



# The Anthony Powell Society

Registered Charity 1096873

## Constitution

Revised 2011

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**A. Name**

1. The name of the association is The Anthony Powell Society (“the Charity”).

**B. Administration**

1. 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 H of this constitution (“the Executive Committee”).

**C. Objects**

1. The Aim of the Charity shall be:  
To advance for the public benefit, education and interest in the life and works of the English author Anthony Dymoke Powell.
2. This Aim shall be achieved by:
  - a. The facilitation, support and undertaking of appropriate research.
  - b. The promotion and undertaking of relevant educational opportunities.
  - c. Other such related charitable purposes as the trustees may from time to time decide.

**D. Powers**

1. In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:
  - a. 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. 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. Subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
  - d. 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. 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. To pay from the funds of the Charity the premiums for trustees’ liability insurance and for public liability insurance;
  - g. To co-operate with other societies, charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar purposes and to exchange information and advice with them;
  - h. To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- i. To appoint and constitute such advisory committees as the Executive Committee may think fit;
- j. To do all such other lawful things as are necessary for the achievement of the Aims and Objectives.

**E. Membership**

1. Membership of the Charity shall be open to:
  - a. Individuals who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - b. Any body corporate or unincorporated association which is interested in furthering the Charity’s work and has paid any annual subscription laid down from time to time by the Executive Committee (any such body being called in this constitution a “member organisation”).
2. Every member shall have one vote.
3. Each member organisation 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.
4. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or

alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

5. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a supporter, before a final decision is made.

**F. Trustees**

1. At the Annual General Meeting of the Charity the members shall elect from amongst themselves at least 4 (four) but not more than 9 (nine) members who shall be the Society’s Trustees and who shall serve for a maximum of 3 (three) years from the conclusion of the meeting at which they are elected.
2. Trustees shall retire with effect from the conclusion of the Annual General Meeting three years after their election. They will be eligible to stand for re-election at the Annual General Meeting at which they retire.
3. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary by the date defined in the meeting notice or, if not stated, at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

**G. Non-Executive Officers**

1. On the recommendation of the Executive Committee the Annual General Meeting may be invited to approve the appointment of an honorary Patron who shall usually be a person of major significance to the life or work of Anthony Powell. The appointment of Patron shall normally be for an indefinite period.
2. On the recommendation of the Executive Committee the Annual General Meeting may be invited to approve the appointment of an honorary President who shall usually be a person of some standing in the literary world. The term of office of the President shall normally be 5 (five) years but may be extended subject to the approval of the Annual General Meeting.
3. On the recommendation of the Executive Committee, the Annual General Meeting may be invited to approve the appointment of honorary Vice-Presidents. This title may be conferred on an individual in recognition of exceptional service to the Society or otherwise to the furtherance of the Society's Aims and Objectives. The term of office of the Vice-President shall normally be 5 (five) years but may be extended subject to the approval of the Annual General Meeting. There shall be no more than 5 (five) Vice-Presidents at any time.
4. The Executive Committee may from time to time appoint additional Non-Executive Officers to carry out specific functions as they may agree. For

example: Membership Secretary, Archivist, Events Officer, Public Relations Officer. Such appointments shall be reviewed annually.

**H. Executive Officers and Executive Committee**

1. The Trustees shall appoint from amongst themselves a Chairman, Secretary and Treasurer who shall be the honorary Executive Officers of the Charity. Such appointments shall be made annually, normally at the first Executive Committee meeting following the Annual General Meeting.
2. The Executive Committee shall consist of the elected Trustees of the Charity plus co-opted members as laid out in clause 3 below.
3. The Executive Committee may appoint not more than 3 (three) co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members.
4. The Trustees may invite the Non-Executive Officers of the Charity to attend Executive Committee meetings in an advisory and non-voting capacity.
5. The Non-Executive Officers and co-opted members of the Executive Committee shall not be Trustees of the Society unless elected as Trustees as laid out in clause F.1 above.
6. 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.

