

Constitution of the EJO Society

1 NAME

- 1.1 The society is called "The Elsie Jeanette Oxenham Appreciation Society" (the Society). It may also be known as "The Elsie J Oxenham Society" or "The EJO Society".

2 AIMS AND OBJECTIVES

- 2.1 The Society was established by Monica Godfrey (the Founder) and has the following aims and objectives:
- 2.1.1 To provide a 'postal meeting place' for all those who collect the books and are interested in the work of Elsie Jeanette Oxenham (the Author).
 - 2.1.2 To publish a magazine (the *Abbey Chronicle*).
 - 2.1.3 To publish or reprint books and material by the Author in particular but not limited to items that are either out-of-print or as yet unpublished.
 - 2.1.4 To publish such other relevant books or booklets in particular but not limited to items relating to the work, settings or characters used by the Author in her works.
 - 2.1.5 To maintain a library of reading copies of books by, about, or relevant to the Author herself, or her work, settings or characters for the purpose of lending to Members of the Society.
 - 2.1.6 To maintain a collection of archival material relating to the Author herself, or her work, settings or characters and to loan items from this collection to Members of the Society.
 - 2.1.7 To organise from time to time events or activities associated with the Author and her work.
 - 2.1.8 To maintain an online presence by means of a website and online discussion group.
 - 2.1.9 To encourage, maintain and engender so far as possible among the membership of the Society the 'Camp Fire-y' spirit originally described by the Author and encouraged and practised by the Founder.
 - 2.1.10 To do anything else within the law which promotes or helps to promote the aim and objectives of the Society.
- 2.2 The Society shall be a non-profit making organisation with any surpluses to be used in the furtherance of the aims and objectives stated herein at the discretion of the management committee of the Society (the Executive Committee).

3 QUALIFICATION FOR MEMBERSHIP (see also Section 6)

- 3.1 Any individual who shares the aims and objectives of the Society and is interested in the Author and her work is eligible to become a Member regardless of gender, race, colour or creed.
- 3.2 Each Member shall pay an annual subscription (the Subscription) and complete an annual renewal form.
- 3.3 Applicants for membership must be furnished with a copy of this Constitution and be requested to remit to the Officers of the Society:
- 3.3.1 a joining form; and
 - 3.3.2 the first Subscription.
- within one month from the date of the request.
- 3.4 On payment of the first Subscription an individual becomes a Member of the Society (Member) and is entitled to all the benefits and privileges of membership and agrees to be bound by this Constitution.
- 3.5 A member shall be entitled to attend and vote at the General Meeting and to nominate Officers or propose resolutions.
- 3.6 A Member based in the UK shall be entitled to borrow items from any library or archive of the Society.
- 3.7 If any Member is in arrears of the Subscription that Member may not take part in any events or deliberations of the Society, or be eligible for or hold any post in the Society.

4 THE SUBSCRIPTION

- 4.1 The Subscription is the sum decided upon from time to time by the Members at the Biennial General Meeting of the Members (Biennial General Meeting) of the Society having first considered any recommendation of the Executive Committee.
- 4.2 The Subscription is payable on 1st February in each year without demand (except the first subscription of a new Member as provided by rule 3.3).
- 4.3 If any Member fails to pay the Subscription on or before 1st March next after it becomes due, notice must be sent to the Member calling attention to the failure to pay.
- 4.4 If a Member receives notice in writing of the fact that the Subscription is in arrears and does not pay that amount due within 30 days from the posting of that notice the Executive Committee may terminate membership and remove that Member from the Society's records.
- 4.5 At the discretion of the Executive Committee and on payment of arrears, the Member may be readmitted to membership.
- 4.6 Those Members with an address outside of the United Kingdom shall pay an increased annual subscription to allow for the extra cost of overseas postage of the *Abbey Chronicle*, such sums to be decided upon from time to time by the Members at the Biennial General Meeting of the Society having first considered any recommendation of the Executive Committee.

5 TERMINATION OF MEMBERSHIP

- 5.1 Any Member may resign his or her membership by giving notice to that effect to the Administrator.
- 5.2 Membership shall be deemed to have lapsed if the Subscription is not paid and renewal form not returned on or before 30th April of the year in question.
- 5.3 The Executive Committee may, by a decision made by a two-thirds majority of the committee, withhold or withdraw membership of the Society from anyone whom they consider to be unsuitable. The individual may appeal to the Biennial General Meeting against any such ruling. At the Biennial General Meeting the Member must be allowed to offer an explanation of his or her conduct verbally or in writing and if after that two-thirds of the Members present vote for that Member's expulsion, the Member will immediately cease to be a Member of the Society.
- 5.4 On ceasing to be a Member of the Society a person forfeits all right to and claim upon the Society and its property and funds.

