

Cumbria County History Trust

1. Approval and execution of this Trust Deed

This Trust Deed was approved at a meeting held on 21st January 2010, and signed by persons nominated as trustees by the bodies listed in para 5.1 hereof; the clauses relating to objects and powers were amended, and the remaining clauses renumbered, by decision of the Trustees on 13th July 2010

2. Name

There shall be an association named Cumbria County History Trust ("the Charity" hereafter) which shall advance work on the Victoria History of the Counties of England ("VCH" hereafter) with reference to the County of Cumbria as established in 1974.

3. Objects

The objects of the Charity shall be

3.1 To further the education of the public in the history and heritage of the County of Cumbria and its communities and to promote and foster public knowledge, understanding and appreciation of the history of the area in general.

3.2 To undertake research into the history and heritage of the County of Cumbria and its communities and to disseminate the useful results of such research for the public benefit.

4. Powers

The Charity shall have power

4.1 To obtain and administer funds and other assets to advance work within Cumbria for the Victoria County History of England

4.2 To encourage, promote, sponsor and where necessary undertake the research, study, preparation and publication, by any means, of the relevant historical and other sources, consistent with the scope and form of the VCH.

4.3 To encourage, promote, sponsor and where necessary write and publish, by any means, histories of or mainly relating to Cumbria, or parts thereof, particularly new or revised volumes, or parts of volumes, of the VCH.

4.4 To encourage, promote and support local history research, writing and publication in or about Cumbria, drawing especially on the use of historical sources, the furtherance of education and learning of individuals or groups, the means of communication between those involved with local history, and the promotion of good practice and standards of historical work.

5. Officers and trustees

5.1 The Charity and its property shall be managed and administered by a committee of all the trustees for the time being of the charity.

5.2 The trustees shall be:-

(a) not more than nine persons nominated under clause 6.1,

(b) not more than six other persons elected under clause 6.3, and

(c) the three officers, if not already trustees under (a) and (b) hereof.

5.3 The Charity's officers shall be a chair, a secretary and a treasurer, who shall be elected from amongst the members at annual general meeting in accordance with clause 5.4 hereof; should a vacancy arise the trustees may

appoint one of their number or co-opt another member of the Charity to fill the position in an acting capacity until the next annual general meeting.

5.4 Nominations for the officers may be made:

(a) by the trustees in a list sent to each member of the Charity at least one calendar month before the annual general meeting;

(b) by any two members of the charity by notice in writing accompanied by the written consent of the nominee sent to the secretary at least fourteen days before the annual general meeting

5.5 The chair, if present, shall chair all meetings of trustees and general meetings, but may ask another trustee to act on his/her behalf; the secretary shall convene all meetings of trustees and general meetings, give all notices required by this constitution, keep a written record of all meetings in the minute books of the Charity, which shall be available on request to any member, and comply with all requirements of the Charity Commission ("the Commission" hereafter); the treasurer shall keep the financial records of the Charity and furnish all necessary reports, accounts and advice thereon to the trustees and to general meetings.

6 Nomination and election of trustees

6.1 The following organisations may each nominate one person to be a trustee of the Charity, and may at any time replace that person by notification in writing to the secretary of the Charity:

- Cumbria County Council
- Cumberland and Westmorland Antiquarian and Archaeological Society
- Cumbria Local History Federation
- Friends of the Cumbria Archives
- Lancaster University
- University of Cumbria
- Lake District National Park Authority
- National Trust
- Diocese of Carlisle

6.2 Any person nominated under clause 6.1 shall forthwith become a member of the charity without payment of subscription.

6.3 The Charity shall elect in annual general meeting not less than two and not more than six additional trustees from amongst the members of the Charity who shall serve until the conclusion of the next annual general meeting but shall be eligible for re-election at that meeting

7 Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:-

- (a) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the Charity;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) resigns as a Trustee by notice to the Charity; or
- (e) 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.

8 Application of the Income and Property

8.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

8.2 A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

8.3 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.

