

1. NAME

- 1.1 The organisation shall be called the Catholic Archives Society (hereafter referred to as the society).

2. OBJECTS OF THE SOCIETY

- 2.1 The charitable objects of the society are to further the cause of education in the field of heritage preservation. This shall be achieved through the following aims:
- 2.1.1 The provision of support to the owners of, and those working in connection with, records, archives, and where possible and appropriate other associated items of historical material culture, which relate to the Roman Catholic Church.
- 2.1.2 The promotion, management, care and preservation of these records, archives, and associated items, in order that:
- a) They might be of administrative, legal and evidential service to the dioceses, religious organisations and / or other bodies that created or hold them.
 - b) They might be accessible for the benefit of the public, for educational, academic, local and personal research, display, and other cultural purposes.
- 2.1.3 To promote and advise on the following:
- a) The identification, cataloguing, access, conservation and preservation of these records, archives, and associated items.
 - b) Provision of impartial advice to those seeking to deposit such material, to secure their future preservation and access.
 - c) Provision of specialist advice to members, and the exchange of information.
 - d) Promotion of training opportunities.
 - e) Arrangement of an annual conference/seminar.
 - f) The production of an annual journal, as well as other occasional publications.
 - g) Engaging with other heritage bodies, the wider public and media, to further the objects of the society.
- 2.2 Although the executive council may from time-to-time, where appropriate, seek guidance from external officials, the society remains, and shall remain independent,

and neither has, nor anticipates having, formal involvement with these officials, either of the Roman Catholic Church, and / or, of secular professional archive authorities or groups.

- 2.3 Furthermore, the society shall act in accordance with the civil and criminal laws and regulations of the countries in which their members reside, and recognise the primacy of these laws over Canon Law or other authority, and remains entirely independent of all and any non-statutory control or regulation.

3. COUNCIL

- 3.1. The society shall be represented by an executive council (hereafter referred to as the council), made up of nine individuals, who must be full paid-up members, and who will be the trustees of the charity.
- 3.1.1 The council must appoint four mandatory officers – chairperson, vice-chairperson, secretary, and treasurer.
- 3.1.2 For the council to be considered quorum, at least five members must be present, either in person, or remotely.
- 3.2 Each council member will be elected for an initial period of three years, then can stand for re-election for a second period of three years. At the conclusion of the six-year period the council member is eligible for a further term after standing down for at least one year, or, in exceptional circumstances, could be co-opted for that interim year, if no suitable candidate can be found to fill their seat. This can only be agreed on the passing of a majority secret ballot of other council members.
- 3.3 The members of the council shall be elected / re-elected annually at the AGM.
- 3.4 Nominations for positions on the council should be received by the secretary, at least 14 days before the AGM. If insufficient nominations have been received to fill the vacancies, the chairperson of the AGM may take nominations from the floor.
- 3.5 However, following a 3/6-year period as council member, the individual, upon election as chair, can then serve a further 3/6-years in that position, but must retire as chair at the end of their second term. The retiring chairperson then becomes automatically an ex-officio on the council for the following year.

- 3.6 The council will meet a minimum of four times during the calendar year, either in person, or digitally.
- 3.7 If vacancies on council occur between annual AGMs, the council can co-opt no more than two members during each year.
- 3.8 The council shall have power to appoint sub-committees. Each sub-committee must contain at least one member of the council, however other members of sub-committees are not required to be members of council and can be selected from within the membership, or as external professional advisors.
- 3.9 Council members must declare any, and all conflicts of interest with regards to the CAS entering into agreements or financial payments, with any other organisation. These conflicts of interest must be recorded in the minutes of the council meetings

4. PATRONS AND PRESIDENT

- 4.1 The council can appoint a patron(s) to serve a period of up to ten years, who shares the values of the society and supports its aims and objectives.
- 4.2 The council can appoint a member or honorary member of the society to serve as president.
- 4.3 Both these positions are honorific and carry no responsibility for the financial management or administration of the society. The holders shall not ex officio be member of council, but shall be invited to all council meetings, annual conferences, and other events.
- 4.4 The council may at any time terminate such appointments, by majority vote.

5. ANNUAL GENERAL MEETING

- 5.1 There shall be an Annual General Meeting (AGM) of the society, usually, but not necessarily, held during the society conference.
 - 5.1.1 No longer than fifteen months shall pass between AGMs.
 - 5.1.2 In times of need, an Extraordinary General Meeting (EGM) can be called.

- 5.1.3 Members will receive notice of an AGM or EGM, along with full papers to be considered, at least 14 days in advance.
- 5.2. Only fully paid-up members shall have the right to attend and vote at the AGM.
- 5.2.1 Guests may be permitted to attend an AGM in full, or in part, at the discretion of the chairperson. They may, however, be asked to leave during confidential discussions.
- 5.3. Journal only members do not have voting rights.
- 5.4.1 The ordinary voting members of the society, with the support of least 51% of the entire society membership, have the right to call an EGM to pass a vote of no confidence in the council. Notification to the council of their intent and reasons for doing so, must be given at least 28 days in advance.
- 5.5. Where appropriate, voting on certain matters can be undertaken through a secret ballot to protect the anonymity of members. Request from membership for a secret ballot must be made at least 7 days before the AGM or EGM.
- 5.6. If any member breaches clause 6.7, the council reserves the right to request their removal from the AGM or EGM.

