

CONSTITUTION OF THE PRE-RAPHAELITE SOCIETY

(Adopted, 20 October 2001; amended, 19 October 2002; and 7 May 2005)

Preamble

The Society was founded in Birmingham, on the 26th of October 1988, by the Very Revd. Peter Berry. A Constitution was adopted in October 1994 but is wholly superseded by the present instrument. The Preamble to the earlier Constitution, written by the late Anthony Hobson, is included below as an Appendix. In drafting the Articles which follow, the Society has been guided by the provisions of a "Model Constitution for a Charitable Unincorporated Association" (Charity Commission for England and Wales, 1998) and duly acknowledges this help.

Article 1 : Name

The name of the Society shall be "The Pre-Raphaelite Society", the letters "PRS" being used as a short form of this name.

Article 2 : Administration

Subject to the matters set out below, the PRS and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by Article 9 of this Constitution.

Article 3 : Objects

The objects of the P.R.S. shall be to promote, improve, develop and maintain public education in and appreciation of the works and lives of the Pre-Raphaelite Brotherhood and their successors locally, nationally and internationally.

Article 4 : Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

(i) Power to raise funds and to invite and receive contributions, provided that in raising funds the Executive Committee shall not undertake any substantial, permanent trading activities and shall conform to any relevant requirements of the law;

(ii) Power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the PRS;

(iii) 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;

(iv) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(v) Power to publish, and encourage publication of, writings relating to the Pre-Raphaelite Brotherhood and their successors.

(vi) Power to hold meetings, conferences and seminars of members and others who have an interest in the Pre-Raphaelite Brotherhood and their successors.

(vii) Power to arrange visits to places of local, national and international interest.

(viii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit; and

(ix) Power to do all such other lawful things as are necessary for the achievement of the objects.

Article 5 : Membership

(i) **Individual membership** shall be open to anyone who supports the objects of the PRS, who agrees to conform to its rules and who pays the annual subscription. No tests shall be applied for membership but, in exceptional circumstances, the Executive Committee may refuse an application without necessarily giving a reason. Each individual member over the age of 18 shall have one vote at Annual General Meetings and Extraordinary General Meetings; or one vote exercised by proxy; or one postal vote on any question, or in any election to office, of which formal notice in writing has been given to the Secretary not less than four weeks before the date of the General Meeting at which the question is to be decided or the election held. When over the age of 18, a member shall be eligible to serve on the Executive Committee; but, in normal circumstances, he or she should have been a member for twelve months before nomination.

(ii) **Corporate membership** shall be open to all bodies which are interested in supporting the objects of the PRS and which pay the annual subscription. Each corporate member may appoint an individual to represent it, and to vote on its behalf. The Secretary should be informed of such an appointment.

(iii) **Family membership** shall be open to members of the same household, resident at one address, on the same conditions as for individual members. One copy of every PRS publication issued to Individual members shall be sent to each Family membership address; but this grade of membership shall carry two votes as provided for in paragraph (i) of this Article, if both the persons are over the age of 18.

(iv) The Executive Committee may from time to time appoint Honorary members, whose rights shall be the same as those of Individual members, except that they shall not be eligible to serve on the Executive Committee. Honorary members need pay no subscription and such appointments will normally be made for life. No new appointments to this grade shall be made if the number of Honorary members has reached ten percent of the total of all other grades of membership combined.

With the adoption of this Constitution, the grade of "Patron" is abolished and all persons holding this grade will become Honorary members.

(v) The Executive Committee may, by a two-thirds majority of those present at a special meeting, suspend any member for conduct liable to bring the PRS into disrepute, or for similar

reasons. The case against a suspended member must then be brought before the next Annual General Meeting, or an Extraordinary General Meeting, for final decision; and under no circumstances shall the Executive Committee have power to expel a member.

Article 6 : Subscriptions

(i) Individual, Corporate and Family members shall, on joining, pay the subscription appropriate to their grade. All renewals are due on the 1st of January each year. The Treasurer shall inform all subscribing members of the approaching expiry of their subscriptions; and no member shall be removed from the membership roll until he or she has been sent two further reminders over a period of at least three months from the date of expiry. The Treasurer shall have power to waive or reduce any subscriptions in cases of hardship or in other unusual circumstances.

(ii) Except where otherwise provided for in this Constitution, subscribing members shall receive a copy of all regular (but not occasional) publications issued by the PRS during their term of membership; may attend all meetings and visits officially arranged; may vote at all meetings; and may make use of all other services offered for the benefit of members.