6 SUBSCRIBERS

- 6.1 Any organisation or non-individual may become a subscriber of the Society (a Subscriber).
- 6.2 A Subscriber (including the authorised representative of an organisation) may attend any event or activity of the Society.

- 6.3 Subscribers shall not be entitled to attend or vote at any general meetings of the Members of the Society nor to nominate Officers or propose resolutions.
- 6.4 Subscribers shall pay an annual subscription at the appropriate rate according to whether they are based in the UK or overseas.
- ## 7 HONORARY MEMBERS
- 7.1 Honorary membership may be granted at the discretion of the Executive Committee (Honorary Members).
- 7.2 Honorary Members are entitled to all the benefit and privileges of membership save that they are not qualified to be Officers or members of the Executive Committee nor to vote as Members or to claim any share of the property of the Society on its dissolution.
- 7.3 For the avoidance of doubt receipt of a complimentary copy of the *Abbey Chronicle* (sent at the discretion of the Executive Committee) does not in itself constitute Honorary Membership.
- ## 8 MEMBERSHIP RECORDS
- 8.1 The membership records shall be maintained by the Administrator.
- 8.2 The membership records shall not be disclosed to any outside person or body and the information therein shall be used only in accordance with the administrative needs of the Society.
- 8.3 Membership records shall be held in accordance with the Data Protection Act 1998 and a Member or Subscriber may request to see a copy of his/her own specific information held by the Society.
- ## 9 COMPOSITION OF THE EXECUTIVE COMMITTEE
- 9.1 The Executive Committee shall comprise:
- 9.1.1 an administrator, who shall chair the committee;
 - 9.1.2 an editor; and
 - 9.1.3 a treasurer
- who shall collectively be known as the Officers.
- 9.2 Subject to clause 9.3, the Officers may co-opt to the Committee individuals to carry out the following functions: merchandise coordinator, librarian, archivist, Events organiser, publicity or any other officer deemed necessary by the Executive Committee. Any such individual shall be appointed by resolution of the Officers and shall hold office until removed by resolution of the Officers.
- 9.3 The Full Committee shall consist of the Officers and up to six other individuals as per clause 9.2.
- 9.4 Each Officer must be nominated in writing by at least two Members of the Society. If agreed by the nominee, details of such nomination shall be published in the *Abbey Chronicle*. Officers are elected by the Members of the Society **by postal ballot** or at the next following Biennial General Meeting, **whichever is the sooner**. If two or more persons receive an equal number of votes, lots must be drawn.
- 9.5 Each Officer of the Executive Committee shall hold office for a term of four years and may be nominated for re-election
- 9.6 For the avoidance of doubt, no one individual may sit on the Executive Committee in more than one capacity at a time.
- 9.7 If any Officer becomes unwilling or unable to fulfil his or her duties, s/he may resign, and a replacement shall be co-opted by the remaining two Officers to serve until the next BGM.
- ## 10 PROCEEDINGS OF THE EXECUTIVE COMMITTEE
- 10.1 The Officers must hold at least four meetings of the Executive Committee at suitable intervals each year.
- 10.2 The Executive Committee may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the Officers in which all participants may communicate simultaneously with all other participants.
- 10.3 The Officers may take a unanimous decision without holding a meeting of the Executive Committee by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Officer or to which each Officer has otherwise indicated agreement in writing.
- 10.4 A quorum at a meeting of the Executive Committee shall be the Officers.
- 10.5 Minutes of all the proceedings of the Executive Committee must be taken and summary reports shall be published regularly in the *Abbey Chronicle*.
- ## 11 EXECUTIVE COMMITTEE DECISION-MAKING AND POWERS
- 11.1 The property of the Society is held in trust for the Members by the Executive Committee.
- 11.2 The Executive Committee shall have the power:
- 11.2.1 to deal with the property and funds of the Society in accordance with the aims and objectives of the Society as set out in clause 2;
 - 11.2.2 to make regulations consistent with this Constitution to govern the administration of the Society including the operation of bank accounts and the commitment of funds;
 - 11.2.3 to make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees; and
 - 11.2.4 to delegate any of their functions to sub-committees consisting of two or more individuals appointed by the Executive Committee (all proceedings of any subcommittee must be reported promptly to the Executive Committee).
- 11.3 Every issue affecting the property and funds of the Society must be resolved by a unanimous decision of the Executive Committee.
- 11.4 All orders for payment of money from the funds of the Society that are:
- 11.4.1 held in a passbook account (or similar) shall be authorised by at least two Officers of the Executive Committee; and
 - 11.4.2 remitted by cheque shall be signed by at least two Officers of the Executive Committee who are hereby authorised on behalf of the Society.
- 11.5 The Officers may be indemnified against risk and expense out of the Society's property save for all liabilities (if any) arising as a result of any act or omission by any of the Officers which s/he knew to be a breach of trust or breach of duty or which was committed by such person in reckless disregard of whether it was a breach of trust or breach of duty or not.
- 11.6 Members of the Executive Committee may be reimbursed for expenses which they incur in connection with their function as committee members. Expenses will be paid in accordance with any policy laid down for the time being by the Executive Committee. All such expenses claims must be supported by written evidence of the expenditure concerned.

