



THE CLASSICAL ASSOCIATION: CONSTITUTION

1 Name

The association shall be called '**The Classical Association**'.

2 Objects

The objects of the Association shall be:

- 2.1 (a) the advancement of education by the promotion, development and maintenance of classical studies;
(b) to increase public awareness of the contribution and importance of Classics to education and public life.

In furtherance of the objects shall be the following powers:

- 2.2 (a) to support and advance classical learning in schools and universities;
(b) to encourage classical scholarship and make its achievements known;
(c) to form, or approve the formation of, local branches within England and Wales;
(d) to co-operate with other institutions having like objects;
(e) to do such other lawful things as may be incidental or conducive to the attainment of the foregoing objects.

3 Membership

- (a) Subject to clause 13 below, any individual agreeing to join the Association on the terms of this Constitution, shall upon payment of the subscription become a member of the Association;
- (b) (i) there shall be one category of membership, that is, **ordinary membership**, available to those who pay an annual subscription, with concessionary rates available to certain categories of member agreed by the Board of Trustees;
(ii) **life membership** will, from January 2024, be restricted to those who have already purchased it;
- (c) all members who have paid their subscription shall be entitled (subject to paying any appropriate fees):

- (i) to notice of, and to attend and vote at, all General Meetings;
 - (ii) to attend conferences and other activities organised by the Association;
 - (iii) to receive the Association's published proceedings free of charge;
- (d) the annual subscription shall be payable on the date of joining the Association and will be renewed on that date each year. Memberships will last for 12 months.

4 Officers

- (a) There shall be the following Officers of the Association:
- (i) **Chair**;
 - (ii) **Honorary Treasurer**;
 - (iii) **Honorary Secretary**;
 - (iv) **Grants Officer**;
 - (v) **Partnerships Officer**;
 - (vi) such other Officers as may from time to time be duly nominated and elected;
- (b) the Honorary President shall be elected annually at the AGM. They shall hold office until the next AGM, and shall not be eligible for re-election;
- (c) other Officers shall be elected annually at the AGM and shall hold office until the next AGM. Except in the case of the Honorary Treasurer, Officers shall be eligible for election to a particular office for a normal maximum period of five years, which period may however be extended, for up to a further two years.

5 Honorary Appointments

- (a) The Association in General Meeting may elect individuals to the honorary title of President or Vice-President;
- (b) holders of honorary titles shall be eligible for, but shall not *ex officio* assume, membership of the Board of Trustees.

6 Board of Trustees

- (a) The Association shall be governed by a Board of Trustees consisting of:
- (i) the **Officers**;
 - (ii) up to four ordinary **elected members**;
 - (iii) the Chair of the Journals Board;
 - (iv) the Chair of the Teaching Board;
 - (v) such further members as the Board of Trustees may from time to time co-opt for the purpose of filling casual vacancies (including vacancies arising from insufficiency of candidates for election);
- (b) the election of ordinary members of the Board of Trustees shall take place at the AGM, and such members shall serve for up to five years, after which they shall not be eligible for re-election until another year has elapsed. Co-opted

members of the Board of Trustees shall serve until the next AGM, after which they shall be eligible for reappointment for a maximum of four more consecutive years.

- (c) the Board of Trustees shall have full power to manage and administer the Association's property and affairs including in particular the following powers;
- (i) all the powers of an absolute beneficial owner to enter into contracts on behalf of the Association and to invest or deal with the Association's property;
 - (ii) power to raise money for the objects of the Association by borrowing or by public appeal or otherwise;
 - (iii) power to enter into guarantees or indemnities on behalf of the Association;
 - (iv) power to appoint sub-committees and working parties and to delegate any of its powers to them (subject always to an obligation to report back all their acts and proceedings to the Board of Trustees) and to revoke or vary their terms of reference or powers at any time;
 - (v) power to regulate the relations of the Association with its branches and with other institutions;
- (d) the members of the Board of Trustees shall be entitled to be reimbursed by the Association for their reasonable out of pocket expenses incurred in and about the business of the Association.

7 Proceedings of the Board of Trustees

- (a) The Board of Trustees shall meet at least once every year to prepare the agenda for the AGM and at such other times as may be necessary for the proper conduct of the Association's affairs. Before every meeting the agenda and the minutes of the last meeting shall be circulated to every member of the Board of Trustees;
- (b) at every meeting of the Board of Trustees:
- (i) the chair shall be taken by the Chair, or in the absence of the Chair, by a member of the Board of Trustees elected for the purpose of the meeting from amongst those present;
 - (ii) five members of the Board of Trustees, whether present in person or by remote access, shall constitute a quorum;
 - (iii) each member of the Board of Trustees shall have one vote and in the event of a tie the Chair shall have a second or casting vote;
- (c) Subject to the foregoing, and subject to review by the Association in General Meeting, the Board of Trustees may regulate its own proceedings by standing orders or otherwise.

