

CONSTITUTION OF THE ASSOCIATION OF HISPANISTS OF GREAT BRITAIN AND IRELAND

Adopted on the 13th day of April 2014

1 Title

The charity shall be called the **Association of Hispanists of Great Britain and Ireland** (the “charity”).

2 Aims

The charity’s objects (the “**objects**”) are to advance education for the public benefit in Great Britain and Ireland in the languages of the Iberian Peninsula (including Spanish, Portuguese, Catalan, Basque and Galician), and those cultures associated with them throughout the world:

(a) to promote in Great Britain and Ireland the study of the languages of the Iberian Peninsula (including Spanish, Portuguese, Catalan, Basque and Galician), and those cultures associated with them throughout the world;

(b) to encourage scholarly research into all aspects of these languages and cultures; to support the development of professionals in the relevant areas of study and promote their engagement in higher education in Great Britain and Ireland; to support the use, application and impact of scholarly research in that context; to support graduate students and future professionals in the field;

(c) to secure the support of governments and of other appropriate agencies and institutions for those activities and to promote the widest possible awareness of their cultural, educational and vocational importance; to work with other

organizations and professional bodies to promote and extend the study of Hispanic languages and cultures at all levels of society in the UK and Ireland, especially in secondary and tertiary education institutions.

(d) to provide a forum for the discussion and elaboration of these aims by members and to consult and co-operate with other organizations in the achievement of common objectives, in particular with the British Academy and the Asociación Internacional de Hispanistas (AIH).

3 Membership

(1) There shall be two defined classes of membership:

(a) Ordinary Members, who shall be Hispanists either currently resident in Great Britain or Ireland or former residents of Great Britain or Ireland currently resident overseas (provided they had a minimum period of residence of three consecutive years in Great Britain and Ireland during which time they were affiliated to a research institution), and shall have a current research interest in languages, histories, literatures and cultures of the Iberian Peninsula (including Spanish, Portuguese, Catalan, Basque and Galician) and those cultures associated with them throughout the world. In order to become an Ordinary Member, applicants who satisfy the foregoing criteria must be nominated in writing for membership of the charity by at least two existing members of the charity, and the applicant's membership must thereafter be approved by a majority of the trustees. In particular, in exercising their discretion of approval, the trustees will bear in mind the research commitment of applicants for membership. Ordinary Members shall be entitled to vote at general meetings. For the avoidance of doubt, Ordinary Members shall retain their membership and voting rights on professional retirement.

(b) Honorary Members, who are elected by a majority of the charity trustees from time to time. Honorary Members shall not be entitled to vote at general meetings.

(2) In the case of each class of membership, membership of the charity is terminated if:

(a) the member dies;

(b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

(c) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(1) the member has been given at least 21 days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(2) the member has been allowed to make representations to the meeting.

4 Subscriptions

(1) A subscription fee shall be payable annually by the Ordinary Members to the charity treasurer. The membership period runs from 1 October to 30 September. Ordinary Members that are over the normal retirement age or are post-graduate students shall pay a discounted subscription fee.

(2) The amount of the subscription fee and the discount rate applicable to payments by Ordinary Members that are over the normal retirement age or are post-graduate students shall be determined at each Annual General Meeting.

5 Officers and Trustees

(1) The charity and its property shall be managed by a committee comprising the following officers who shall also be members of the

charity:

(a) A President, who shall be elected for a three-year term and who shall not be eligible for immediate re-election;

(b) An Association Secretary, who shall be elected for a four-year term and who shall be eligible for re-election normally for one further four-year term;

(c) A Treasurer, who shall be elected for a four-year term and who shall be eligible for re-election normally for one further four-year term;

(d) A Conference Secretary, who shall be elected for a three-year term and who shall be eligible for re-election for normally one further three-year term;

(e) The immediate Past President;

(f) Up to two members of the charity, who may be elected by the membership of the Association at the AGM to serve on the committee for a two-year term and who may be eligible for immediate re-election.

each of whom shall be the trustees of the charity and in this constitution are together called the “trustees” and individually a “trustee”.

