



## CONSOLIDATED CONSTITUTION<sup>1</sup> OF THE ASSOCIATION OF DRESS HISTORIANS

Approved by The Charities Commission on 2 September 2011.  
Amended on 4 December 2017. Further amended on 7 December 2020.

### 1. NAME

The name of the association is The Association of Dress Historians (ADH).

### 2. OBJECTS AND POWERS

#### 2.1 The objects of the ADH are:

- a.) The advancement of public knowledge and education in the history of dress and textiles;
- b.) The advancement of such other charitable purposes as may from time to time be promoted by the ADH.

#### 2.2. In furtherance of the foregoing, the ADH shall have the following powers:

- a.) To promote and conduct research to support the study of the history of dress and textiles;
- b.) To collect and disseminate information relating to the foregoing and to exchange such information with other bodies having similar objectives and specifically, but not exclusively,
  - 1.) To arrange and provide for meetings, lectures, classes, seminars, and conferences
  - 2.) To publish in any medium;

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<sup>1</sup> This consolidated constitution is only for assistance.

- c.) The support of those studying and working in the fields of dress and textile history;
- d.) To raise funds through subscriptions, attendance fees to ADH events and otherwise;
- e.) To accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, moneys, securities or other real or personal property;
- f.) To undertake, accept, execute and administer any charitable trust;
- g.) To invest the moneys of the ADH not immediately required for its purposes in or upon such investments, or securities, as may be thought fit, subject nevertheless to such conditions and such consents as may be imposed or required by law;
- h.) To provide financial assistance, to make grants and donations in furtherance of the goals of the ADH;
- i.) To co-operate with any other charitable organisation, academic institution, or national or local museum in furtherance of the goals of the ADH;
- j.) To do all such other lawful things as shall further the attainment of the above objects.

### 3. MEMBERSHIP

#### 3.1 Membership of the ADH is open to:

- a.) All present and past students of dress and/or textile history;
- b.) All those persons with an interest in the history of either or both dress and textiles.

3.2 The Executive Committee shall have the right for good and sufficient reason to reject an application for membership.

3.3 Members of the ADH shall be required to pay an annual subscription of such amount and on such date as shall be determined by the ADH in General Meeting. Those who were honorary members of The Courtauld History of Dress Association (CHODA) shall continue to be exempt from subscription.

3.4 If not less than three-quarters of the members of the Executive Committee present at a meeting so resolve, the Committee may, if it is in the best interests of the ADH, terminate the membership of any member, provided that the member shall have the right to be heard by the Executive Committee before a final decision is made and may be accompanied by a friend.

3.5 Such member of the Executive Committee as the committee shall decide, shall maintain and keep up to date a membership list of the ADH.

#### 4. ELECTION OF HONORARY OFFICERS

4.1 There shall be an Executive Committee of the ADH, comprising a Chairman, Secretary, Treasurer, Deputy Chairman, Deputy Treasurer and such other members thereof as shall, in addition to any person appointed under paragraph 7.4 or 7.5, be determined by the membership of the ADH at an AGM:

- a.) Members of the Executive Committee shall, other than those to whom paragraphs 7.4 and 7.5 apply, be elected at the AGM for a period of three years;
- b.) Any person who has been elected to the Executive Committee shall be eligible to seek election at any election to the Executive Committee on or after the expiry of his or her term of office;
- c.) Any person elected to the Executive Committee may resign on giving notice of his or her intention to resign to the Chairman;
- d.) Where an elected member of the Executive Committee resigns, dies, or otherwise vacates his or her office, or otherwise becomes incapable of performing his or her office there shall be a bye-election for the office so vacated;
- e.) The provisions in this constitution for an election to the Executive Committee shall be applied to any bye-election held under this paragraph;
- f.) The Executive Committee shall determine the date for a bye-election provided that the date so determined is not later than the AGM next following the date on which the vacancy arose;
- g.) Where a person is elected to the Executive Committee following a bye-election under sub-paragraph 7 above the terms of office of such person shall expire on the date on which the term of the person who vacated the office is due to expire.

4.2 Nominations for Honorary Officers and other members of the Executive Committee should be proposed and seconded by a member of the ADH, with the agreement of the person proposed. All such nominations should be received in writing or electronically by the Honorary Secretary at least 30 days before the Annual General Meeting. If no proposal for nomination is so received, a nomination

at the Annual General Meeting made with the agreement of the nominee, and seconded by another ADH member shall be valid.

- 4.3 Any fully paid-up member of ADH may stand for election as a member of the Executive Committee.

## 5. GENERAL MEETINGS OF THE ADH

- 5.1 The ADH shall each year hold an Annual General Meeting at such time and place as the Executive Committee shall determine, with at least 14 days notice given to all members. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

- 5.2 The business of the Annual General Meeting shall include:

- a.) The election of members of the Executive Committee;
- b.) Reports of the Executive Committee on the previous year's work and the financial statement;
- c.) Consideration of any matters proposed by members of the ADH, provided that such requests are received by the Secretary not less than 30 days before the meeting.

