

BAC CONSTITUTION
Revised and approved at the AGM 24 November 2016

NAME

- 1) The name of the Association shall be the BUSINESS ARCHIVES COUNCIL.

ADMINISTRATION

- 2) Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 20 of this constitution (“the Executive Committee”).

OBJECTS

- 3) The Objects of the Council shall be:
 - a) to promote the preservation of business records of historical importance;
 - b) to supply advice and information on business archives and modern records;
 - c) to encourage interest in and study of business history and archives;
 - d) to provide a forum for the custodians and users of business archives.

POWERS

- 4) In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
 - a) 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;
 - b) 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;
 - c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
 - d) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
 - e) power to employ such staff (who shall not be members of the Executive Committee) 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;
 - f) 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;

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- g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - h) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
 - i) power to do all such other lawful things as are necessary for the achievement of the objects.
- MEMBERSHIP**

5) Ordinary Membership

Ordinary Membership of the Charity shall be open to any person or corporate body interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee. Ordinary Membership of the Council shall comprise:

- a) Corporate members (including corporate patrons)
- b) Institutional members
- c) Individuals

6) Honorary Membership

The Executive Committee may elect as Honorary Members any persons who in the opinion of the Committee have made a signal contribution to the Council's work.

- 7) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by another, before a final decision is made.

SUBSCRIPTION

- 8)
 - a) The annual subscription shall be such as may be decided from year to year by the Council in General Meeting.
 - b) The Council's financial year shall run from 1st April of one year to 31st March of the ensuing year. Subscriptions shall be due on 1st September of each year.

GENERAL MEETING

9) Annual General Meeting

- a) A General Meeting shall be held in each calendar year at such time and place as the Executive Committee shall decide.
- b) This Annual General Meeting shall:

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- i) receive the Annual Report of the Executive Committee and the audited Accounts for the previous year;
- ii) receive such reports from the Council's Officers as may enlarge upon the Annual Report and Accounts;
- iii) elect the Officers of the Council and the members of the Executive Committee for the ensuing year;
- iv) transact such other business as requires reference to an Annual General Meeting;
- v) elect the Auditors.

10) Extraordinary General Meeting

An Extraordinary General Meeting shall be convened

- a) by the Executive Committee; or
- b) at the written request of ten or more members, stating the purpose for which the Meeting is to be called, and within forty-eight days of receipt of such a request by the secretary.

- 11) Members shall be given twenty-eight days notice in writing of all General Meetings. Notice of an Extraordinary General Meeting must state the business to be discussed.

PROCEDURE AT GENERAL MEETINGS

- 12) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 13) The Quorum for all General Meetings shall be fifteen.
- 14) Members will vote on the basis of one vote per subscribing member, with the chair having a casting vote. Each corporate and institutional member shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

NOMINATIONS

- 15) The Secretary shall send to members with the Notice of the Annual General Meeting a list of the present Officers and Members of the Executive Committee, together with the Executive Committee's nominations for the Officers and Committee for the ensuing year.
- 16) Any two members of the Council may nominate any other member to fill the office of an honorary officer or act as a member of the Executive Committee, provided those nominated have agreed to stand, by notice in writing to the Secretary forty-eight days prior to the date of the Annual General Meeting. The Secretary shall give notice to all members of such additional nominations no less than twenty-eight days before the date of the Annual General Meeting.

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NOTICES

- 17) Any notice required to be served on any member of the Charity 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, or by email, and so sent shall be deemed to have been received within 10 days of posting.

OFFICERS OF THE COUNCIL

- 18) President and Vice President

The Council shall elect a President and such Vice-Presidents as the Annual General Meeting shall determine.

- 19) Honorary Officers

At the Annual General Meeting of the Charity the members shall elect from amongst their number a Chair, Deputy Chair, Treasurer, Secretary and Membership Secretary, who shall hold office from the conclusion of the meeting for the ensuing year.

EXECUTIVE COMMITTEE

- 20) The Management of the Council's business shall comprise the following Trustees:
- a) The Honorary Officers;
 - b) a maximum of ten other members to be elected at the Annual General Meeting, (minimum four, maximum ten) who shall hold office from the conclusion of that meeting;
 - c) co-opted Members: the Executive Committee shall have the power to co-opt up to four additional members, provided the number of co-opted members does not exceed more than one third of the total members of the Executive. Each appointment of a co-opted member 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.
- 21) All members of the Executive Committee shall retire at the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 22) 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.

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- 23) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 24) 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 a declaration of acceptance and of willingness to act in the trusts of the Charity.

DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

- 25) A member of the Executive Committee shall cease to hold office if he or she:
- a) 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);
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) 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
 - d) 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).

EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 26) Subject to the provisions of clause 27 no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive) in any contract entered into by Executive Committee.
- 27) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 28) The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if

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the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

- 29) The chair, or in his or her absence, the deputy chair shall act as chairman at meetings of the Executive Committee. If the chair and deputy chair 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.
- 30) The Quorum for the Executive Committee shall be five, one of whom shall be an Honorary Officer.
- 31) Every matter shall be determined by a majority of votes of the members of the Executive Committee 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.
- 32) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- 33) The Executive Committee 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.
- 34) 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 inquiry 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.
- 35) The Executive Committee may set up Working Parties to undertake specific tasks.
- 36) The Executive Committee may set up regional branches where there is sufficient support from the membership.

FINANCE

- 37) The funds belonging to the Charity shall be applied only in furthering the objects.
- 38) The finances and the property of the Council shall be administered by the Executive Committee, which may put funds at the disposal of the Treasurer for all purposes within the objects of the Council.

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- 39) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

ACCOUNTS

- 40) 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:
- a) the keeping of accounting records for the Charity;
 - b) the preparation of annual statements of account for the charity;
 - c) the auditing or independent examination of the statements of account of the Charity; and
 - d) the transmission of the statements of account of the Charity to the Commission.
- 41) A copy of the audited accounts will be sent to each member.

ANNUAL REPORT

- 42) 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 its transmission to the Commission.

ANNUAL RETURN

- 43) 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 return and its transmission to the Commission.

PROPERTY

- 44) Subject to the provisions of clause 45, the Executive Committee 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 two individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

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45) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee 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 Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

46) BAC Archive

The Executive Committee shall take reasonable steps to towards the upkeep and safeguarding of the organisation's historical archive. This shall include, but is not it limited to:

- b) ensuring the archive is regularly maintained and kept up to date
- c) obtaining a long-term and accessible storage location for the archive whilst remaining in the organisation's ownership
- d) donating, upon the winding up of the organisation, the archive to an archive repository with a suitable collection policy

DISSOLUTION

47) If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity 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 Charity must be sent to the Commission.

AMENDMENTS TO THE CONSTITUTION

48) 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. Proposals for the amendment of the Constitution, duly proposed and seconded by members of the Council, shall be submitted in writing to the Secretary at least forty-eight days before a General Meeting and the proposal, or proposals, shall be included in the Notice convening that General Meeting.

- a) No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 26-27 (Executive Committee members not to be personally interested clause), clause 46 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

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- b) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- c) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

GENERAL

- 49) The name of the Council and its publications shall not be used by any member for any purpose of trade or profit.

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