(iii) Rates of subscription shall be fixed by the Executive Committee, but no increases may be made without a two-thirds majority of those present at a Committee meeting, confirmed by a simple majority at the next Annual General Meeting. Nor shall the extent and value of the publications and other services offered by the PRS be reduced without similar majorities in the Executive Committee and at an Annual General Meeting.

Article 7 : President and Vice-Presidents

(i) The Executive Committee may, by a two-thirds majority of those present, nominate a person to hold for life the office of President of the PRS. Such a nomination may be made either on the grounds of distinguished contributions in the field of Pre-Raphaelite studies or of notable services to the PRS itself. Any such nomination must be confirmed by a two-thirds majority at an Annual General Meeting.

The President may attend meetings of the Executive Committee, without having a vote; otherwise, no duties or responsibilities shall attach to this office but the ordinary rights of membership shall apply.

(ii) By procedures similar to those set out above, for the office of President, the Executive Committee may nominate, and an Annual General Meeting confirm, a number of Vice-Presidents of the PRS; provided that there shall not be more than four living Vice-Presidents at any given time. The office of Vice-President shall be held for life and the ordinary rights of membership shall apply. Vice-Presidents may attend meetings of the Executive Committee, without having a vote; otherwise, no duties or responsibilities shall attach to their office.

Article 8 : Honorary Officers

The following offices shall be filled at each Annual General Meeting:

(i) **Chairman**. Nominees for this office shall be not less than thirty years of age and shall have served for not less than one full term on the Executive Committee. The Chairman shall preside at all meetings of the Executive Committee and the PRS at which he or she is present, exercising a casting vote (but not an ordinary vote); and shall co-ordinate the work of the other Honorary Officers.

(ii) **Vice-Chairman**. The qualifications for this office shall be the same as for the Chairman, but he or she may simultaneously hold one of the four offices named below in this Article. In the event of the death, resignation or permanent indisposition of the Chairman, the Vice-Chairman shall succeed automatically, to complete the term.

(iii) **Treasurer**. Nominees for this office shall be not less than eighteen years of age and shall be permanently resident in the United Kingdom.

(iv) **Secretary**. Nominees for this office shall be not less than eighteen years of age.

(v) **Editor**. Nominees for this office shall be not less than eighteen years of age.

(vi) **Events Secretary**. Nominees for this office shall be not less than eighteen years of age. This officer shall be responsible for the arrangement of all official meetings and visits, including Annual General Meetings (but not including Extraordinary General Meetings, for which the Executive Committee will make whatever arrangements are appropriate in each case).

The length of term of each Honorary Officer shall be one year, but there shall be no limit to the number of terms which any person may serve in any office. Nominations shall be received by the Secretary not less than four weeks before each Annual General Meeting. If no more than one nomination is received for a given office, the name of the nominee shall be put to the General Meeting for confirmation; but, before doing so, the presiding officer shall always give the members present the opportunity to object to the nomination and to give reasons. If a nomination is challenged, or if there is more than one nomination for a given office, the issue shall be decided by a secret ballot.

Article 9 : The Executive Committee

This Committee shall consist of all the Honorary Officers named in Article 8 and of other members to a total not exceeding twelve (the President and Vice-Presidents being counted as supernumary); but a majority of the Committee must always be permanently resident in the United Kingdom.

(i) Members of the PRS who are defined in Article 5 as being eligible to serve may be nominated to the Executive Committee by notice being given to the Secretary not less than four weeks before each Annual General Meeting. The length of term of such members shall be one year; but there shall be no limit to the number of terms which any person may serve. If the number of such nominations will not bring the members of the Executive Committee to more than twelve (including the Honorary Officers), the names of the nominees will be put to the

General Meeting for confirmation; but if the number of nominations would bring the Executive Committee over that limit, a secret ballot will be held.

(ii) If the offices of Vice-Chairman, Treasurer, Secretary, Editor or Events Secretary become vacant between Annual General Meetings, the Executive Committee may appoint any of its members to complete the term; or may co-opt any member of the PRS, eligible to serve, to complete the term. Co-opted members of the Executive Committee shall have a vote.

(iii) The proceedings of the Executive Committee 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.

(iv) No person shall be entitled to act as a member of the Executive Committee, whether on a first or on any subsequent entry into office, until after signing in the minute book of the Executive Committee a declaration of acceptance and willingness to act in the trusts of the PRS.

