

CONSTITUTION

OF

**THE BRITISH LIQUID CRYSTAL SOCIETY**

## **British Liquid Crystal Society Constitution**

### **Introductory Note**

The British Liquid Crystal Society was established as a charitable trust to promote education and research on liquid crystals in the United Kingdom.

### **1. Constitution**

The society hereby constituted shall be a Society of people drawn from industry, polytechnics, universities and other research and educational establishments who have a professional interest in teaching, research or other interest related to liquid crystals and who have an interest in furthering the objects of the Society.

### **2. Name**

The name of the society (hereinafter called "The Society") is "The British Liquid Crystal Society".

### **3. Object**

The object of the Society is to advance education in the science of liquid crystals throughout the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man (hereinafter referred to as "The Area") by:-

- (a) Promoting dissemination of knowledge education and research into and the study of all facets of the formation evolution and science of liquid crystals their physical chemical and other properties and functions in all products made therefrom.
- (b) Holding conferences to discuss the findings of such research and study and in particular encouraging the participation of young scientists.

And in furtherance of such objection but not further or otherwise the Society may:-

- (i) Provide appropriate residential and non-residential educational facilities for persons of all ages and hold conferences organise classes courses seminars demonstrations and study groups of all kinds to discuss the findings of research and study into liquid crystals.
- (ii) Provide for the giving of talks lectures interviews and broadcasts.
- (iii) Publish and make available to the public through academic and professional bodies and by direct circulation to libraries and other appropriate institutions a report of the said research study and conferences.
- (iv) Publish and sell books pamphlets posters and other printed matters films videos and display matters of all kind related to liquid crystals but in each case in furtherance of the objects of the society and not generally to carry on any permanent trading activities not related solely to the promotion of the objects of the Society.

#### **4. Membership**

Membership shall be open to those persons professionally engaged in research administration and education relating to liquid crystals and any persons in full-time education whether or not such full-time education relates to liquid crystals who:-

- (a) are approved for membership by the Committee such approval not being unreasonably withheld; and
- (b) have paid and continue to pay such subscription as shall be determined from time to time by the Committee and
- (c) satisfy the Committee that they are interested in promoting and furthering the aims of the Society.

#### **5. Subscription Fee for Members**

A membership fee shall be chargeable in respect of every member elected or nominated in accordance with this constitution, such fee to be renewable every five years. The membership fee shall be reviewed annually by the committee except that no fee shall be charged in respect of a full-time student member (which definition is to include any student aged between eighteen and twenty-five currently attending a full-time educational establishment for a degree or award recognised by a Local Education Authority or any other person so designated by the Committee).

#### **6. Committee and Officers**

The affairs of the Society shall be managed by a Committee to be known as “The British Liquid Crystal Society Committee” (herein referred to as “the Committee”) which shall be chosen so as to be as representative as possible of the different facets of research and education in the science of liquid crystals).

The Committee shall consist of the following:-

- (1) The Chair of the Committee elected in accordance with Rule 9 below
- (2) The Vice-Chair of the committee elected in accordance with Rule 9 below
- (3) The Secretary elected in accordance with Rule 9 below
- (4) The Honorary Treasurer elected in accordance with Rule 9 below
- (5) Such other Members of the Society as may be elected to the Committee in accordance with Rule 8 provided that the Committee shall consist of not less than three such Ordinary Members and not more than nine such Ordinary Members in addition to the Officers appointed in accordance with Rule 9.

Provided always that at least two Members of the Committee are from non academic organisations.

#### **7. Termination of Membership**

A member of the Society shall cease to be a member thereof if:-

- (a) By notice in writing to the Society s/he resigns from membership

- (b) S/he (not being a student as defined) fails to pay any subscription fee properly due within two months of receipt of a written demand from an Officer of the Society.
- (c) The Society shall at a special meeting resolve for good and sufficient reason that such Member ceases to be a Member of the Society provided always that any such person so removed shall have the right to make representation as to his continued membership of the Society at such special meeting.