6. MEMBERSHIP

- 6.1.1 Membership of the society shall be open to all interested parties over the age of 18 years, on the payment of an annual membership fee due on 1 January each year.
- 6.1.2 For those members joining after the end of September in one year, their next subscription will not be due until 1 January of the next year but one.
- 6.1.3 Application for membership shall be on a prescribed form.
- 6.2 Membership is not limited solely to followers of the Roman Catholic church, but is open to all persons of any faith or none, as well as of any ideological or political belief.
- 6.3 Membership can be held as either a full member or a journal only member, with further options for overseas membership.
- 6.4 The council shall maintain a register of names and addresses of members within the terms of the UK GDPR.

- 6.5 The council may only refuse an application for membership, if, acting reasonably and properly, they consider it in the best interests of the society to do so.
- 6.5.1 A decision to refuse membership shall be given in writing to the applicant within 21 days of the decision. The applicant may make written representations about the decision which the council must consider. The applicant must be notified of the final decision within a further 21 days of receipt of the appeal.
- 6.6 Membership shall be terminated
- a) by death
 - b) by written resignation to the secretary or other council member.
 - c) If the subscription due from a member remains unpaid six months after it is due. In this situation, unless the council feels that there are extenuating circumstances, it shall be deemed that the member has resigned.
 - d) If the council by a unanimous vote considers that a member has acted in a way that brings the society into disrepute, or that it is in the best interests of the society that a membership be terminated. This may be done following the process for refusing an application of membership.
- 6.7.1 Debates and discussions of a constructive and respectful manner are encouraged; however, the society will hold a zero-tolerance approach to any form of bullying, aggression, or abuse, directed at any member or council member, from any individual or organisation.
- 6.7.2 Complaints of bullying against another member must be made in writing to the council, who will decide whether to uphold the complaint and whether to suspend or revoke the membership rights of the individual accused. This may be done following the process for refusing an application of membership.

7. SUBSCRIPTION

- 7.1 The annual rate of subscription will be set at the AGM.
- 7.2 Subscriptions become due in January of each calendar year. No member whose subscriptions remain outstanding will be eligible to vote at the AGM or to receive discounted rates on any society events or activities

8. AMENDMENTS TO THE CONSTITUTION

- 8.1 The constitution may be altered only at an AGM or EGM of the society, for which proper notice has been given. Such notice must include the resolution of the proposed alteration(s). The resolution must be passed by two-thirds of the votes of society members present and voting at the General Meeting.
- 8.2 No alteration may be made, which would have the effect of making the society cease to act within the law, and when a registered charity, the council should promptly send to the commissioners a copy of the amended constitution.
- 8.3 Proposals from membership for constitutional amendments shall be submitted to the council at least 56 days prior to the day on which the AGM or EGM is to be held.

9. FINANCE

- 9.1 All income and property of the society shall be applied solely towards the promotion and execution of the objectives of the society as defined above. No portion thereof shall be paid or transferred, directly or indirectly, in any manner to any member of the executive council or member of the society. Nothing herein shall prevent reimbursement of reasonable expenses properly incurred on behalf of the Society (including, but not limited to, the payment of an approved fee when engaged as a speaker).
- 9.2 All council expense reimbursements shall be approved by two independent members of the council prior to payment.
- 9.3 Should the disposable financial assets of the society drop below £1,000; all spending shall be immediately suspended and an emergency meeting of the council held.
- 9.4 The society shall not incur financial debts of any kind.

10. DISSOLUTION

- 10.1 The Society may be dissolved by a resolution passed by not less than two-thirds of those members present with voting rights at an AGM or EGM, called by the council following their decision that it is necessary or advisable to dissolve the society and for which 21 days' notice (stating the terms of the resolution to be proposed) has been given in writing. Such a resolution may include instructions for the disposal of any assets held by the society.
- 10.2 If the resolution is passed to dissolve the society, the council shall remain in office and be responsible for winding up the affairs of the society in accordance with this clause.
- 10.3 The council must collect in all the assets of the society and use them to pay or make provision for any liabilities of the society, but council members or trustees are not personally responsible for any society liabilities.
- 10.4 The council must apply any remaining property or money, i) directly for the objectives of the society, ii) by transfer to another charity or voluntary group with objectives the same as, or similar to, those stated above, as decided by the council.
- 10.5 In no circumstances shall the assets of the society be paid to or distributed among the members of the society.
- 10.6 The council must notify the charity commissioners promptly that the society has been dissolved, and must submit to them, the society's final accounts, with details of the distribution of assets.

Ratified at the AGM held 19 May 2025