The Constitution of the Powys Society (UK Charity Reg. 801332)

Adopted 7 April 1989 as amended on 24 February 1996 as amended on 3 April 2002 as amended on 18 June 2022

1 NAME

1.1 The name of the Society is **The Powys Society**

2 OBJECT

2.1 The object of the Society is to promote public education and the public recognition of the writings, thought, and contribution to the arts of the Powys family, particularly of John Cowper, Theodore, and Llewelyn, and also including the other members of the family and their close associates.

3. MEMBERSHIP

3.1 Membership of the Society is open to persons interested in furthering the object of the Society, on payment of the annual membership fee.

3.2 Annual subscriptions are due on the first day of January each year save that any member joining the Society after the first day of September in any one year shall not be called upon to pay the first renewal subscription the following year. For all members who join the Society on or after the first day of January 2003 such annual subscription shall be by standing order only except where this is impracticable, or in other exceptional circumstances.

3.3 A member who has failed to pay the annual fee within one month following the due date will be so notified by the Honorary Treasurer. Should the member fail to pay the fee within a further two months, his or her membership will be considered to have ceased.

3.4 Every member of the Society receives a copy of the Constitution and of its by-laws should any be enacted.

3.5 The Committee has the right to accord honorary membership to any person who in their opinion is so deserving, for life or such other period as the Committee may determine. Honorary members shall have the same rights as ordinary members.

3.6. No person shall take part in the proceedings of the Committee or of the Annual General Meeting, or vote, or propose or second a nomination or resolution, or be nominated, or request an Extraordinary General Meeting, under any of the Rules of this Constitution, unless he or she is either a paid-up member or an honorary member of the Society.

4 ADMINISTRATION OF THE SOCIETY

4.1 The general conduct of the affairs of the Society is the responsibility of the Committee.

4.2 The composition of the Committee is as follows:

a) the Chair of the Society, who is also Chair of the Committee;

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b) the Vice-Chair of the Society who in the absence of the Chair serves as the Chair;

c) the Honorary Secretary of the Society

d) the Honorary Treasurer of the Society

e) seven other members of the Society

f) the Committee may appoint other Honorary Officers as it may think necessary who shall become members of the Committee but without voting rights. Their term of office will run from the date of appointment to the start of the next AGM, after which they will be eligible for reappointment to the new Committee.

4.3 The President of the Society is entitled to attend meetings of the Committee

4.4 Subject to the provisions of Rule 4.2(f) above, all members of the Committee, including the Chair, are voting members. In the case of a tie, the Chair has a second vote.

4.5 A quorum of the Committee consists of the Chair and any other five members of the Committee. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

4.6. With the exception of the President, the Committee is chosen as follows:

a) The Chair, the Vice-Chair, the Hon. Secretary, and the Hon. Treasurer, who are the Officers of the Society, are each chosen by postal nomination and ballot to be held as specified below. Each officer will be appointed for a term of one year from the end of the AGM at which the appointment is announced, and is eligible for re-appointment.

b) Each Committee member will be chosen by postal nomination and ballot to be held as specified below for a term of three years from the end of the AGM at which the appointment is specified, and is eligible for re-election.

c) By the end of March each year the responsible officer (i.e. the Hon Secretary or another member of the Committee so appointed) shall ascertain which of those Honorary Officers and Members of the Committee who are due to stand down at the AGM are willing to serve for a further term of office.

d) On the basis of the information supplied, the responsible officer shall draw up a statement which shall be circulated to all paid-up or honorary members not less than three calendar months before the AGM and which shall contain full details of the current situation including details of all those posts which are due to fall vacant for whatever reason and details of those who are willing to serve for a further term of office. This statement shall also invite paid-up and honorary members to submit nominations for officers and Committee members; each such nomination shall be made by a proposer and a seconder in writing, accompanied by the nominee's agreement in writing; such nominations to be made to the responsible officer not later than two calendar months before the AGM.

e) Should there be more than one nomination under Rule 4.6.c for any vacant post so that a postal ballot becomes necessary then

i) the responsible officer shall obtain statements of appropriate information from all nominees. Such statements are not to exceed 250 words.

ii) a postal ballot shall be conducted by sending to all paid-up or honorary members of the Society voting papers and relevant statements (as submitted under

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4.6.e.i above) not less than four weeks before the AGM and an independent Scrutineer (not being a person for whom votes may be cast in the ballot) shall be appointed by the President or should he or she decline to make such an appointment by the Committee for the purpose of Rule 4.6.f; voting papers are to be returned to reach the Scrutineer not less than seven days before the AGM

f) The votes received under Rule 4.6 (e) shall be counted by the Scrutineer assisted by an Officer of the Society or other members of the Committee approved by the Committee.

g) The Officers and other members of the Committee who have been chosen under Rules 4.6 (d) and 4.6(e) shall be appointed at the AGM and shall take office after the AGM.

h) In the event of a vacancy occurring between AGMs, the Committee is empowered to fill it, such appointment to last only until the next AGM

i) If a member of the Committee fails to attend at least half its meetings in a year and also fails to satisfy the Committee that there are good reasons for absence, the Committee shall require that member to resign, notwithstanding that his or her term of office has not been completed.