(2) The trustees will have the power to elect by simple majority vote up to two additional trustees of the charity who shall be elected for a two-year term and who shall be eligible for immediate re-election.

(3) On the adoption of this constitution, the trustees shall select from the current members of the committee set out in clause 6(1) above a Chair who shall chair general meetings of the charity for a period up to five-years. On the expiry of five years or, if earlier, on the resignation, disqualification or removal of the Chair, the role of Chair will be carried out by the President of the charity from time to time.

6 Proceedings of Trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) Questions arising at a meeting must be decided by a majority of votes of those present.
- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (5) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (7) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (8) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) The person elected as the Chair shall chair meetings of the trustees.
- (10) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (11) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and

effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

(12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

7 General meetings

(1) The Annual Meeting of the charity shall constitute the Annual General Meeting, at which the Association Secretary, the Treasurer, and the Conference Secretary shall present their reports to the members of the charity. The trustees at their discretion shall select subjects for discussion at the Annual General Meeting from among those submitted by members.

(2) The charity must hold an Annual General Meeting within twelve months of the date of the adoption of this constitution and an Annual General Meeting must be held in each subsequent year.

(3) Any general meeting other than the Annual General Meeting shall be called a Special General Meeting. The trustees may call a Special General Meeting at any time.

(4) The trustees must call a Special General Meeting if requested to do so in writing by at least ten Ordinary Members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this constitution.

(5) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.

(6) A general meeting may be called by shorter notice, if it is so agreed by all the trustees.

(7) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.

(8) The notice must be given to all the members and to the trustees.

8 Quorum

(1) The quorum at any Annual General Meeting will be twenty-five Ordinary Members.

(2) The quorum at any general meeting other than the Annual General Meeting shall be ten Ordinary Members.

(3) No business shall be transacted at any general meeting unless a quorum is present.

(4) If no quorum is present the trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

9 Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees,

subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(d) the keeping and authenticating of records

(e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

(5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

10 Communication to members

(1) The Association Secretary shall communicate the following to the members via the charity web page:

(a) The Agenda for the Annual General Meeting;

(b) The Minutes of the Annual General Meeting, which shall be full enough to act as abstracts of the discussions, proposals and resolutions of the Annual General Meeting.

11 Powers of Trustees

(1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):

(a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

(d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;

(j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(k) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

12 Conflicts of interests and conflicts of loyalties

(1) A trustee must:

(a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and

(b) absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

13 Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the objects. Notwithstanding the foregoing:

(a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

14 Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

(1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the charity;

(3) in the written opinion, given to the charity, of a registered

medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

15 Accounts, Annual Report, Annual Return

(1) The trustees must comply with their obligations under the Charities Act 2011 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 transmission of the statements of account to the Charity Commission for England and Wales (the "**Commission**");

(d) the preparation of an Annual Report and its transmission to the Commission;

(e) the preparation of an Annual Return and its transmission to the Commission.

(2) Accounts must be prepared in accordance with the provisions issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

16 Changes to the Constitution

(1) Amendments to any provision of this Constitution shall be made either at the Annual General Meeting or at a Special General Meeting or via a secure web-based consultation. Any proposal to effect such changes must be submitted, through the Association Secretary, to the Trustees at least fourteen days before the Annual General Meeting, the Special General Meeting or the web-based consultation. The proposed amendment(s) shall be presented to such fora and shall be adopted if passed by not less than two thirds of the members present or voting, so long as these represent a quorum provided that:

(a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;

(c) no amendment may be made to clause 5 without the prior written consent of the Commission.

The Trustees will have the discretion to consult with members online regarding any proposal made at any time of the year.

(2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty days of it being passed.

17 Dissolution

(1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

(2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

(3) The trustees must apply any remaining property or money:

(a) directly for the objects;

(b) by transfer to any charity or charities for purposes the same as or similar to the charity;

(c) in such other manner as the Commission may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).

(6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.