

# THE CLASSICAL ASSOCIATION CONSTITUTION

## 1. Name

The association shall be called "**The Classical Association**".

## 2. Objects

The objects of the Association shall be:

- 2.1 (a) The advancement of education by the promotion, development and maintenance of classical studies;
- (b) To increase public awareness of the contribution and importance of classics to education and public life;

In furtherance of the objects shall be the following powers:

- 2.2 (a) to support and advance classical learning in schools and universities;
- (b) to encourage classical scholarship and make its achievements known;
- (c) to form, or approve the formation of, local branches within England and Wales;
- (d) to co-operate with other institutions having like objects;
- (e) to do such other lawful things as may be incidental or conducive to the attainment of the foregoing objects.

## 3. Membership

(a) Subject to clause 12 below, any individual agreeing to join the Association on the terms of this Constitution shall upon payment of the subscription become a member of the Association.

(b) There shall be the following categories of membership:

(i) **ordinary membership**, available to those who pay an annual subscription;

(ii) **life membership**, available to those aged 65 or over on payment of a life subscription;

(c) All members who have paid their subscription shall be entitled (subject to paying any appropriate fees):

- (i) to notice of, and to attend and vote at, all General Meetings;
- (ii) to attend conferences and other activities organised by the Association;
- (iii) to receive the Association's published proceedings free of charge.

(d) The annual subscription shall be payable in advance on 1 January, or when a member first joins, provided that the first subscription of a member joining during the last 3 months of the year shall count for the following year.

#### **4. Officers**

(a) There shall be the following Officers of the Association:

- (i) **President;**
- (ii) **Chair;**
- (iii) **Honorary Treasurer;**
- (iv) **Honorary Secretary;**
- (v) **Outreach Officer;**
- (vi) such other officers as may from time to time be duly nominated and elected.

(b) The President shall be elected annually at the AGM. He or she shall hold office until the next AGM, and shall not be eligible for re-election.

(c) Other Officers shall be elected annually at the AGM, and shall hold office until the next AGM. Except in the case of the Treasurer, Officers shall be eligible for election to a particular office for a normal maximum period of five years, which period may however be extended for up to a further two years.

#### **5. Honorary Appointments**

(a) The Association in General Meeting may elect individuals to the honorary title of Vice-President.

(b) Holders of honorary titles shall be eligible for, but shall not *ex officio* assume, membership of the Council.

## 6. Council

(a) The Association shall be governed by a Council consisting of:

(i) the **Officers**;

(ii) 15 ordinary **elected members**;

(iii) not more than 5 **co-opted members**;

(iv) such further members as the Council may from time to time co-opt for the purpose of filling casual vacancies (including vacancies arising from insufficiency of candidates for election).

(b) The election of ordinary Council members shall take place at the AGM, and such members shall serve for 5 years, after which they shall not be eligible for re-election until another year has elapsed. Co-opted Council members shall serve until the next AGM, after which they shall be eligible for reappointment for a maximum of 4 more consecutive years.

(c) The Council shall have full power to manage and administer the Association's property and affairs including in particular the following powers;

(i) all the powers of an absolute beneficial owner to enter into contracts on behalf of the Association and to invest or deal with the Association's property.

(ii) power to raise money for the objects of the Association by borrowing or by public appeal or otherwise;

(iii) power to enter into guarantees or indemnities on behalf of the Association;

(iv) power to appoint sub-committees and working parties and to delegate any of its powers to them (subject always to an obligation to report back all their acts and proceedings to the Council) and to revoke or vary their terms of reference or powers at any time;

(v) power to regulate the relations of the Association with its branches and with other institutions.

(d) The members of the Council shall be entitled to be reimbursed by the Association for their reasonable out of pocket expenses incurred in and about the business of the Association.

## 7. Proceedings of the Council

(a) The Council shall meet at least once in every year to prepare the agenda for the AGM and at such other times as may be necessary for the proper conduct of the Association's affairs. Before every meeting the agenda and the minutes of the last meeting shall be circulated to every member of the Council.

(b) At every meeting of the Council:

(i) the chair shall be taken by the Chair or in the absence of the Chair by a member of the Council elected for the purpose of the meeting from among those present;

(ii) 8 members of the Council present in person shall constitute a quorum;

(iii) each member of the Council shall have one vote and in the event of a tie the Chair shall have a second or casting vote.

(c) Subject to the foregoing, and subject to review by the Association in General Meeting, the Council may regulate its own proceedings by standing orders or otherwise.

