

Constitution agreed at Special General Meeting 26 April 2018, confirmed at the Annual General Meeting 3 November 2018 and agreed by the Charity Commission 29 November 2018

HAMPSHIRE ARCHIVES TRUST registered charity no. 294312

1 Name

The name of the Trust shall be Hampshire Archives Trust

2 Definitions

“Archives” includes records reflecting the history, life, economy and activities of Hampshire and its people whatever their media, including photographs, film, tape and machine readable records as well as traditional materials such as paper and parchment.

“Owner” includes trustees, lessees, licensees and mortgagees and any person holding a material estate or interest in archives.

“Corporate member” includes:

- educational organisations and institutions
- societies, associations and other bodies of persons interested in archives and local history (“societies and associations”)
- local authorities, incorporated associations, corporations, partnerships and businesses

“Person” includes corporations and associations of persons.

Masculine words include the feminine form and singular words the plural.

3 Objects

The primary purposes for which the Trust is established are to promote the conservation and preservation of archives for the benefit of the public and to advance public education on matters connected with archives.

4 Powers

In order to deliver its objects the Trust has the following powers

- 4a) To promote research and publication into subjects within the primary purposes of the Trust (including surveys and cataloguing archives) and disseminate results;
- 4b) To support the discovery and surveying of archives;
- 4c) To prevent fragmentation of unified collections of archives;
- 4d) To promote the understanding and use of archives;
- 4e) To promote and support courses, lectures, talks, and events about Hampshire archives;
- 4f) To promote co-operation between owners, local authorities, government departments, educational organisations and institutions, societies and organisations, charities and persons;
- 4g) To support the preservation, maintenance and display of archives by making available advice, information and technical and financial assistance (whether by

- grant, guarantee, loan or otherwise) for charitable purposes connected with the primary purposes of the Trust and calculated to further them;
- 4h) To raise funds and accept contributions from any person or organisation by way of subscription, donation, grant and otherwise and to provide financial assistance connected to the primary purposes of the Trust. Income and capital to be applied at the discretion of Trustees;
 - 4i) Subject to such consents as may be required by law to purchase, take on lease, or in exchange, hire or otherwise acquire, any real or personal property (including any assets or liabilities) and any rights or privileges which the Trust may think necessary for the promotion of the primary purposes of the Trust;
 - 4j) Subject to such consents as may be required by law to sell, let, manage, develop, exchange, lease, mortgage, dispose of or turn to account, all or any of the property or assets of the Trust as may be necessary with a view to the promotion of its primary purposes;
 - 4k) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Trust on such terms and on such security as the Trust shall think fit;
 - 4l) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and further the primary purposes;
 - 4m) To do all such other things as are necessary or conducive for the attainment of the said purposes.

5 Membership and Subscriptions

- 5a) Membership shall be open to any person over 18 as a full member, under 18 as a junior member (without voting rights) and any organisation interested in helping the Trust to achieve its aims, willing to abide by the rules of the Trust and willing to pay any subscription agreed by the Trustees.
- 5b) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.
- 5c) Each individual member and each member organisation shall have one vote at General Meetings.
- 5d) Each member organisation shall appoint a representative to attend General Meetings and shall notify the Secretary of that person's name.
- 5e) The membership of any member may be terminated for good reason (including non-payment of subscription) by resolution of the trustees.
- 5f) Subscription categories, rates and benefits shall be published by the Trust and subject to review by the trustees from time to time.
- 5g) Subscriptions are payable on or before such date each year as the Trustees shall determine.
- 5h) Membership shall lapse if a subscription is unpaid three months after it becomes payable.

6 General Meetings

- 6a) An Annual General Meeting shall be held annually on such date as the trustees shall determine to receive the Trustees' Annual Report and audited accounts and to elect trustees, the president and vice-presidents.
- 6b) Special General Meetings of the Trust shall be held at the written request of ten of the members whose subscriptions are fully paid-up, within 30 days of receipt of the request.
- 6c) Fifteen members personally present or represented shall constitute a quorum for a General Meeting of the Trust.

- 6d) The Trustees shall cause at least 14 clear days' notice to be given to members of any General Meetings of the Trust.
- 6e) Voting shall be by a show of hands. In case of a tie the Chair shall have the deciding vote.