4.7 The President is chosen by the Committee.

4.8 The responsibilities of the Committee are as follows:

a) conducting the management, policy and financial affairs of the Society;

b) promoting the object of the Society by such means as the Committee considers appropriate

c) publicizing the work of the Society by such means as it finds appropriate;

d) obtaining new members of the Society;

e) arranging and conducting the Annual General Meeting and the annual weekend Conference and reporting on the Society's affairs for the preceding calendar year;

f) ensuring that an appropriate audit of the Society's finances is carried out annually in advance of the AGM;

g) presenting to the AGM through the Hon. Treasurer a full financial report for the preceding calendar year;

h) determining the annual subscription;

i) preparing such by-laws as it may from time to time find desirable for the conduct of the Society's affairs;

j) receiving donations and bequests to the Society, whether in the form of cash or otherwise, and using them to the furtherance of the Society's object;

k) meeting not less than twice a year at the call of the Chair (such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow) to review the state of the Society’s affairs and to take such action as it may consider suitable; minutes shall be taken of all the proceedings of the Committee and shall not distinguish between those who attended in person and those who attended virtually and shall be open to inspection by any member of the Society applying to the Hon. Secretary. In all these matters the Committee has absolute authority to act as it sees fit between AGMs of the Society. All its actions are reported at the ensuing AGM.

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4.9 Notwithstanding Rule 3.6, the Committee may invite any person to attend a meeting of the Committee in order to advise and take part in discussion, but such a person shall not have a vote.

5 THE ANNUAL GENERAL MEETING

5.1 Subject to Clause 5.8 the AGM is held at the annual summer weekend Conference of the Society.

5.2 a) Notice of the date of the AGM (provisional if necessary) shall be sent to every member of the Society not less than three calendar months before that date; if the date is provisional the AGM shall not be held at an earlier date than that contained in the notice.

b) Notice of the AGM, including the date and proposed agenda, shall be sent to every member of the Society not less than four weeks before the AGM.

5.3 The agenda must include at least:

a) presentation of reports, including reports on membership and on finance, and on the activities of the Committee;

b) the appointment of Officers of the Society and other members of the Committee;

c) provision for business raised from the floor of the meetings;

d) the appointment of an Auditor.

5.4. The Chair of the Society is the Chair of the AGM and has responsibility for the conduct of the AGM.

5.5. Voting at the AGM is by show of hands. A simple majority vote of those attending the meeting determines the outcome of a motion. The Chair does not vote on a motion except where a tie occurs, in which case the Chair casts a deciding vote.

5.6 Any member wishing to move a resolution at the AGM must send the resolution to the Hon. Secretary with the names of the proposer and seconder not less than six weeks before the date of the AGM.

5.7. An extraordinary General Meeting may be convened at a month's notice at the wish of the Committee or at the behest, in writing to the Hon. secretary, of not less than twenty-five ordinary members.

5.8. In the event that local or central government restrictions prevent the Membership of the Society from meeting in person or the Committee decide that other circumstances outside the control of the Society prevent a worthwhile and useful annual conference then the AGM may be a virtual meeting and the provisions as to voting in clause 5.5 will apply save that voting shall be by a simple majority of those attending virtually.

6 AMENDMENTS TO THE CONSTITUTION

6.1 Additions or alterations to this Constitution shall be made only through the conducting by the Committee of a mail ballot of all the members of the Society and the approval of them by two thirds of the members who vote. A period of at least two months must be allowed for such a ballot to be taken.

6.2. No amendment can be made which would have the effect of causing the Society to cease to be a charity in law.

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7 TERMINATION OF THE SOCIETY

7.1 The Society may be terminated only by a two-thirds majority at the AGM following notification of all members of the Society of the proposed termination. Such notification must have been given at least two months in advance of the AGM.

7.2 Any assets remaining after the satisfaction of all debts and liabilities shall be given to some other charitable institution or institutions to be agreed by the Committee, having objects similar to those of the Society.

8 DEFINITIONS

8.1 “Virtual Meeting” means any meeting where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone video link or similar means of electronic communications at which all the participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in such a meeting shall be deemed to be attending virtually.

8.2 “Hybrid Meeting” means any meeting at which some participants are attending the meeting in person and others are attending virtually.

[This is the Constitution as approved in 1988 and amended 1996, 2002, and 2022]

Paul Cheshire,
Chair, Powys Society
18 June 2022

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