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

Article 10 : Determination of Membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

(i) Is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(ii) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(iii) Is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

(iv) Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

Article 11 : Meetings and Proceedings of the Executive Committee

(i) The Executive Committee shall hold at least five ordinary meetings each year. A special meeting may be called at any time by the Chairman, or by any two members of the Executive Committee, upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed; but if the matters include the appointment of a co-opted member, or the suspension of a Committee member, then not less than twenty-one days' notice must be given.

(ii) If the Chairman and Vice-Chairman are absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

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(iii) There shall be a quorum when at least one third of the number of members of the Executive Committee, or three members of the Executive Committee, whichever is the greater, are present at a meeting.

(iv) Except where otherwise provided for in this Constitution, each matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question.

(v) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

(vi) The Executive Committee shall make no rule for the conduct of its business which is inconsistent with this Constitution.

(vii) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee 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 Executive Committee.

(viii) By a vote of not less than two-thirds of those present at a special meeting of the Executive Committee, a Committee member may be suspended for conduct wilfully contrary to the best interests of the PRS; but the case must then be referred for final decision to the next Annual General Meeting or to an Extraordinary General Meeting.

Article 12 : Finance

(i) The funds of the PRS, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the PRS at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by the Treasurer and one other member of the Executive Committee.

(ii) The funds belonging to the PRS shall be applied only in furthering the objects.

(iii) The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to: the keeping of accounting records and the preparation of annual statements of account for the PRS; the auditing or independent examination of the statements of account of the PRS; and the transmission of these statements of account to the Commission.

(iv) The executive Committee 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 return. Before their transmission to the Commission, these papers shall be approved by the members of the PRS at an Annual General Meeting.

Article 13 : Property

The Executive Committee may arrange for any property or investments held by or in trust for the PRS to be held in the name of a clearing bank, trust corporation or any stockbroking company

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which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

Article 14 : Annual General Meetings

(i) The PRS shall hold its Annual General Meeting in Birmingham during the month of October. All members, together with guests, may attend and there shall be no charge for admission. The Events Secretary shall give all members at least six weeks' notice of each Annual General Meeting.

(ii) There shall be a quorum when not less than fifteen members are present. In the absence of both the Chairman and the Vice-Chairman, the Honorary Officer most senior in length of service shall preside; and the Executive Committee shall make arrangements for a full record of proceedings to be kept and copies sent out to all members as soon as practicable after the meeting. The Treasurer shall submit his annual accounts to the meeting; and the other Honorary Officers will normally present their reports of the past year's activities. Motions for consideration should be received by the Secretary four weeks before each Annual General Meeting; but the presiding officer shall always give members the opportunity to raise any points at the meeting which are relevant to the business of the PRS. Except where otherwise provided for in this Constitution, voting shall be by a show of hands and a simple majority will be adequate. Elections to the Executive Committee shall be held after all other business has been cleared.

(iii) An Annual General Meeting shall have the power to expel any member from the PRS or to remove any member from the Executive Committee; provided that the individual concerned shall have the right to be heard by the meeting, accompanied by a friend, before a decision is made. A two-thirds majority in a secret ballot will always be necessary to expel a member; and no member of the Executive Committee shall be removed from that body, and expelled from the PRS, on the result of a single ballot.

Article 15 : Extraordinary General Meetings

The Executive Committee may call an Extraordinary General Meeting of the PRS at any time; and if at least ten members request such a meeting in writing, stating the business to be considered, the Secretary must call such a meeting. At least twenty-one days' notice must be given; and the notice must state the business to be discussed.

Article 16 : Notices

Any notice required to be served on any member of the PRS shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

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Article 17 : Amendments to the Constitution

Subject to the following provisions of this Article, the Constitution may be amended by a resolution passed by not less than two-thirds of the members present at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the amendment(s) proposed.

(i) No amendment may be made to Articles, 1, 3, 9(v), 18 or this Article without the prior consent in writing of the Commissioners.

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

(iii) The Executive Committee shall promptly send to the Commission a copy of any amendment made under this Article.

Article 18 : Dissolution

If the Executive Committee decides, by a two-thirds majority of those present at a special meeting, that it is necessary or advisable to dissolve the PRS, it shall call a meeting of all members of the PRS, of which not less than twenty-one 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, the Executive Committee shall have power to realise any assets held by or on behalf of the PRS. 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 PRS, as the members of the PRS 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 PRS, must be sent to the Commission.

The above Constitution was adopted at the 13th Annual General Meeting, held in Birmingham on 20 October 2001, to “come into immediate effect”; was amended at an Extraordinary General Meeting held in Birmingham on 19 October 2002, following the 14th Annual General Meeting; and at an Extraordinary General Meeting held in Birmingham on 7 May 2005.