



# ICOMOS-UK Constitution

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ICOMOS-UK is a registered charity. Registered Charity No. 1057254

**A Name.**

The name of the Association is ICOMOS-UK (this being the shortened name used for the United Kingdom National Committee (“the Charity”) of the International Council on Monuments and Sites).

**B Administration.**

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.**

The Charity’s objects (“the objects”) are:

“To secure for the public benefit the preservation, protection, development and enhancement of buildings and features of historic or public interest and to foster cooperation at national and international levels to this end”.

**D Powers.**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power 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;
- (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 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;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;

- (vi) power to co-operate with other charities, voluntary bodies, educational establishments 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 specialist 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, including educational activities.

### **E Membership.**

Members of ICOMOS-UK are *ipso facto* members of ICOMOS and, where ICOMOS members are resident in the UK, they are *ipso facto* members of ICOMOS-UK.

### **F Membership.**

(1) Membership of the charity shall be open to:

- (i) Individuals (over the age of 18 years) 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 (these being individual and sustaining members, in accordance with Article 6 of the Statutes of ICOMOS).
- (ii) Any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution an Institutional Member).

(2) Every member shall have one vote.

(3) Each institutional 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 institutional 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 institutional 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 friend, before a final decision is made.

## **G Honorary Officers.**

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, vice-chairmen, a secretary and a treasurer, who shall hold office from the conclusion of that meeting, unless the Secretary and/or treasurer be for the time being employed on the staff, in which case that the officer shall not be a member of the executive committee while thus employed.

## **H Executive Committee.**

The Executive Committee shall consist of:

- (a) The honorary officers specified in the preceding clause;
- (b) A maximum number of 15 elected/co-opted members made up of:
  - (i) Not less than 2 and not more than 12 elected members
  - (ii) 3 co-opted members (to fill gaps in skills/expertise not otherwise represented, and with this option not normally being used). Each appointment of a co-opted member shall be made at a meeting of the Executive Committee 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.
- (c) Chairs of Specialist Committees

These arrangements would allow the combination of elected Members (normally 12) and elected Officers to be more than 50% of the total.

The Executive Committee to be elected for three years, with a third of the Members being elected every year.

- (d) 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.
- (e) 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 provisions of the following clause.
- (f) 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 after making, at the Executive Committee, a declaration of acceptance and of willingness to act in the trusts of the Charity, which declaration shall be duly minuted.
- (g) A patron shall be entitled to attend meetings of the Executive committee but not to vote, unless duly elected to that committee.

#### **I Determination of Membership of Executive Committee.**

A member of the Executive 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 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury 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 be vacated; or
- (4) notified 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).

#### **J Executive Committee Members not to be personally interested.**

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to that Charity (otherwise than as 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.
- (2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the

Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

**K Meetings and proceedings of the Executive Committee.**

- (1) The Executive Committee shall hold at least two 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 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an 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 one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least on third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, which ever 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 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-committee shall be fully and promptly reported to the Executive Committee.

**L Receipts and expenditure.**

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account or accounts operated on behalf of 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 a signatory, or signatories, duly authorised by the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

**M 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 a 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.

**N Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (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 account of the Charity; and
- (4) the transmission of the statements of account for the Charity to the Commissioners.

**O Annual Report.**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

**P Annual Return.**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

**Q Annual General Meeting.**

- (1) There shall be an annual general meeting of the Charity which shall normally be held in the month of June 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 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.
- (3) The chairman of ICOMOS-UK 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) 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 nominations exceed vacancies, election shall be by ballot.

## **R Special General Meetings.**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten 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 that business to be discussed.

## **S 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 twenty members of the Charity are present at any general meeting.

## **T Notices.**

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.

## **U 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 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 (the name of the charity clause), clause C (the objects clause), clause J (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the commissioners.
- (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 Commissioners a copy of any amendment made under this clause.

## **V 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 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 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 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 Commissioners.