

CONSTITUTION OF THE LUNAR SOCIETY

1. THE SOCIETY AND ITS OBJECTS

1.1 The Society is called The Lunar Society and it takes the form of an unincorporated association of its Members. The Society's business and proceedings shall be continued in accordance with and/or in a manner consistent with these Articles.

1.2 The Objects of the Society are:

1.3 To bring together persons of the West Midlands who contribute innovative and practical ideas to shape the economy, culture and environment;

1.4 to promote participation in and understanding of the intellectual life of the city of Birmingham, its neighbouring towns and cities and the wider West Midlands region ("the Region"); and

1.5 to contribute innovative and practical ideas to shape and influence the economic and cultural development of the Region and the enhancement of the Region's environment for the benefit of all who reside, work, study and visit.

2. METHODS

2.1 The Society shall carry out and fulfil its Objects in the following ways:

2.1.1 by providing a programme of lectures, seminars, meetings and debates at a range of suitable venues around the Region;

2.1.2 by publishing the outcomes of the Society's proceedings in the form of papers, monographs and similar, and by making use of such communication media as may be appropriate in order to disseminate such material;

2.1.3 by maintaining an archive or repository of information (whether in electronic/website form or otherwise) which is reasonably accessible to Members;

2.1.4 by collaborating with other appropriate clubs, societies, institutions and businesses, whether such collaboration is directed to individual projects or to longer term partnerships for mutual benefit; and

2.1.5 by carrying on such other activities which may be ancillary to or which may reasonably contribute to the fulfilment of Objects 2.1.1 to 2.1.4 above.

3. MEMBERS AND ELIGIBILITY FOR MEMBERSHIP

3.1 Candidates for membership shall be proposed and seconded by members of the Society, or by another procedure agreed by the Executive Committee. Election to membership shall rest with the Executive Committee. Once elected a member shall remain as a member provided he or she continues to pay the subscriptions, unless otherwise agreed by the Executive Committee

3.2 Only members who pay a subscription fee shall be entitled to vote and stand for elections, unless otherwise agreed by the Executive Committee.

4. THE EXECUTIVE COMMITTEE

4.1 The Membership shall appoint by way of Election at the Society's Annual General Meeting an Executive Committee comprising the following Officers:

(a) Chairman

(b) Vice-Chairman

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- (c) Treasurer
- (d) Honorary Secretary

and six other Executive Committee Members.

- 4.2 The Chairman shall be elected for a term of 2 years.
- 4.3 Other officers shall be elected for a term of 2 years up to a maximum of 2 terms
- 4.4 Other members of the Executive Committee shall be appointed for a term of 3 years up to a maximum of 2 terms
- 4.5 The Executive Committee may appoint from among their number
 - (a) a Membership Committee Chairman
 - (b) a Programme Committee Chairman; and
 - (c) up to three additional co-opted Executive Committee Members
- 4.6 A minimum of 4 Executive Committee meetings shall take place per year and a quorum shall comprise 4 (four) persons.
- 4.7 The Executive Committee shall manage the affairs of the Society day-to-day and, acting at all times in a prudent and responsible manner, consistent with the Objects of the Society and with a view to assisting and facilitating the workings of the Society, may do all or any of the following:
 - 4.7.1 open bank accounts, purchase goods, assets and services in the name of the Society, and deal in the assets of the Society;
 - 4.7.2 employ suitably qualified full-time or part-time staff;
 - 4.7.3 charge fees for events, publications and other products of the Society; and
 - 4.7.4 enter into contracts in the name of the Society for the exchange and/or provision of goods, services and intellectual and other assets.
- 4.8 The Executive Committee may issue from time to time Rules and Regulations governing in more detail the functions and positions in the Society.
- 4.9 Members of the Executive Committee shall hold any and all assets of the Society on trust for the Members of the Society and shall ensure that all and any surpluses which the Society may generate through its activities shall be applied and/or invested for the benefit of the Society and its Members.

5. SUB-COMMITTEES

- 5.1 The Executive Committee may establish and delegate certain functions to Sub-Committees whose members may assume responsibility for management and promotion of certain events and activities in furtherance of the Society's Objects.
- 5.2 The Chairman of Sub-Committees shall attend and contribute to meetings of the Executive Committee but shall not be entitled to vote at such meetings, unless they are voting members of the Executive Committee.