- 5.3 An Extraordinary General Meeting of the ADH may be called either by the Executive Committee or upon request, electronically or in writing to the Secretary, of not less than 10 per cent of the members. At least 21 days notice and an agenda, will be given to members for any EGM.

## 6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 All members who pay an annual subscription are entitled to vote at the Annual General Meeting, Extraordinary General Meetings, and to elect members to the Executive Committee.

- 6.2 No business shall be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting shall be 25 members comprising members:

- a.) Present and voting in person,
- b.) Voting through a proxy vote cast at the meeting, and,
- c.) Submitting a vote by postal voting,

or such other number not less than three as the members may determine in General Meeting.

- 6.3 The Chairman of the Executive Committee shall preside as Chairman at every General Meeting or may appoint a substitute in his or her absence. If necessary members may choose some other member present to preside.

- 6.4 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by poll. Members of the ADH may also vote, at any General Meeting by post if they have

requested from the Secretary a postal ballot paper and have returned it to the Secretary before the meeting either by post or electronically, or through another members of the ADH present at the meeting whom they have in writing or electronically appointed as a proxy and given notice to the Secretary that they have done so.

- 6.5 Members not present at the AGM may vote by proxy either in writing or through another ADH member.
- 6.6 Votes may be given on a show of hands at the meeting or by ballot paper distributed at the meeting.
  - a.) No person shall cast a vote as a proxy for more than one member
- 6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 6.8 A resolution in writing signed by all members shall be as valid and effective as if the same had been passed at a General Meeting.
- 6.9 Attendance of members, reports of officers, proposals made and resolutions taken at each General Meeting shall be recorded.

## 7 EXECUTIVE COMMITTEE

- 7.1 Until otherwise determined by the ADH in General Meeting, the Executive Committee shall consist of persons elected to the roles of Chairman, Secretary, Treasurer, Deputy Chairman, Deputy Treasurer and those elected, co-opted or appointed to any other office that the Committee might deem necessary to create.
- 7.2 The Executive Committee shall have the power to execute the objectives of the ADH and administer its funds in pursuit of those objectives as directed by the general membership of the ADH.
- 7.3 The Executive Committee shall exercise all such powers of the ADH as are not required by this Constitution to be exercised by the ADH in General Meeting. In particular the Executive Committee shall:
  - a.) Control the admissions to and termination of membership of the ADH in accordance with the provisions of Clause 3;
  - b.) Make and vary regulations for the conduct of the affairs of the ADH including the conduct and recordings of meetings;
  - c.) Submit to the Annual General Meeting the reports of the Chairman and Secretary and accounts prepared by the Treasurer for the immediately preceding financial year;
  - d.) Organise and carry out ADH activities.

- 7.4 The Executive Committee may from time to time appoint a member of ADH to the Executive Committee to fill a temporary vacancy. Any member so appointed shall retain his or her office only until the end of the next Annual General Meeting or until proposed and seconded in that office as per clause 4.
- 7.5 The Executive Committee may from time to time co-opt up to 2 people outside the ADH membership willing to become additional members of the Executive Committee to carry out specific activities or give particular advice. They shall hold office only until the end of the next Annual General Meeting when they shall cease to be members of the Executive Committee.
- 7.6 If a member of the Executive Committee has a conflict of interest in connection with any ADH activities or transactions, they must declare it and leave the meeting while the activity or transaction is being discussed or decided.

## 8 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 8.1 The Executive Committee may regulate its meetings as it thinks fit but shall hold at least three meetings a year and not more than five months shall elapse between the date of one meeting and the next.
- 8.2 At least three members of the Executive Committee must be present at any Committee meeting.
- 8.3 The Chairman of the Executive Committee shall preside at all meetings but may appoint a substitute or ask the Committee to carry on in his or her absence.
- 8.4 A resolution in writing signed by all members of the Executive Committee shall be as valid and effective as if the same had been passed at a Meeting of the Executive Committee.
- 8.5 Minutes shall be kept for every meeting of the Executive Committee.

## 9 TRUSTEES

- 9.1 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 12.
- 9.2 A Trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- 9.3 The number of Trustees shall be not less than three and no more than five.
- 9.4 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## 10 APPOINTMENT OF TRUSTEES

- 10.1 The charity in general meeting shall elect the Officers and the other Trustees.
- 10.2 The Trustees may appoint any person who is willing to act as a Trustee.
- 10.3 Each of the Trustees shall retire with effect from the conclusion of the Annual General Meeting next after their tenure of appointment but shall be eligible for re-election at that Annual General Meeting.
- 10.4 No one may be elected a Trustee or an Executive committee member at any Annual General Meeting unless prior to the meeting the charity is given a notice that:
  - a.) Is signed by a member entitled to vote at the meeting;
  - b.) States the member's intention to propose the appointment of a person as a Trustee or as an Executive Committee member;
  - c.) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 10.5 The appointment of a Trustee, whether by the charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

## 11 POWERS OF TRUSTEES

- 11.1 The Trustees must manage the business of the charity and have the following powers in order to further the objectives (but not for any other purpose):
  - a.) To raise funds. In doing so, the Trustees must not undertake any taxable 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 set aside income as a reserve against future expenditure but only in accordance with a written policy, which details the management of reserves;
  - e.) To obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - f.) 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;

g.) To do all such other lawful things as are necessary for the achievement of the objects.