11.7 The Executive Committee may from time to time make, repeal and amend any regulations (not inconsistent with this Constitution) as it thinks expedient for the management and wellbeing of the Society.

12 BIENNIAL GENERAL MEETING

12.1 There shall be a Biennial General Meeting (BGM), held every second year at a time and place to be determined by the Executive Committee to consider any business as determined by the Executive Committee.

12.2 Notice, call for resolutions, nominations and draft agenda shall be published in the *Abbey Chronicle* at appropriate intervals before the date of the meeting. No business other than that of which notice has been given may be brought forward at a BGM.

13 EXTRAORDINARY GENERAL MEETING

13.1 The Executive Committee may call an Extraordinary General Meeting at any time for any special purpose and must do so immediately upon receipt by the Officers of a requisition in writing (stating the purposes for which the meeting is required) from not less than twenty Members of the Society.

13.2 Notice of an Extraordinary General Meeting shall be published in the next following edition of the *Abbey Chronicle*

14 PROCEEDINGS AT GENERAL MEETINGS

14.1 The quorum at all general meetings of the Members shall be five per cent of the membership, taken as a percentage of the number of fully-paid Members as at 31 March immediately preceding the date of that meeting.

14.2 At all general meetings of the Society the Administrator, or in her absence another Member selected by the Executive Committee must take the chair.

14.3 Every Member present is entitled to one vote upon every motion and in case of an equality of votes the chairman may have a second or casting vote.

14.4 The Executive Committee may, if it thinks fit, make regulations enabling Members unable to be present to vote by proxy or in writing, **or by means of a postal ballot.**

14.5 Reports and decisions of every general meeting of the Members shall be published in subsequent editions of the *Abbey Chronicle*.

15 PATRON

15.1 There may be a patron or patrons of the Society who shall be nominated in writing by at least two Members and who must be approved by the Members by a simple majority of the Members voting at the next following BGM.

15.2 Any individual who was a patron of the Society immediately before the date of adoption of this Constitution shall continue as a patron of the Society without further approval.

15.3 Once approved a patron shall remain in position until death or until resignation.

16 CHANGES TO THE CONSTITUTION

16.1 Amendments to this Constitution shall be by resolution passed at a general meeting of the Society by a majority of at least two-thirds of the Members voting on it.

16.2 Such a resolution shall not be considered unless notice of intention to move the resolution is submitted in writing at least eight weeks before the relevant general meeting of the Society and supported by at least twenty Members.

17 FINANCES

17.1 The financial year of the Society shall run from 1st January until 31st December.

17.2 The Treasurer shall maintain accounts which shall be presented to the BGM and be available for scrutiny by the Members and Subscribers of the Society.

17.3 The principal income of the Society shall be the subscriptions.

17.4 Additional income may accrue from interest on bank or building society accounts held in the name of the Society, from sales of merchandise, or from the sale of books and other relevant materials, including those donated or willed for the benefit of the Society.

17.5 Any surplus funds which accrue as a result of any of the activities carried out pursuant to the aims and objectives of the Society or as a result of interest paid on bank or building society accounts held in the name of the Society shall be used towards furthering any of the aims and objectives set out in clause 2, at the discretion of the Executive Committee.

18 CLEEVE GATHERINGS AND OTHER EVENTS

18.1 A gathering shall be organised by the Executive Committee or its designated organiser normally and by preference to be held biennially and for the purpose of visiting Cleeve Abbey and taking part in activities associated with the Author and her work.

18.2 Other events and outings to places of interest shall from time to time be arranged by Members, either formally or informally, for the purpose of enabling Members and Subscribers to visit places or take part in activities associated with the Author and her work.

19 ACTIVATION

19.1 These rules shall take effect from 1 September 2012.

19.2 The current Officers shall continue in office until the first BGM or until their resignation but shall be eligible to be nominated for re-election under clause 9.5.