6. ELECTIONS

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- 6.1 The Society shall elect its Officers in the following manner:
 - 6.1.1 The Secretary shall give all Members not less than 42 days' prior written notice of:
 - 6.1.2 the date, time and place of the Annual General Meeting of the Society;
 - 6.1.3 details of all vacancies for the posts of Officers and Executive Committee Members;
 - 6.1.4 Members' right to submit nominations and secondments for the said posts, to be received by the Secretary within 21 days of the date of the AGM; and
 - 6.1.5 any arrangements for postal voting which the executive Committee in its discretion may decide to allow.
 - 6.2 Candidates for the post of any Officer and Executive Committee Member shall be nominated by a Member and seconded by another Member. Any Member shall be entitled to make nominations for more than one position.
 - 6.3 The Executive Committee shall nominate the Vice Chair for the position of Chair of the Society on the termination of the term of the incumbent chair. Other nominations for the position of the Chair must have served on the Executive Committee for 2 years prior to the nominations or have served on the Executive Committee in the past 5 years.
 - 6.4 Not less than 14 days before the date of the Annual General Meeting the Secretary shall send to all Members written notifications of the names of:
 - 6.4.1 all Members who have been nominated for election to the Executive Committee; and
 - 6.4.2 any persons on whom the Executive Committee intends to confer the status of Honorary Member.
 - 6.5 The Honorary Secretary shall make appropriate arrangements for the conduct of elections at the Annual General Meeting

7. VACANCIES

If the post of any Officer or Executive Committee Member becomes vacant before expiry of the relevant term of office, the Executive Committee may appoint by ordinary majority from among the membership a suitable person to assume the vacant post for the unexpired term.

8. ANNUAL GENERAL MEETINGS

- 8.1 An Annual General Meeting of the Members of the Society shall be held in June or July of each year; and notice of such meetings shall be given not less than 42 days in advance.
- 8.2 Any resolution which the Executive Committee presents at the Annual General Meeting for the decision of the membership shall, unless otherwise stated in these Articles, require an ordinary majority (more than 50 (fifty) per cent) of the votes of those Members who are present and are eligible to vote and those who have submitted valid postal votes.
- 8.3 Each Annual General meeting shall be conducted as follows:
 - 8.3.1 An annual report of the Executive Committee shall be presented to the Society together with: independently examined accounts of the Society; any recommendations for any change to these Articles; any recommendations as to other aspects of the

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- constitution of the Society; and any change to the amount of annual membership subscriptions payable by different categories of Member.
- 8.3.2 The quorum for the Annual General Meeting shall be 10% of the membership;
- 8.3.3 The Annual General Meeting shall appoint an Auditor who shall audit the accounts of the Society and report to the following AGM.
- 8.3.4 Elections of candidates to membership of the Executive Committee shall be conducted in accordance with Article 4.
- 8.4 The Treasurer shall be required to present a detailed budget for the year ahead.
- 8.5 The remainder of the Annual General Meeting shall be conducted in accordance with an agenda which, to the extent that it shall deal with matters other than those referred to in this Article 9, shall be decided in advance and circulated to the Members by the Executive Committee.
9. **EXTRAORDINARY GENERAL MEETINGS**
- 9.1 The Secretary, on direction of the Executive Committee, or on the written request of at least ten members of the Society, shall convene a Meeting of the Society, notice of which shall be not less than 21 days, such notice to specify the business to be transacted.
- 9.2 The quorum for an Extraordinary General Meeting shall be 10 (ten) % of the Members; and any resolution presented at the Extraordinary General Meeting shall require a majority of not less than 75 (seventy five) per cent of the votes of those Ordinary Members who are present.
- 9.3 Unless the Chairman shall decide otherwise, no other business shall be transacted at such meeting.
10. **WINDING-UP**
- 10.1 The Society shall be dissolved if a resolution of the Society is carried by a majority vote at an Extraordinary Meeting of the Society. In the event of the Society being dissolved, any assets should be donated to any organisation which, in the opinion of the membership at the General Meeting, has aims similar to the Lunar Society.

April 2012
