this power the trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993
- (d) borrow money and charge the whole or any part of the property belonging to the Society, as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 (as amended by the Charities Act 2006) if they wish to mortgage land owned by the Society
- (e) co-operate with other charities, voluntary and educational bodies and to exchange information and advice with them
- (f) establish or support any charitable trusts, associations or institutions formed for the charitable purpose of the Society's Object
- (g) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves
- (h) obtain and pay for such goods and services as are necessary for carrying out the work of the Society
- (i) open and operate such bank and other accounts as the Trustees consider necessary and invest funds and 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.

#### **IV. Application of the Income and Property**

1. The income and property of the Society shall be applied solely towards the promotion of the Objects.
2. A Trustee may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
3. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent:
  - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
  - (b) a Trustee from:
    - (i) buying goods or services from the Society upon the same terms as other members or members of the public
    - (ii) receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Trustees comply with the provisions of paragraph (6) of this Article, or as a member of the Society and upon the same terms as other members;
  - (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer 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 Society but excluding:
    - (i) fines
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer
    - (iii) liabilities to the Society that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.
4. No Trustee may be paid or receive any other benefit for being a Trustee.
5. A Trustee may:
  - (a) sell goods, services or any interest in land to the Society
  - (b) be employed by or receive any remuneration from the Society
  - (c) receive any other financial benefit from the Society,  
if:
    - (d) he or she is not prevented from so doing by paragraph (4) of this Article; and
    - (e) the benefit is permitted by paragraph (3) of this Article; or
    - (f) the benefit is authorised by the Trustees in accordance with the conditions in paragraph (6) of this Article.
6. (a) If it is proposed that a Trustee should receive a benefit from the Society that is not already permitted under paragraph (3) of this Article, he or she must:
  - (i) declare his or her interest in the proposal;
  - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (iii) not be counted in determining whether the meeting is quorate;
  - (iv) not vote on the proposal.

- (b) In cases covered by paragraph (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Society to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- (c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this Article if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Society the value of any benefit received by the Trustee from the Society.

7. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

#### **V. Executive Committee**

1. The governing body of the Society is the Executive Committee, the members of which are the Trustees of the Society.

2. The Executive Committee shall consist of the Officers of the Society, the Editors (who shall be members *ex officio*) and up to five ordinary members. The Executive Committee shall have the power to co-opt up to two additional members. All members of the Executive Committee must be members of the Society.

3. The Officers of the Society are:

Hon. President

Vice-Presidents (up to two)

Hon. Secretary (if elected)

Hon. Treasurer (if elected)

4. The Vice-President(s) will be appointed by the Executive Committee from the elected ordinary members of the Committee, at which point they may cease to be ordinary members of the Executive Committee. A Vice President will be appointed for a term not exceeding five years, or until the Executive Committee replaces her or him in that Office, whichever is earlier.

5. If requested by the Executive Committee, an Hon. Secretary and/or an Hon. Treasurer may be elected at the Annual General Meeting for a term not exceeding five years, at the end of which they will not be re-eligible for election for a period of two years.

6. The President shall be elected for a term of three years and shall be eligible for re-election at the end of that term for two years only, to a maximum of five years in office.

7. The ordinary members of the Executive Committee will be elected at the Annual General Meeting for a first term of not more than five years. Ordinary members thus elected may be also appointed by the Executive Committee for a second term of not more than five years, after which they will not be re-eligible for election for a period of two years.

8. The Executive Committee may appoint an Executive Officer to serve the Society who will not be a member of the Executive Committee but will be expected to attend its meetings.

9. For elections at the Annual General Meeting, nominations proposed and seconded by members of the Society, and the acceptance of the appointment by the person proposed, shall be sent in writing or electronically so as to reach the Executive Officer (or, if there is no such officer, a Vice-President), at least seven days before the date of the AGM.

10. A Trustee shall cease to hold office if he or she:

- (a) 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);
- (b) ceases to be a member of the Charity;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of the Trustees from all their meetings held within a period of twelve consecutive months and the Trustees resolve that his or her office be vacated.

11. The Executive Committee shall meet at least twice a year. The quorum of a meeting of the Executive Committee will be four.

12. The President will chair the meetings of the Executive Committee. If the President is unwilling or unable to preside, or is not present within ten minutes of the time appointed for the start of the meeting, those of the Committee present may appoint one of their number to chair the meeting. The person chairing will, in the case of an equality of votes, have a casting vote.

## **VI. Membership**

1. Membership is open to any individual or organisation in sympathy with the Object of the Society.

2(a) Membership may only be refused if the Executive Committee, acting reasonably and properly, considers it to be in the best interests of the Society to refuse the request for membership.

(b) The Executive Committee must inform the prospective member of the decision within twenty-one days of it having been made.

(c) The Executive Committee must consider any written representation from the prospective member about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

3(a) Membership is terminated by death, resignation, failure to pay any sum due to the Society within a year of its falling due, or if the Executive Committee, acting reasonably and properly, resolves that it is in the best interests of the Society to withdraw membership from a member.