7. Nobody shall be appointed to or elected as a member of the Executive Committee who is aged under 18 (eighteen) years or who would if appointed be disqualified under the provisions of the following clause.
8. The majority of members of the Executive Committee must be UK citizens ordinarily resident in England or Wales.
9. 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 having signed in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Charity.
10. 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, Charities Act 2006 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 that they 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).

**I. Executive Committee Members Not To Be Personally Interested**

1. 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 Committee) in any contract entered into by the Executive Committee.

**J. Meetings and Proceedings of the Executive Committee**

1. The Executive Committee shall hold at least two ordinary meetings each year.
2. A special meeting may be called at any time by the Chairman or by any 2 (two) members of the Executive Committee upon not less than 4 (four) days' notice being given to the other members of the Executive Committee of the matters to be discussed.
3. The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is 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.

4. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
5. 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.
6. 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.
7. 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.
8. 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.

#### **K. Receipts and Expenditure**

1. 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.
2. All cheques drawn on the Charity's account must be signed by at least two designated members of the Executive Committee unless the Executive Committee has agreed a limit below which only a single signature is required.
3. The funds belonging to the Charity shall be applied only in furthering the Objects of the Charity.

#### **L. Property**

1. Subject to the provisions of sub-clause 2 of this clause, 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 three 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.

2. 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.

#### **M. Accounts**

1. The Executive Committee shall comply with their obligations under the Charities Act 1993 and the Charities Act 2006 or any statutory re-enactment or modification of those Acts 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.

#### **N. Annual Report**

1. The Executive Committee shall comply with their obligations under the Charities Act 1993 and the Charities Act 2006 or any statutory re-enactment or modification of those Acts with regard to the preparation of an annual report and its transmission to the Commission.

#### **O. Annual Return**

1. The Executive Committee shall comply with their obligations under the Charities Act 1993 and the Charities Act 2006 or any statutory re-enactment or modification of those Acts with regard to the preparation of an annual return and its transmission to the Commission.

#### **P. Annual General Meeting**

1. There shall be an Annual General Meeting of the Charity which shall be held in the month of October in each year or as soon as practicable thereafter.
2. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 28 (twenty-eight) days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
3. The Chairman of the Charity shall be the Chairman of Annual General Meetings, but if he or she is not present, before any other business is

transacted, the persons present shall appoint a Chairman of the meeting.

4. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
5. All voting shall be by a show of hands or, if demanded, by ballot, with a requirement for a simple majority. In the event of a tied vote the Chairman of the meeting shall have a second or casting vote.
6. Notwithstanding the above clause, the Executive Committee shall have the powers to arrange for members to vote by proxy at any Annual or Extraordinary General Meeting.

**Q. Special General Meetings**

1. The Executive Committee may call a special general meeting of the Charity at any time. If at least 10 (ten) members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 28 (twenty-eight) days' notice must be given. The notice must state the business to be discussed.
2. The Chairman of the Charity shall be the Chairman of special general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chairman of the meeting.

**R. Procedure at General Meetings**

1. 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.

2. There shall be a quorum when at least one-tenth of the number of members of the Charity for the time being or 10 (ten) members of the Charity, whichever is the greater, are present at any general meeting or have submitted valid votes by proxy (if such be in force).
3. Should there be no quorum at any meeting then the meeting will be rearranged for a date not more than 3 (three) calendar months later.

**S. Notices**

1. Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary 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. Any letter so sent shall be deemed to have been received within 21 (twenty-one) days of posting.

**T. Alterations to the Constitution**

1. 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, or voting by proxy (if such be in force), at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A, clause C, clause I, clause U or this

clause without the prior consent in writing of the Charity Commission.

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

**U. Dissolution**

1. 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 28 (twenty-eight) 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, or voting by proxy (if such be in force), 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 aims and objectives 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 Charity Commission.

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