

# **CONSTITUTION FOR THE ATHENAEUM ASTRONOMY ASSOCIATION**

**adopted on the .....day of September 2023**

## **1. Name**

The name of the Association is the Athenaeum Astronomy Association.

## **2. Administration**

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 7 of this constitution.

## **3. Objects**

The Club's objects are to encourage and facilitate astronomical knowledge through practical use of equipment, discourse and instruction.

## **4. Powers**

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers;

- 4.1 Raise funds and to invite and to receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- 4.2 Buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.3 Subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association.
- 4.4 Subject to any consents required by law to borrow money and to charge all or any part of the property of the Club with repayment of the money so borrowed.
- 4.5 Co-operate with other clubs, voluntary bodies and statutory authorities engaged in furtherance of the objects and to exchange information and advice with them.
- 4.6 Support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.7 To do all such lawful things as are necessary for the achievement of the objects.

## **5 Membership**

- 5.1 Membership of the Association shall be open to individuals who are interested in furthering the objects of the Association and who have paid the annual subscription. Any proposed changes to the annual subscription must be agreed by Members present at the annual general meeting or any extra ordinary meeting called specifically for that purpose.
- 5.2 The Management Committee may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend or representative, before the final decision is made.
- 5.3 The Management Committee may create any class of member they deem necessary and may determine what benefits or rights such members may have and may lay down procedures for the introduction of prospective new members to the Association. The exercise of any such powers by the Management Committee shall be subject to ratification by the next annual general meeting of the Association.

## **6 Honorary Officers**

- 6.1 At each annual general meeting of the Association the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of the meeting.

## **7 Management Committee**

- 7.1 The Management Committee shall consist of not less than 7 members and not more than 9 members being:
- a) the three honorary officers specified in the preceding clause and;
  - b) not less than 4 and not more than 6 members elected at the annual general meeting who shall hold office from the conclusion of the meeting.
- 7.2 All members of the Management Committee must be full current members of the Association in their own right.
- 7.3 All the members of the Management Committee 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.
- 7.4 The proceedings of the Management 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.
- 7.5 No person shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8.

## **8 Determination of Membership of the Management Committee**

A member of the Management Committee shall cease to hold office for any of the following reasons.

- 8.1 Cease to be a full current member of the Association
- 8.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs.
- 8.3 Is absent without permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that their office be vacated.
- 8.4 Gives to the Management Committee notice that they wish to resign with effect from a date at least one month after the date of the notice (unless there are exceptional reasons for shorter notice).

## **9 Management Committee Members not to be Personally Interested.**

- 9.1 No member of the Management Committee shall acquire any interest in property belonging to the Association or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

## **10 Meetings and Proceedings of the Management Committee**

- 10.1 The Management Committee shall hold at least 4 ordinary meetings each year. A special meeting may be called at any time by the chairman or by any 3 members of the Management Committee upon not less than 7 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include appointment of a co-opted member, then not less than 21, days' notice must be given. All notices must be given in writing to include email.
- 10.2 The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least five members of the Management Committee, are present at the meeting. This must include one of the three honorary officers.

- 10.4 The Management Committee shall keep minutes of the proceedings at meetings of the Management Committee and any sub-committee.
- 10.5 The Management Committee may from time to time make or alter the policies of the Association. Any such addition or alteration must be laid before the next annual general meeting of the Association for ratification. No policy may be made which is inconsistent with this constitution.
- 10.6 The Management Committee may appoint one or more advisory or sub-committees consisting of three or more members of the Management Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Management Committee.
- 10.7 The Management Committee shall ensure that at all times the club and its members shall comply with all legal requirements in force from time to time and any rules appertaining to the conduct of the activities being undertaken.

## **11 Receipts and Expenditure**

- 11.1 The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Association at such bank or building society as the Management Committee shall from time to time decide. The Association may operate more than one bank account.
- 11.2 All cheques drawn on the Association bank account must be signed by 2 members of the Management Committee.
- 11.3 As online account transfers only require one authorised person to transfer funds this person must receive prior approval from the Management Committee either at a committee meeting, by email or the committee WhatsApp Group.
- 11.2 The funds belonging to the Club shall be applied only in furthering the objects of the association.

## **12 Annual General Meeting**

- 12.1 There shall be an annual general meeting of the Association which shall be held each year within two months of the end of the Club's financial year or as soon after as is practicable.
- 12.2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Association. All members of the Association shall be entitled to attend and vote at the meeting.
- 12.3 The chairman of the Association then in office shall be the chairman of each annual and extraordinary general meeting, but if he is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 12.4 The Management Committee shall present to each annual general meeting the report and accounts of the Association for the preceding financial year.
- 12.5 Nominations for election to the Management Committee must be made by members of the Association in writing and must be in the hands of the Secretary to the Management Committee at least 14 days before the annual general meeting. The person nominated must confirm in writing his or her willingness to stand. Should nominees exceed vacancies, election shall be by ballot.

## **13 Special General Meetings**

- 13.1 The Management Committee may call a special general meeting of the Association at any time. If at least 20% of the Club membership 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 calling the meeting must state the business to be discussed.

#### **14 Procedure at General Meetings**

- 14.1 The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Association.
- 14.2 There shall be a quorum when at least 25% of the number of full members of the Association are present at any general meeting.
- 14.3 If after 30 minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall be adjourned to another time and place. The adjourned meeting shall take place as soon after as is practicable.
- 14.4 If at the adjourned meeting there are insufficient members present to form a quorum, the meeting will proceed after a delay of 30 minutes unless sufficient members are present before that time to form a quorum.

#### **15 Notices**

- 15.1 Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Management Committee on such member either personally or by email.

#### **16 Voting**

- 16.1 Every member shall have one vote on any resolution on which they are entitled to vote. Every resolution shall be decided by a majority of votes by those present and entitled to vote on the question but in the case of a tied vote the Chairman of the meeting shall have a second and casting vote.

#### **17 Alteration to the Constitution**

- 17.1 The constitution may be altered by a resolution supported 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.

#### **18 Dissolution**

- 18.1 If the Management Committee 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 supported by two-thirds of those present and voting the Management Committee shall have 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 institution or institutions having objects similar to the objects of the Association as the members of the Association may determine.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed ..... (Chairman)

..... (Secretary or Treasurer)

..... (Member)