(b) A resolution to withdraw membership from a member may only be passed if:

(i) the member has been given at least twenty one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

4. The Executive Committee will keep a register of the names and addresses of the members which will be available for inspection by any member.

## **VII. General Meetings**

1. The Society shall hold a general meeting within thirteen months of the date of the adoption of this constitution.
2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
3. All general meetings other than annual general meetings shall be called special general meetings.
4. The Executive Committee may call a special general meeting at any time, and is required to call a special general meeting if a request is made in writing, signed by no fewer than 20 members.
5. The minimum period of notice required to hold any general meeting of the Society is fourteen clear days from the date on which the notice is deemed to have been given.
6. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must be given to all members of the Society who have provided the Executive Officer (or, if there is no such officer, the Hon. Treasurer) with a UK postal address or an e-mail address, either by post or by electronic communication.
7. The quorum of a general meeting will be ten members of the Society.
8. The President at the time of the meeting will chair a general meeting. If the President is unwilling or unable to preside, or is not present within ten minutes of the time appointed for the start of the meeting, the members present may appoint another member of the Society to chair the meeting.
9. Apart from electing the President and members of the Executive Committee, the AGM shall:
  - (a) receive and approve the Society's annual report
  - (b) approve the appointment of an auditor for the Society's accounts
  - (c) fix the annual subscription to the Society, on the recommendation of the Executive Committee; this rate will come into effect for subscriptions newly taken out or renewed from 1<sup>st</sup> January of the following year onwards.The AGM shall also transact any other required business. Any member wishing to have a matter placed on the Agenda should inform the Executive Officer (or, if there is no such officer, a Vice-President) in writing not later than twenty-one days before the AGM.
10. At any general meeting, each member of the Society present shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote.

## **VIII. Delegation**

1. The Executive Committee may delegate any of their powers or functions to an individual or committee of two or more members of the Society, provided that the terms of any such delegation are clearly recorded in the Executive Committee's minutes.
2. The Executive Committee may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by those to whom the Executive Committee delegates;
- no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed by the Executive Committee.

3. The Executive Committee may revoke or alter any delegation.

4. All delegated acts and proceedings must be fully reported to the next meeting of the Executive Committee.

### **IX. Publications**

1. The Society shall publish a journal entitled *Medium Ævum*, which shall be published twice a year. There will be up to five Editors of the journal, each of them appointed by the Executive Committee.

2. The Society shall also publish occasional monographs. The Series Editors will include the Editors of the journal and any further member of the Society as appointed by the Executive Committee.

3. In addition, the Society may undertake any publication which it considers suitable and for which funds are available.

4. All members who have paid their subscriptions for the year shall be entitled to receive the Society's journal post free and to purchase at special reduced rates such print volumes as the Society may from time to time publish.

### **X. Annual Report and Return and Accounts**

1. The Executive Committee must comply with their obligations as Trustees under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Society
- (b) the preparation of annual statements of account for the Society
- (c) the transmission of the statements of account to the Society
- (d) the preparation of an Annual Report and its transmission to the Charity Commission of England and Wales
- (e) the preparation of an Annual Return and its transmission to the said Commission.

2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Executive Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

### **XI. Amendments**

1. This Constitution can only be amended at a quorate General Meeting with the assent of two-thirds of the members present and voting.

2. A resolution for the alteration of the Constitution can be placed on the agenda of a General Meeting by the Executive Committee or by a request signed by twenty members and received in writing at least twenty-one days before a General Meeting by the Executive Officer (or, if there is no such officer, the President).

3. No alteration to Article II (Object), Article IV (Application of Income and Property), Article XII (Dissolution of the Society) or this Article shall take effect until the approval in writing of the Charity Commission for England and Wales or other authority having charitable jurisdictions shall have been obtained.

4. A copy of any resolution amending this constitution shall be sent to the Charity Commission for England and Wales within twenty-one days of it being passed.

## **XII. Dissolution**

1. The Society may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the specific purpose.

2. If the members resolve to dissolve the Society, the officers and general members of the Executive Committee will remain in office as Charity Trustees and be responsible for winding up the affairs of the Society in accordance with this clause.

3. The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

4. The Trustees must apply any remaining property or money:

- (a) directly for the Objects;
- (b) by transfer to any Charity or charities for purposes the same as or similar to the Society;
- (c) in such other manner as the Charity Commission for England and Wales may approve in writing in advance.

5. In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.

6. The Trustees must notify the Charity Commission for England and Wales promptly that the Society has been dissolved, and send to the Commission any accounts as necessary.

## **XIII. Rules**

1. The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.

2. The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
- (c) the procedure at general meeting and meetings of the Executive Committee in so far as such procedure is not regulated by this Constitution;
- (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the Society to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

3. The Society at a General Meeting has the power to alter, add to or repeal the rules or bye-laws.

4. The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society.

5. The rules or bye-laws shall be binding on all members of the Society. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**May 2017**