## **8. Election Procedure**

(a) Any member of the Society may, and the Council shall, nominate one eligible candidate for each elective vacancy on the Council.

(b) No candidate's name shall go forward for election unless he or she is willing to serve and has been nominated either by the Council or by at least:

(i) 10 members (in the case of candidates for Office), and

(ii) 2 members (in the case of other candidates).

(c) All nominations by members shall be sent to the Honorary Secretary by 31 October and shall be set out in the notice convening the AGM together with the nominations by the Council. If at the date of the notice there are more vacancies than nominations the Council may propose candidates to fill them under clause 9(a) (vi) below.

(d) At the AGM if the number of candidates duly nominated or proposed:

(i) is equal to or less than the number of vacancies, all candidates shall be declared to have been elected;

(ii) is greater than the number of vacancies, the election shall be put to the vote.

**9. Annual General Meeting ("AGM")**

(a) The AGM shall be held in a university town in England or Wales, or at such other place as the Council shall decide, to transact the following business.

(i) to elect the Officers and other members of the Council;

(ii) to consider and if approved to adopt an audited statement of the accounts for the preceding financial year;

(iii) to appoint an Auditor for the current financial year;

(iv) to choose the venue for the next AGM;

(v) to consider any resolution proposed by the Council and placed on the agenda;

(vi) to consider any urgent resolution proposed by the Council;

(vii) to consider any other resolution duly submitted to the Honorary Secretary by a member of the Association and placed on the agenda.

(b) The agenda for the AGM shall be drawn up by the Council and shall include:

(i) any resolution proposed by the Council;

(ii) any resolution submitted in writing by any member of the Association to the Honorary Secretary by the preceding 31 October and supported by the signatures of at least 20 other members.

(c) A notice convening the AGM and setting out the agenda shall be sent to every member of the Association at least 14 days before the meeting.

**10. Special General Meetings**

(a) A Special General Meeting shall be held:

(i) at any time pursuant to a resolution of the Council;

(ii) within 4 months after receipt by the Honorary Secretary of a requisition signed by at least 25 members of the Association setting out any resolution which they intend to propose.

(b) A notice convening a Special General Meeting and setting out the agenda shall be circulated by the Council to all members of the Association at least 14 days before the meeting.

(c) At all Special General Meetings however called:

(i) resolutions may be proposed by the Council;

(ii) no resolution may be proposed unless it has been set out in the convening notice.

## **11. Procedure at General Meetings**

At all General Meetings:

(a) The chair shall be taken by the Chair or in the absence of the Chair by a member of the Association elected for the purpose of the meeting from among those present.

(b) 15 members of the Association present in person and entitled to vote shall constitute a quorum.

(c) All members of the Association whose subscription is fully paid up to the date of the meeting may attend and vote. In the event of a tie the Chair shall have a second or casting vote.

## **12. Property and Trustees**

(a) The Association may acquire hold manage and deal with property of any description including property which is subject to trusts compatible with the Society's objects.

(b) The assets of the Association shall be administered and invested or applied at the discretion of and in accordance with the directions of the Council and may be held in any of the following ways:

(i) if the Council is incorporated under the Charities Act 1993, by and in the name of that incorporated body;

(ii) by and in the name of a trust corporation holding as trustee for the Association, which shall be appointed, and may be removed, by a resolution of the Council recorded in writing and signed by the Chair of the meeting at which the resolution is passed;

(iii) in the case of money in an account with a bank or other financial institution in the name of the Association, which shall be operable only on

written instructions signed by not less than two persons authorised by resolution of the Council;

(iv) in the case of land by the Official Custodian for Charities.

(c) A trust corporation may charge for its services in accordance with its usual scale of charges from time to time and shall be bound and entitled to act in accordance with written directions signed by both the Secretaries.

### **13. Non-Admission and Expulsion**

(a) The Council may decline to admit any individual to membership of the Association without giving any reason subject to repayment of any subscription already paid.

(b) The Council may expel, or refuse to renew the membership of, any member of the Association whose conduct they consider prejudicial to the interests of the Association, subject (only in the case of expulsion) to the member's right to appeal to a General Meeting.

### **14. Alterations to the Constitution**

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. No amendment shall be made to Clause 2, this Clause, or Clause 15 without prior consent of the Charity Commissioners. No amendment shall be made which would cause the Association to cease to be a charity at law.

### **15. Dissolution**

If the Council decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, 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 the power to realise any assets held by or on behalf of the Association. 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 Association as the members of the Association shall 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 Association must be sent to the Charity Commissioners.