## **8 . Election of the Committee**

- (a) At least eight weeks before any Annual General Meeting the Secretary of the Committee shall make available a Nomination form to each Member by post, e-mail or through the Society Web site.
- (b) Nominations - nominations of Members who are considered to be suitable to serve on the Committee shall be submitted to the Secretary not less than 4 weeks before the Annual General Meeting. Any such nomination must be submitted by at least two Members and may only be submitted with the consent of the nominee given in writing or via e-mail.
- (c) Not less than twenty-one days before the Annual General Meeting the Secretary of the Committee shall make available an election form to each Member containing the names of Members nominated and willing to stand for election to the Committee by post, e-mail or through the Society Web site. Such election forms shall show the number of vacancies and shall contain details of the Members willing to stand for re-election and those who are nominated.
- (d) Members shall return the forms of election not later than the day preceding the Annual General Meeting unless by a consent of the majority of Members at the meeting it is agreed to accept a late form of election.
- (e) The normal term of office will be three years, although Ordinary Members of the Committee may stand for election for a continuing three-year term. After this time, they may not be elected as an Ordinary Member of the Committee for a period of two years. However, this will not prevent them from being elected as an Officer of the Committee according to Rule 9.

## **9 . The Chair, Vice Chair, Secretary and Treasurer**

- (a) The Chair of the Committee together with the Secretary and Treasurer shall be elected by the members at the Annual General Meeting by show of hands (unless a ballot of those present shall be demanded by five members being present at the meeting).
- (b) Candidates for the post of Chair will be elected as a Vice Chair of the Society at the Annual General Meeting one year prior to taking up office and will then automatically assume the post of Chair at the end of that year. The Chair will serve for two years and will then spend a further year as Vice Chair.
- (c) The Secretary and Treasurer shall hold office for three years (and may thereafter be appointed for a further period not exceeding three years).
- (d) Having served the terms of office outlined in (b) and (c) above, Officers will not be eligible for re-election to the Committee for a period of two years.
- (e) If for any reason any of the above named Officers shall cease to be members of the Committee in their term of office, that Officer shall automatically cease in post.
- (f) In modifying Rule 9 in April 2001, it is agreed that the first election under the new constitution will be held at the AGM in 2002 and that the current Chair will hold the post of Vice Chair for the year 2003-04.

## **10. Proceedings at Meetings of the Committee**

- (a) Convening of Meetings - the Committee shall meet at least once a year at the Annual Conference at which the Annual General Meeting shall also be held and at other times as it may itself determine.
- (b) Notices - notice of every Committee Meeting stating the general particulars of the business to be considered shall (unless such notice shall be dispensed with at the previous meeting or otherwise) be sent by post or e-mail to each member of the Committee at least twenty one days before such meeting unless urgent circumstances make this impossible but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in any such particulars. The Secretary shall normally convene any meeting of the Committee and it may also be convened by the Chairman together with any three members of the Committee or by a simple majority of the members of the Committee.
- (c) Quorum - a quorum shall be at least five Committee Members including at least two of the Officers (being either the Chair, the Vice-Chair, the Secretary or the Treasurer).
- (d) Chair - the Chair of the Committee shall be the Society's Chair or if absent the Vice-Chair or if s/he is absent any other member of the Committee appointed by the meeting.
- (e) Decisions - all decisions at the Committee Meetings shall be by a majority of votes. In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.
- (f) Postal Vote - at a meeting of the Committee a resolution put to the vote of the meeting shall be decided on a show of hands of those personally present and entitled to vote unless before or upon the declaration of the result of a show of hands a postal vote of all the members of the Committee be demanded by the Chair of the meeting or by at least three members personally present and entitled to vote. If a postal vote be so demanded it shall be taken in such manner as the Chair of the meeting shall determine.
- (g) Minutes - the Secretary shall ensure that Minutes are kept of every meeting of the Committee and of every sub-Committee of the Committee and that such Minutes shall be signed by the Chair of the meeting at the next Committee meeting.
- (h) Accounts - the Treasurer shall ensure that suitable books of account are kept and that the Society's income and expenditure are correctly entered therein. The Society's books and accounts shall be audited by a qualified Accountant if the Committee so decide. The Honorary Treasurer shall have power to give receipts for all monies paid to him for the Society and shall administer the funds of the Society in accordance with the Instructions of the Committee.
- (i) Powers and Duties of the Committee - the Committee shall have the following powers and duties:-
  - (I) Staff - power to appoint and remove Honorary or paid officers staff or other employees to carry out the objects of the Society and assist in the administration thereof upon such terms as the Committee shall decide (including power to employ part-time staff) or to contribute towards the

salary and expenses of persons employed by another body which supplies services to the Society.

