SOCIETY OF BOOKBINDERS CONSTITUTION

Constitution adopted at the Annual General Meeting on the 20th day of August 2015.

A. Name

The name of the Association is the Society of Bookbinders ("the Society").

B. Administration

Subject to the matters set out below, the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Council").

C. Objects

The Society's objects ("the objects") are to advance education for the public benefit in all aspects of bookbinding, in particular but not exclusively by publishing works concerned with the objects, particularly those works which are not commercially profitable, by holding meetings at which papers on cognate subjects are read and discussed, and by arranging lectures and exhibitions which are also open to non-members.

D. Powers

In furtherance of the objects but not otherwise the Council may exercise the following powers:
(i) power to raise funds and to invite and receive contributions, provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
(ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
(iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
(v) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
(vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
(viii) power to appoint and constitute such advisory committees as the Council may think fit;
(ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership

(1) Membership of the Society shall be open to:
(i) individuals who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Council, and
(ii) any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").
(2) Every member shall have one vote.
(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
(4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
(5) The Council may unanimously and for good reason terminate the membership of any individual or member organisation, provided that: the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.

F. Honorary Officers

At the annual general meeting of the Society the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. The Council

(1) The Council shall consist of not less than six members nor more than thirteen members being:
(a) the honorary officers specified in the preceding clause;
(b) not less than six and not more than thirteen members elected at the regional annual general meetings who shall hold office from the conclusion of those meetings;
(c) no nominated members
(2) The Council may in addition appoint not more than four co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Council would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
(3) All the members of the Council shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
(4) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
(5) Nobody shall be appointed as a member of the Council who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
(6) No person shall be entitled to act as a member of the Council whether on a first or on any subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Society.

H. Determination of Membership of The Council

A member of the Council shall cease to hold office if he or she:
(1) is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
(3) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated; or
(4) notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

I. Council Members not to be personally interested

No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

J. Meetings and proceedings of the Council

(1) The Council shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Council upon not less than 4 days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
(2) The chairman shall act as chairman at meetings of the Council. If the chairman is absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
(3) There shall be a quorum when at least one third of the number of members of the Council for the time being or three members of the Council, whichever is the greater, are present at a meeting.
(4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
(5) The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.
(6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
(7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

K. Receipts and expenditure

(1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into accounts authorised by Council in the name of the Charity, at such banks as the Council may from time to time decide. Cheques drawn on the central accounts must be signed by at least two members of Council. Signatories for regional accounts (a minimum of two per account) shall be appointed as decided by the regional committees, the national Treasurer to be informed as changes are made, and these to be approved by Council. Signatories for such additional accounts as may from time to time be authorised by Council, e.g. for the convenient operation of Conference or Education and Training activities, will be appointed and approved by Council.
(2) The funds belonging to the Society shall be applied only in furthering the objects.

L. Property

(1) Subject to the provisions of sub-clause (2) of this clause, the Council shall cause the title to:
(a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
(b) all investments held by or on behalf of the charity;
to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
Holding trustees may be removed by the Council at their pleasure and shall act in accordance ' with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.
(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Council may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
(1) the keeping of accounting records for the Society;
(2) the preparation of annual statements of account for the charity;
(3) the auditing or independent examination of the statements of account of the Society; and
(4) the transmission of the statements of account of the Society to the Commission.

N. Annual Report

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O. Annual Return

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P. Annual General Meeting

(1) There shall be an annual general meeting of the Society which shall be held by the month of July in each year or as soon as practicable thereafter.
(2) Every annual general meeting shall be called by the Council. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
(4) The Council shall present to each annual general meeting the report and accounts of the Society for the preceding year.
(5) Nominations for election to the Council must be made by members of the Society in writing and must be in the hands of the secretary of the Council at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. Special General Meetings

The Council may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings

(1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society.

(2) There shall be a quorum when at least five percent of the current membership, or ten members of the Society, whichever is the greater, are present at any general meeting.

S. Notices

Any notice may be served upon any member either (a) personally or (b) by sending it through the post in a prepaid envelope addressed to the member at his registered address as appearing in the register of members or (c) by using electronic communication to an address for the time being notified for that purpose to the Society. Any document may be sent to any member using electronic communication or shall be treated as sent to any person if the item in question is published on a web site and that person is notified of (i) the publication on that web site (ii) the address of that web site and (iii) the place on that web site where the item may be accessed and how it may be accessed.

T. Alterations to the Constitution

(1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

(2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Council members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

(3) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

(4) The Council should promptly send to the Commission a copy of any amendment made under this clause.

U. Dissolution

If the Council decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission. On the dissolution of any Region, any remaining assets shall revert to the Society's central funds.

NB

This Constitution replaces the Constitution of the Society of Bookbinders adopted 24 March 1990, as amended on 29 May 1993, 27 November 1993, 22 June 1996, 3 July 1999, 20 May 2000, 22nd August 2009, 25th August 2011.