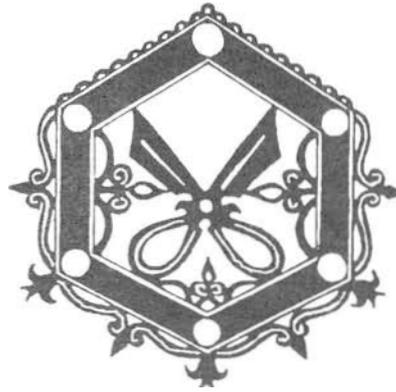


The Costume Society



The Constitution

Published for the Society
2017

THE CONSTITUTION of THE COSTUME SOCIETY

- I) **The Costume Society is a registered Charity, Registration No. 262401.**
- II) 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 VIII of this Constitution.
- III) The Objects of the Charity are to promote, for the benefit of the public, education in dress throughout the ages and to encourage the preservation of historic examples of dress together with relevant source material.
- IV)
 - 1) In furtherance of the Objects, but not otherwise, the Charity shall:
 - i) hold public and private meetings;
 - ii) issue a periodical and other publications;
 - iii) advise on the identification of costume and its preservation;
 - iv) advise owners of appropriate collections to which their costumes might be offered;
 - v) encourage the reporting to the Society of the potential dispersal of significant collections and examples of dress.
 - 2) In furtherance of the Objects but not otherwise the Executive Committee may exercise the following additional powers:
 - i) power to raise funds, to review and amend the annual membership subscription 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;
 - ii) power 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;
 - iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
 - iv) power subject by 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;
 - v) power to pay reasonable and proper remuneration for any services rendered to the Charity by any member or officer of the Charity who is not a Trustee;
 - vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
 - vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
 - ix) power to do all such other lawful things as are necessary for the achievement of the Objects.

- V) Membership**
- i) Application for membership of the Charity shall be open to any person interested in furthering the Objects and who is prepared to pay the annual subscription laid down from time to time by the Executive Committee.
 - ii) The names of new members shall be submitted for confirmation at the ensuing meeting of the Executive Committee.
 - iii) The Executive Committee may by unanimous vote and for good reason refuse or terminate the membership of any individual or institution: provided that the individual or institution concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- VI) The classes of Membership of the Charity shall be:**
- i) Individual Membership. This entitles the holder to a free copy of *Costume*, the Journal of the Charity, Newsletters and programmes; to purchase tickets for events and to purchase publications at a reduced rate. Each Individual Member shall have one vote;
 - ii) Student Membership. This is open to those pursuing a recognised course of study and entitles the holder to the entitlements of Individual Membership.
- VII) At the Annual General Meeting of the Charity the members shall elect from amongst themselves 5 Honorary Officers. These shall be a chairman, 2 vice-chairmen, a secretary and a treasurer, who shall hold office from the conclusion of that meeting; the chairman shall serve for a period of not more than five years.**
- VIII) The Executive Committee.**
- 1) The Executive Committee shall consist of the following:
 - i) the 5 Honorary Officers specified in the preceding clause;
 - ii) not less than 4 and not more than 6 members nominated from the membership and elected at the Annual General Meeting who shall hold office from the conclusion of that meeting for a term of 3 years;
 - iii) The Honorary Officers and the elected members are the Trustees of the Charity.
 - iv) Officers shall be appointed by the Executive Committee as Journal Editors, Membership Secretary, Newsletter Editor, Communications Officer, Programme Co-ordinator, Conference Co-ordinators, Website Editors, Awards Co-ordinators, *et cetera* as essential to the achievement of the Objects of the Charity.
 - v) The Journal Editors, Conference Co-ordinators Website Editors, Membership Secretary and any other officer the Trustees consider necessary shall receive honoraria, the sum agreed by the Trustees, for the exceptional demands of responsibility, skill and time that these roles require.
 - vi) An elected member may be appointed an Officer but a new member must be elected in his/her place at the next AGM.
 - 2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed if, as a result, more than one third of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause XI and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

- 3) All the members of the Executive Committee, other than those whose tenure of office has terminated, 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.
- 4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their numbers or by any failure to appoint or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provision of Clause IX.
- 6) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

IX) A member of the Executive Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 3) 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 shall be vacated; or
- 4) notifies to the Executive Committee a 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).

X) 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 Executive Committee.

XI) Meetings and proceedings of the Executive Committee.

- 1) The Executive Committee shall hold at least 3 ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 10 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include the appointment of a co-opted member then not less than 21 days' notice must be given.
- 2) 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 a vice-chairman or one of their number to be chairman of the meeting before any business is transacted.
- 3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or 3 members of the Executive Committee, whichever is the greater, are present at a meeting.

- 4) 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.
- 5) 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.
- 6) 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.
- 7) The Executive Committee may appoint one or more sub-committees consisting of 2 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-committee shall be fully and promptly reported to the Executive Committee. A sub-committee may co-opt additional members from the membership of the Charity with the approval of the Executive Committee.
- 8) The Executive and Sub-committees may meet by telephone/video conference when necessary, providing all those involved in the meeting can see and hear each other.

XII)

- 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. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 2) The funds belonging to the Charity shall be applied only in furthering the Objects

XIII) Subject to the provisions of sub-clause (2) of this clause. the Executive Committee shall cause the title to:

- 1) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities: and
- 2) 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 that they only act 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.
- 3) 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.

XIV) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 1) the keeping of accounting records for the Charity;
- 2) the preparation of annual statements of account for the Charity;
- 3) the auditing or independent examination of the statements of the accounts of the Charity; and
- 4) the transmission of the statements of account of the Charity to the Commission.

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

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

XVII) Annual General Meeting.

- 1) There shall be an annual general meeting of the Charity which may coincide with the annual symposium, or before or after this event as practicable.
- 2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 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 or to register a vote by proxy.
- 3) The annual general meeting shall be chaired by the chairman or a vice-chairman of the Charity
- 4) The Executive Committee shall present to each annual general meeting the report and accounts for the preceding year and any amendment of the annual membership subscription as directed by the Executive Committee.
- 5) 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 of the Executive Committee at least 14 days before the annual general meeting. Should such nominations exceed vacancies, election shall be by ballot.

XVIII) Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least 20 members 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 must state the business to be discussed.

XIX) 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 Individual (UK) Members of the Charity for the time being or 10 members of the Charity, whichever is the greater, are present and voting in person or by proxy at any general meeting.

XX) Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee 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 in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

XXI) Alterations to the Constitution.

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution 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.
- 2) No amendment may be made to Clause I, Clause III, Clause X, Clause XXII or this clause without the prior consent in writing of the 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 Commission a copy of any amendment made under this clause.

XXII) Dissolution.

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 21 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 individually or by proxy 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 other such charitable institute or institutions having objects 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 Commission.

This Constitution was adopted at the Annual General Meeting
2 July 2017