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

11.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## 12 DISQUALIFICATION AND REMOVAL OF THE TRUSTEES

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

- 1) Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 2) Ceases to be a member of the charity;
- 3) In the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 4) Resigns as a Trustee by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

## 13 PROCEEDINGS OF THE TRUSTEES

13.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

13.2 Any Trustee may call a meeting of the Trustees.

13.3 The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.

13.4 The Trustees may regulate their meetings as they think fit but shall hold at least two meetings a year and not more than six months shall elapse between the date of one meeting and the next.

13.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

13.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

13.7 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

13.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote. To clarify, Trustees are entitled to vote on all matters

relating to the running of the ADH, apart from when a conflict of interest arises. In this instance, the casting vote will be extended to the ADH Secretary.

- 13.9 The person elected as the Chair of Trustees shall chair meetings of the Trustees.
- 13.10 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- 13.11 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 13.12 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

#### 14 DELEGATION

- 14.1 The Trustees may delegate any of their powers or functions to a committee of three or more Trustees, or members of the Executive Committee but the terms of any such delegation must be recorded in Trustee meeting minutes.
- 14.2 The Trustees may impose conditions when delegating, including the conditions that:
  - a.) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - b.) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees.
- 14.3 The Trustees may revoke or alter a delegation.
- 14.4 All acts and proceedings of any commitments must be fully and promptly reported to the Trustees.

#### 15 CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

A charity Trustee must:

- 1) Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- 2) Absent himself or herself from any discussions of the charity 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 (including but not limited to any personal financial interest).

Any charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity Trustees on the matter.

## 16 FINANCE

- 16.1 The income and property of ADH shall be applied solely towards the promotion of its objects as set forth herein.
- 16.2 The Executive Committee shall make and to the best of its ability enforce adequate regulations for internal control and the security and safe custody of all moneys, securities, and other documents belonging to the ADH.
- 16.3 The Executive Committee shall cause such proper accounting records to be kept as are necessary to give a true and fair view of the affairs of the ADH and to explain the transactions relating to its assets and liabilities and its income and expenditure. A record of income and expenditure shall be kept by the Treasurer or at such other place or places as the Executive Committee shall think fit and shall always be open to the inspection of the members of the Executive Committee.
- 16.4 The financial year shall end on June 30 in each year. A statement of accounts for the last financial years shall be submitted by the Executive Committee to the Annual General Meeting. Financial activity shall be reported annually as required by the Charities Commission.
- 16.5 A bank account shall be opened and maintained in the name of the ADH with such bank as the Executive Committee shall decide. Such account shall be under the control of the Executive Committee and shall be accessible by the Treasurer and one other member of the Executive Committee.
- 16.6 All funds of ADH shall immediately on receipt be paid into the aforementioned bank account.
- 16.7 Members of the Executive Committee cannot receive money from ADH, except in repayment of expenses, which must be agreed by the Executive Committee in advance of the expenditure and will only be refunded after a receipt has been provided to the Treasurer.

## 17 ALTERATIONS TO THE CONSTITUTION

This constitution may be amended only at an Annual General Meeting or an Extraordinary General Meeting of ADH duly convened and held. The notice of the meeting shall specify the alteration to be proposed. The assent of not less than three-quarters of the members of ADH for the time being present and voting in

person or by proxy shall be required to give effect to any alteration **PROVIDED** that no alteration shall be made to Clause 2.1, Clause 20 or this clause without the prior consent of the Charity Commissioners; and **PROVIDED** also that no alteration shall be made to this Constitution which would cause ADH to cease to be a charity at law. The Charity Commissioners shall be informed of any such proposed alteration.

## 18 INDEMNITY

- 18.1 In the execution of the Trusts hereof no Trustee shall be liable for any loss to the property of the Trust arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence fraud wrongdoing or wrongful omission of any agent employed by him or by any other Trustee hereof (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any Trustee hereof or by reason of any matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.

## 19 NOTICES

Any notice shall be given to any member of the ADH electronically or by post, but the ADH takes no responsibility for any failure of delivery.

## 20 DISSOLUTION

- 20.1 The ADH may be dissolved only by Resolution of a majority of three-fourths of members present and voting in person or by proxy at a General Meeting called by not less than 30 days' notice stating the terms of the Resolution to be proposed thereat.
- 20.2 Upon the dissolution of the ADH any money remaining after payment of debts and liabilities shall be given or transferred to a charity with purposes similar to those of ADH, to be decided upon by the membership.