Provided always that no Member of the Committee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Society other than the reimbursement of out of pocket expenses.

- (II) Trustees - the Committee may appoint a custodian trustee or trust corporation of not less than four of their number to hold any property held by or in trust for the Society or may with the agreement of the Official Custodian for Charities transfer to him personal property (within the meaning of Section 16(2) of the Charities Act 1960) so held and made application for an Order vesting in him any other property so held.
- (III) Committee directions to Trustees - the power to give directions to any such Trustees or Trustee as appropriate for dealing with all property and investments so vested in or transferred to such Trustees.
- (IV) Investment Powers - the power to invest the funds of the Society in the purchase of or at interest upon the security of such stocks funds shares securities or other investments of whatsoever nature and wheresoever situate and whether involving liability or not as the Committee shall in its absolute discretion think fit to the intent that the Committee shall have the same full and unrestricted power of investment and transposing investments in all respects as if they were beneficially entitled thereto.
- (V) Banking - to open any banking account for the Society and in its name and cheques and other orders for payment on or in respect of such accounts may be drawn signed endorsed accepted or made and all transactions on or in respect of such account may be unless otherwise determined by the Committee operated by any two members of the Committee for the time being who are authorised by the Committee for such purpose.
- (VI) Grants and donations - power to collect and receive monies and funds by way of contributions covenants donations fees subscriptions legacies grants and payments by public bodies and others and by any other lawful method.
- (VII) Borrow and lend - subject to such consents (if any) as may be required by law power to raise funds for the exclusive use of the Society in furtherance of its object but not further or otherwise and if necessary to charge all or any of the property and assets to the Society.
- (VIII) Contracts - power to enter late contracts of any kind for the furtherance of the object of the Society.
- (IX) Land - subject to such consents (if any) as may be required by law power to purchase sell take on lease or mortgage any property and to erect pull down rebuild enlarge alter and equip any premises purchased or leased to be used for any of the object herein before declared and to pay all rent rates taxes insurance repairs and other outgoings payable in respect thereof.
- (X) Rules - power to make such rules and regulations from time to time for the management and conduct of any promises or otherwise as it thinks fit.

## **11. Sub-Committees**

Where need is proved the Committee may resolve to authorise sub-committees to assist it in its work and shall determine their Constitution and for this purpose the following conditions shall apply:-

- (a) All members of such sub-Committee shall be members of the Society and shall be appointed as the Committee shall itself decide Provided that wherever reasonable a majority of the members of such sub-Committee shall be members of the Committee and Always Provided that at least one member of the Committee shall sit on every such sub-Committee.
- (b) Where there is any possibility of doubt whether a decision would receive the approval of the Committee the agreement of the Chair of the Society must be obtained before any such decision can be Implemented.
- (c) Sub-Committees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine a quorum necessary for the transactions of business. Questions arising at meetings shall be determined by a majority vote. In the case of equality of votes the Chair of the sub-Committee shall have a second or casting vote.
- (d) Each sub-Committee shall elect a Chair and shall determine for what period he is to hold office. He shall be entitled to preside at all meetings at which he is present or in default members present shall appoint one of their members to preside.
- (e) Every sub-Committee shall report their acts and proceedings fully and promptly to the Committee.