20 DISSOLUTION

20.1 If:

20.1.1 at any general meeting of the Society a resolution for the dissolution of the Society is passed by a majority of the Members present; and

20.1.2 at an Extraordinary General Meeting held not less than 6 weeks later (of which not less than 4 weeks' written notice has been given to each Member) and at which that resolution is confirmed by a resolution passed by a majority of two-thirds of the Members voting on it the Executive Committee must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the Society and dispose of any assets held in or by the Society in accordance with any instructions specified in the resolution provided that, if any property remains after the satisfaction of all debts and liabilities incurred by or on behalf of the Society, such property shall not be paid or distributed among the Members of the Society, but shall be given or transferred to the English Folk Dance and Song Society (registered company number 297142 and registered charity number 305999) or another similar organisation as the Members may decide.

Annex A: Duties of Officers

The first three Officers designated herein shall form the **Executive Committee**. Whilst the Executive Committee may also undertake any of the other Offices from No. 4 onwards, no Member may undertake more than a single Executive Committee Office at the same time.

1. Administrator

The Administrator shall:

- a) be responsible for encouraging the aims and objectives of the Society as set out in Clause 2 of the Constitution, and of maintaining and engendering, so far as may be possible, the 'Camp Fire-y' ideals as set out by Elsie Jeanette Oxenham (the Author) and epitomised by Monica Godfrey (the Founder).
- b) maintain a full record of Members and Subscribers, and extract such lists from these records as are necessary for the other Officers to pursue their duties, and supply labels to the printers for sending out the *Abbey Chronicle*.
- c) chair meetings of the Executive Committee and any general meeting.

2. Treasurer

The Treasurer shall:

- a) maintain the financial records of the Society and present accounts to the Biennial General Meeting.
- b) collate annual statements and financial accounts from other officers who administer funds on behalf of the Society, including but not limited to: the Administrator, librarian, archivist, merchandise coordinator or publicity officer.
- c) oversee day-to-day expenditure as authorised by the Executive Committee.

3. Editor

The Editor shall:

- a) compile and prepare for printing the *Abbey Chronicle* and associated periodical publications, including but not limited to the Cleeve Booklet and the Annual Directory of Resources.
- b) liaise with the printing firm used for the *Abbey Chronicle*.
- c) prepare publications for the printers and arrange proofreading.

The following Officers shall attend Executive Committee Meetings from time to time as the Executive Committee determine. The duties of any of these following may be undertaken by members of the Executive Committee, and/or more than one of the following Offices may be held by the same person.

4. Librarian

The Librarian shall:

- a) maintain a collection of reading copies of all books by, about, or relevant to the Author, her settings or her characters.
- b) manage a lending scheme of these items to members in the UK on payment of postage each way plus a small fee to be determined from time to time by the Executive Committee.
- c) provide an annual financial statement to the Treasurer for the accounts.

5. Archivist

The Archivist shall:

- a) maintain a collection of archival material relating to the Author, her work, settings or characters.
- b) manage a lending scheme of items from this collection to members in the UK on payment of postage each way plus a small fee to be determined from time to time by the Executive Committee.
- c) provide an annual financial statement to the Treasurer for the accounts.

6. Merchandise Coordinator

The Merchandise Coordinator shall:

- a) hold stocks of material for sale to Members and Subscribers.
- b) deal with orders and distribution of publications and merchandise.
- c) receive suggestions for additional merchandise items and forward suggestions to the Executive Committee
- d) research and source requested material at the discretion of the Executive Committee.
- e) provide an annual financial statement to the Treasurer for the Accounts.

7. Publicity Officer

The Publicity Officer shall:

- a) publicise the Society and its publications to outside bodies
- b) maintain the Society's website at <http://sites.google.com/site/ejosociety>.
- c) supervise and monitor the discussion board at <http://groups.google.com/group/ejosoc>.
- d) prepare catalogues of publications and merchandise for distribution.
- e) provide an annual financial statement to the Treasurer for the Accounts.

8. Events Organisers

Events Organisers:

- a) shall be appointed by the Executive Committee from time to time as necessary
- b) shall organise the event for which they have been appointed, including but not limited to:
 - i. booking venues and or accommodation
 - ii. collecting payments from participants
 - iii. providing said participants with all necessary information to take a full part in the event
- c) may co-opt, with the agreement of the Executive Committee, Assistant Events Organisers either to undertake some of the duties, or to assist on the day.
- d) provide a financial statement on completion of the event to the Treasurer for the Accounts