8 Election Procedure

- (a) Any member of the Association may, and the Board of Trustees shall, nominate one eligible candidate for each elective vacancy on the Board of Trustees;
- (b) no candidate's name shall go forward for election unless they are willing to serve and has been nominated either by the Board of Trustees or by at least:
 - (i) 10 members (in the case of candidates for office), and
 - (ii) two members (in the case of other candidates);
- (c) all nominations by members shall be sent to the Honorary Secretary by 31 October and shall be set out in the notice convening the AGM together with the nominations by the Board of Trustees. If at the date of the notice, there are more vacancies than nominations the Board of Trustees may propose candidates to fill them under clause 9(a)(vi) below;
- (d) at the AGM if the number of candidates duly nominated or proposed:
 - (i) is equal to or less than the number of vacancies, all candidates shall be declared to have been elected;
 - (ii) is greater than the number of vacancies, the election shall be put to the vote.

9 Annual General Meeting ('AGM')

- (a) The AGM shall be held in a university town in England or Wales, or at such other place as the Board of Trustees shall decide, to transact the following business:
 - (i) to elect the Officers and other members of the Board of Trustees;
 - (ii) to receive an audited statement of the accounts for the preceding financial year, as approved by the Board of Trustees;
 - (iii) to appoint an Auditor for the current financial year;
 - (iv) to choose the venue for the next AGM;
 - (v) to consider any resolution proposed by the Board of Trustees and placed on the agenda;
 - (vi) to consider any urgent resolution proposed by the Board of Trustees;
 - (vi) to consider any other resolution duly submitted to the Honorary Secretary by a member of the Association and placed on the agenda;
- (b) the agenda for the AGM shall be drawn up by the Board of Trustees and shall include:
 - (i) any resolution proposed by the Board of Trustees;
 - (ii) any resolution submitted in writing by any member of the Association to the Honorary Secretary by the preceding 31 October and supported by the signatures of at least 20 other members;
- (c) a notice convening the AGM and setting out the agenda shall be sent to every member of the Association by email at least 14 days before the meeting.

10 Special General Meetings

- (a) A Special General Meeting shall be held:
 - (i) at any time, pursuant to a resolution of the Board of Trustees;
 - (ii) within four months after receipt by the Honorary Secretary of a requisition signed by at least 25 members of the Association setting out any resolution which they intend to propose;
- (b) a notice convening a Special General Meeting and setting out the agenda shall be circulated by the Board of Trustees to all members of the Association at least 14 days before the meeting;
- (c) at all Special General Meetings however called:
 - (i) resolutions may be proposed by the Board of Trustees;
 - (ii) no resolution may be proposed unless it has been set out in the convening notice.

11 Procedure at General Meetings

At all General Meetings:

- (a) the chair shall be taken by the Chair, or in the absence of the Chair, by a member of the Association elected for the purpose of the meeting from amongst those present;
- (b) 15 members of the Association present in person or represented by proxy, and entitled to vote shall constitute a quorum;
- (c) all members of the Association whose subscription is fully paid up to the date of the meeting may attend and vote. In the event of a tie the Chair shall have a second or casting vote.

12 Property and Trustees

- (a) The Association may acquire, hold, manage and deal with property of any description including property which is subject to trusts compatible with the Association's objects;
- (b) the assets of the Association shall be administered and invested or applied at the discretion of and in accordance with the directions of the Board of Trustees and may be held in any of the following ways:
 - (i) if the Board of Trustees is incorporated under the Charities Act 1993, by and in the name of that incorporated body;
 - (ii) by and in the name of a trust corporation holding as trustee for the Association, which shall be appointed, and may be removed, by a resolution of the Board of Trustees recorded in writing and signed by the Chair of the meeting at which the resolution is passed;
 - (iii) in the case of money in an account with a bank or other financial institution in the name of the Association, which shall be operable only on written instructions signed by not less than two persons authorised by resolution of the Board of Trustees;

(iv) in the case of land by the Official Custodian for Charities;
(c) A trust corporation may charge for its services in accordance with its usual scale of charges from time to time and shall be bound and entitled to act in accordance with written directions signed by two Officers.

13 Non-Admission and Expulsion

(a) The Board of Trustees may decline to admit any individual to membership of the Association without giving any reason subject to repayment of any subscription already paid;

(b) the Board of Trustees may expel, or refuse to renew the membership of, any member of the Association whose conduct they consider prejudicial to the interests of the Association, subject (only in the case of expulsion) to the member's right to appeal to a General Meeting.

14 Alterations to the Constitution

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. No amendment shall be made to Clause 2, this Clause, or Clause 15 without prior consent of the Charity Commissioners. No amendment shall be made which would cause the Association to cease to be a charity at law.

15 Dissolution

If the Board of Trustees decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, 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 Board of Trustees shall have the power to realise any assets held by or on behalf of the Association. 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 Association as the members of the Association shall 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 Association must be sent to the Charity Commissioners.