## **12. Disqualification of Members of the Committee**

The office of any Member of the Committee shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If in the opinion of all the other Members of the Committee he becomes incapable by reason of mental disorder or other illness or disability of a permanent nature of discharging his duties as a Member of the Committee.
- (c) If by notice in writing to the Society he resigns from office.
- (d) If he ceases to be a Member of the Society.
- (e) If he shall for more than one year have been absent without the permission of the Committee from meetings of the Committee held during that period and the Committee passes a resolution that he has by reason of such absence vacated office.
- (f) If he is removed from office by a resolution duly passed pursuant to Rule 14.
- (g) If he is convicted of an offence specified in Schedule 1 of the Children and Young Persons Act 1933.

### **13 General Meetings**

- (a) A General Meeting to be called the Annual General Meeting of the Society shall be held once in each calendar year.
- (b) The Annual General Meeting shall be held for the purpose of:-
  - (i) Considering and if thought fit passing the annual audited (or unaudited) balance sheet and accounts.
  - (ii) Receiving from the Committee a report of the activities of the Society in the previous year.
  - (iii) Reviewing and making recommendations with regard to the composition of the Committee and holding elections thereto.
  - (iv) Discussing any other matters of which proper notice has been given.
- (c) Any other General Meeting shall be called an Extraordinary General Meeting of the Society and shall be convened by the Secretary on the request of the Committee or at least twenty members of the Society specifying the business that they wish to put to the meeting. No other business than that specified in the notice convening the meeting shall be transacted.
- (d) Notice of General Meetings - fourteen days written notice shall be given to all members in respect of any Extraordinary General Meeting stating the business to be transacted and twenty one days written notice shall be given to all members in respect of the Annual General Meeting.
- (e) Quorum - Ten members present at a General Meeting shall form a quorum.
- (f) Resolutions - a Resolution put to a General Meeting shall be decided on a show of hands and shall be duly passed if approved by the majority of those present entitled to vote and voting. The Committee may allow proxy voting on certain resolutions in which case such resolutions shall be set out verbatim in the Notice.
- (g) Chair at General Meetings - the Chair of a General Meeting shall be the Chair of the Society at such time and if he is not present the Chair of the General Meeting shall be the Vice-Chair of the General Meeting at such time and if not present the Secretary of the Society or some other office or member of the Society chosen by the General Meeting and in that order or priority. The Chair shall not have a second or casting vote at a General Meeting.

### **14. Removal from the Committee by Members in General Meeting**

The office of any member of the Committee shall be vacated if a General Meeting of the Members of the Society so decides by an Ordinary Resolution (*i.e.* a simple majority) provided that at least 28 days notice of the intention to propose the resolution is given to the Society.

### **15. Annual Conference**

A conference shall as far as is possible be held at least once in each year (at which the Annual General Meeting shall normally be held).

## **16. Holding of Land**

Land or premises acquired under this Constitution shall be conveyed or assigned to the Trustees (or to a Corporate Trustee as appropriate) Upon Trust to sell the same with power to postpone the sale and to hold the net proceeds of sale and other capital monies and the net rents and profits until sale upon the trusts and with and subject to the powers and provisions of this Constitution (as amended from time to time). The power to appoint new Trustees contained in this Constitution shall be expressed to apply to the trust for sale declared by such Conveyance or Assignment. Such powers including the power to mortgage and charge such land shall be exercised in accordance with the direction of the Committee but no purchaser or mortgagee shall be concerned to see that any such direction has been given. The proceeds of sale of such land or premises shall be applicable either as capital or as income for all or any one or more of the purposes expressed in this Constitution as the Committee may from time to time direct.

## **17. Literature**

The Committee may promote the publication of literature and a periodical or periodicals which shall be planned to be in accordance with the aims and general policy of the Society.

## **18. Affiliation**

The Society shall have the right to establish and support and aid in the establishment and support of any other charitable trust or association formed for the object of the Society and affiliate amalgamate or co-operate with any charitable organisation with a similar object to that of the Society.

## **19. Amendment of Constitution**

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Society at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to Clause 1 (objects), Clause 20 (dissolution) or this clause, ???shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

## **20. Dissolution**

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purposed of which 21 days' notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determined and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

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Chair

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Vice-Chair

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Secretary

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Treasurer