8.4 No Trustee may be paid or receive any other benefit for being a Trustee.

8.5 A Trustee must 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 and take no part in the voting upon the matter.

9 Membership

9.1 Membership is open to individuals over eighteen or organisations who are approved by the Trustees and who name a representative

9.2 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

9.3 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

9.4 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

9.5 Membership is not transferable to anyone else, but representatives of member organisations may be changed at any time by written notice to the secretary

9.6 The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

10 Termination of Membership

10.1 Membership is terminated if:-

(a) the member dies or, if it is an organisation, ceases to exist;

(b) the member resigns by written notice to the Charity;

(c) any sum due from the member to the Charity is not paid in full within six months of it falling due;

(d) 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.

10.2 A resolution to remove a member from membership may only be passed if:-

(a) the member has been given at least twenty one 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;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

11 General meetings

11.1 The Charity must hold a general meeting within twelve months of the date hereof.

11.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11.3 All general meetings other than annual general meetings shall be called special general meetings.

11.4 The Trustees may call a special general meeting at any time.

11.5 The Trustees must call a special general meeting if requested to do so in writing by not less ten 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.

12 Notice of general meetings

12.1 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. 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.

12.2 The notice must be given to all the members and to the Trustees.

13 Procedure at general meetings

13.1 No business shall be transacted at any general meeting unless at least 10 members are present and it has been stated in the notice of the meeting: unless the meeting has been called under clause 10.5, at least two of those present must be trustees.

13.2 If during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine, and the Trustees must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

13.3 General meetings shall be chaired by the chair if present.

13.4 If there is no chair or he or she is not present a Trustee nominated by those Trustees present shall chair the meeting.

13.5 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14 Management of the Charity and Powers of Trustees

14.1 The Trustees shall 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 substantial permanent trading activity and must comply with any relevant statutory regulations;

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

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

(d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity or body formed for any of the Objects;
(e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
(f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
(g) 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;
(h) to do all such other lawful things as are necessary for the achievement of the Objects.

14.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

14.3 The trustees shall conduct their business at meetings of which not less than seven days notice in writing has been given to all trustees stating the nature of the business to be discussed. The quorum at such meetings shall be three trustees entitled to vote on the matter under discussion.

14.4 There shall be at least one meeting of the trustees in each year. The officers may at any time convene additional meetings, and shall do so if requested in writing by any two trustees.

14.5 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution; all questions shall be decided by a majority of votes of those present, with the trustee chairing the meeting having a second and casting vote should the meeting be evenly divided.

14.6 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees: the terms of any such delegation must be recorded in the minute book, and all acts and proceedings of any committees shall be fully and promptly reported to the Trustees.

14.7 So long as there shall be fewer than two trustees, by reason of disqualification or resignation, none of the powers or discretions by law vested in the trustees shall be exercisable, except for the purpose of appointing a new trustee or trustees.

15 Minutes and Annual Reports and Accounts

15.1 The Trustees shall keep minutes of all appointments of Officers and Trustees made by the Trustees, proceedings at general meetings of the Charity and meetings of trustees.

15.2 The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the:-

- (a) keeping of accounting records for the Charity;
- (b) preparation of annual statements of account for the Charity;
- (c) transmission of the statements of account to the Charity;
- (d) preparation of an Annual Report and its transmission to the Commission;
- (e) preparation of an Annual Return and its transmission to the Commission.

15.3 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

16. Registered particulars

The Trustees shall notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

17. Notices

17.1 Any notice required by this constitution to be given to or by any person must be either in writing or given using electronic communications.

17.2 The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

18. Rules

18.1 The Trustees may from time to time make rules for the conduct of their business.

18.2 The Charity in general meeting has the power to alter, add to or repeal the rules.

18.3 The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Charity.

18.4 The rules shall be binding on all members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

19. Dissolution

19.1 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.

19.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

19.3 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 Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

19.4 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.

19.5 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).

19.6 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.

20 Amendments to this Constitution

20.1 The Charity may amend any provision contained in this Constitution 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 not be within the reasonable contemplation of the members of or donors to the Charity;

(c) any resolution to amend this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

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