7 Board of Trustees (known as the Executive Committee until 2017)

- 7a) The Board of Trustees shall be responsible for the management and administration of the Trust.
- 7b) Trustees shall meet the eligibility criteria required by law.
- 7c) The Trustees shall be the Chair, Vice-Chair, Secretary, Treasurer and in addition no fewer than three and no more than 15 or such other number as determined by the Trust at a General Meeting.
- 7d) Trustees are elected at the Annual General Meeting and shall hold office in accordance with the terms of their appointment, normally 4 years.
- 7e) Trustees, by providing the Trust with an e-mail address, are taken to have agreed to communicate with the Trust in electronic form using that address, unless the Trustee has indicated an unwillingness to receive such communication in that form.
- 7f) Nomination for election to the Board of Trustees shall be made in writing to the Secretary at least 14 days before the AGM supported by a seconder and with the consent of the nominee. If there are more applicants than places selection shall be by ballot.
- 7g) The Trustees shall have the power to fill casual vacancies.
- 7h) The Board of Trustees shall normally meet not less than three times a year with not less than seven days' notice of the next meeting.
- 7i) The Trustees shall decide when meetings of the Board of Trustees shall be held.
- 7j) The quorum shall be the Chair or Vice-Chair, one Trust officer and at least one quarter of the remaining Trustees.
- 7k) The Secretary shall, on being required so to do by any three members of the Trustees, convene a meeting not later than 15 days from the receipt in writing of the request for a meeting.
- 7l) Voting shall be by a show of hands. In case of a tie the Chair shall have the deciding vote.
- 7m) Time specific decisions required outside of Board of Trustee meetings may be made outside of a meeting by electronic means provided normal quorum arrangements are met as shown at 7j
- 7n) The Trustees may establish and constitute such Sub-Committees from time to time as shall be considered necessary for such purposes as shall be thought fit.
- 7o) All actions and proceedings of each Sub-Committee shall be reported to and be confirmed by the Trustees as soon as practicable.
- 7p) The Chair, Vice-Chair, Secretary and Treasurer shall be members ex officio of each Sub-Committee.
- 7q) Sub-Committees shall be subordinate to and may be regulated or dissolved by the Trustees.
- 7r) The Trustees may invite representatives to attend trustees meetings in a non-voting capacity; such representatives may include chief archivists in local authority archives, elected members from local authorities and other individuals or organisations as deemed appropriate

8 President and Vice-Presidents

- 8a) A President and Vice-Presidents (who shall be members of the Trust but are not Trustees) shall be elected at a General Meeting of the Trust for periods of four years.
- 8b) The President and Vice-Presidents shall be entitled to attend any meeting of the Trustees and to receive its agendas and, on request, any papers prepared for such meeting, but do not do so as Trustees of the Trust nor with any right to vote at any such meeting.

9 **Declaration of Interest**

- 9a) It shall be the duty of every member of the Board of Trustees or of a Sub-Committee thereof who is in any way directly or indirectly interested financially in any item under discussion at any meeting at which he or she is present or represented, to declare such interest and he or she shall not discuss such item (except by express invitation of the Chair) or vote thereon.

10 **Expenses of Administration and Application of Funds**

- 10a) The Trustees shall, out of the funds of the Trust, pay all proper expenses of administration and management of the Trust. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Trust shall be applied by the Trustees exclusively in furtherance of the purposes of the Trust.

11 **Investment**

- 11a) All monies at any time belonging to the Trust and not required for immediate application for its purposes shall be invested by the Trustees in or upon such investments, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Trustees.

12 **Record Keeping**

- 12a) The Trustees shall cause proper records to be kept of the financial and administrative transactions of the Trust to give a fair and accurate picture and shall cause the accounts to be properly audited and notified in accordance with law.

13 **Amendments**

- 13a) This Constitution may be amended by a two-thirds majority of members present or represented at an Annual General Meeting or Special General Meeting of the Trust, provided that 14 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Trust at any time to cease to be a charity in law.

14 **Notices**

- 14a) Any notice required to be given by this constitution shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of that member last notified

to the Trust or sent in any electronic form capable of being received and printed by the addressee.

15 **Winding-up**

- 15a) The Trust may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Trust confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous Meeting.
- 15b) If a motion for the dissolution of the Trust is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given.
- 15c) In the event of the dissolution of the Trust the available funds of the Trust shall be transferred to such one or more charitable institutions having one or more objects similar or reasonably similar to those hereinbefore declared as shall be chosen by the Trustees and approved by the Meeting of the Trust at which the decision to dissolve the Trust is confirmed.
- 15d) On dissolution the minute books and other records of the Trust shall be deposited in Hampshire Record Office.