



Registered Charity No 1113163

**THE WALLPAPER HISTORY SOCIETY**  
**(founded 1986)**

**CONSTITUTION**

**NAME**

1. The name of the Society shall be The Wallpaper History Society. It is hereinafter referred to as "The Society".

**OBJECTS AND POWERS**

2. "To advance the education of the public in the history, development, manufacturing and design of wallcoverings, mainly since the 16<sup>th</sup> century, in particular but not exclusively by:
  - a. Supporting research and disseminating the useful results of such research, particularly by means of a journal and electronic means where possible
  - b. Supporting the preservation and conservation of historic and contemporary wall coverings
  - c. Organising conferences, seminars and other such educational activities".
3. "All members of the Committee elected in accordance with Clauses 12, 13 and 14 shall be Trustees of the Society and shall ensure that the income and property of the Society is applied solely toward the promotion of the Objects set out above".
4. The Society shall not engage in any substantial permanent trading activities in raising funds for its charitable objects and shall conform to any relevant requirements of the law.

**MEMBERSHIP**

5. There shall be six categories of membership:
  - a. Individual UK
  - b. Individual non UK
  - c. Corporate UK
  - d. Corporate non UK
  - e. Joint membership– named member + another
  - f. Concessionary individual – student and unwaged
6. A President/Patron and one or more Honorary Members may be appointed by the Members at the Annual General Meeting for such period as shall then be decided.
7. Individual Membership shall be open to anyone who has attained the age of 18
8. Concessionary Individual Membership shall be open to full time students and unwaged members

9. Institutional Membership shall be open to any formally-constituted association, society, school or college. Where any of the following provisions of this Constitution refers to a member, in relation to institutional membership the reference means a person nominated by an institutional member to act on its behalf
10. The Committee may admit to corporate membership any company or business. Where any of the following provisions of this Constitution refers to a member, in relation to corporate membership the reference means a person nominated by a corporate member to act on its behalf.
11. All applications for membership shall be made to the Secretary or other appropriate Officer of the Society. The Committee may at their discretion exclude or remove from membership any person who for any reason is considered by the Committee to be unsuitable to be a member of the Society. Any person so removed from membership shall have the right to appeal to the Committee against such removal and the Committee may in their absolute discretion and with out giving their reasons accept and reject such an appeal.

#### **COMMITTEE - MEMBERSHIP**

12. The Committee shall consist of the following Officers and Members:
  - a. A Chairman who shall be responsible for ensuring that proper minutes are kept of all meetings by the Hon Secretary or any other appropriate person;
  - b. A Vice-Chairman;
  - c. An Honorary Secretary;
  - d. An Honorary Treasurer;
  - e. An Honorary Membership Secretary
  - f. An Honorary Journal Editor
  - g. Not more than four other members.
13. Every Member of the Committee and the aforementioned officers shall be elected at the Annual General Meeting (AGM) to serve for a period of two years. Any Member of the Committee and aforementioned officers shall be eligible for re-election, except that the Chairman shall not serve continuously for more than four years and may not be re-elected as Chairman until after an interval of two years, unless the Committee and Members deem it expedient to re-elect the Chairman, in which case it shall be subject to a vote at the AGM.
14. Every elected Member of the Committee must be a member of the Society who has attained the age of 18 and for whom the current subscription due has been paid.
15. The Committee may co-opt not more than two additional persons as Members of the Committee who shall have no vote in the Committee.
16. All Members of the Committee, except Co-opted observers Members shall have one vote. In the event of a tie, the Chairman shall have a second or casting vote.

#### **COMMITTEE- POWERS AND DUTIES**

17. The Committee shall be responsible for the general management of the funds and the affairs of the Society and shall ensure that:
  - a. As provided in Clause 3 the income and property of the Society is applied solely towards the promotion of the Objects,
  - b. None of the income or property of the Society is paid or transferred directly or indirectly to any member of the Society.
    - i. This shall not prevent a member who is not also a member of the Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
    - ii. A Member of the Committee being reimbursed reasonable expenses properly incurred when acting on behalf of the Society,

- c. No Member of the Committee may be paid or receive any remuneration for being a Trustee,
  - d. Without prejudice to the generality of the foregoing the Committee may
    - i. Subscribe to another organisation or body and nominate any member of the Society to serve as a representative on the organisation or body,
    - ii. Make, and from time to time vary, rules for the Society which are not inconsistent with the Constitution,
    - iii. Fill casual vacancies in its Membership by additional co-options; any persons so co-opted shall retire at the next AGM but shall be eligible for re-election
18. The Committee may suspend any Member who fails to attend four consecutive meetings of the Committee

### **SUBSCRIPTIONS**

19. The rates of annual subscription for the different categories of membership of the Society shall be such sums as may be set by vote at the AGM.
20. Annual subscriptions shall become due on the first day of April each year, or if members join at other times, the same date on the following and subsequent years.  
Members whose subscriptions are not paid by the start of the AGM shall forfeit their right to vote. Members whose subscriptions are twelve months in arrears shall automatically be excluded from membership.

### **FINANCE**

21. All funds and assets in the possession of the Society shall be held, paid out and applied as the Committee may direct in furtherance of the objects of the Society. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Society with such bankers as the Committee may from time to time direct.
22. All cheques drawn on such bankers shall be signed by any two of the Chairman, Vice-Chairman, Secretary or Treasurer. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.
23. The Committee shall invest such funds as are not required to be immediately available for meeting the Society's liabilities. Such investment may be in gilt-edged securities or on deposit with a bank or building society, or in such other investment authorised by the law for charities as the Committee may decide after taking appropriate professional advice.
24. An independent examiner or examiners, who need not be members of the Society, shall be appointed at the AGM provided such an independent examiner or examiners shall not be members of the Committee.

### **MEETINGS**

#### **Annual General Meeting.**

25. The AGM of the Society, of which not less than 30 days' notice shall be given to all members by the Secretary, shall be held during November or December each year.
26. The business of the AGM shall be;
- i. To receive reports from the Chairman and Officers;
  - ii. To receive and approve the annual accounts and to appoint officers;
  - iii. To elect the Officers and other Members of the Committee;
  - iv. To determine the subscriptions to be paid by each category of Membership;
  - v. To consider any other business of which due notice has been given in writing to the Secretary not less than ten days before the date of the meeting.

### **Other General Meetings.**

27. The Committee may at any time, and shall within 28 days of receiving a request in writing from any twenty members, convene a Special General Meeting. Not less than 14 days' notice, specifying the business to be transacted, shall be given by the Secretary to each member.

### **Committee Meetings.**

28. Committee Meetings shall be held at least three times each year or more frequently if the Committee deem necessary.

### **Quorum.**

29. A quorum shall consist;
- i. At the General Meeting, fifteen members
  - ii. At a Committee Meeting, four of the elected Members of the Committee

### **Chairman.**

30. In the absence of the Chairman and the Vice-Chairman, those attending shall elect a Chairman for the meeting from among their number.

### **Notice of Meetings.**

31. Notices to members shall be deemed sufficiently served if sent to the email address of the Member registered in the records of the Society *or*:
- a. By hand delivery by an authorised Member of the Society,
  - b. By Air Mail to Members resident outside the UK,
  - c. By ordinary post to Members resident in the UK.

### **AMENDMENTS**

32. No alterations may be made to this Constitution except by and with the authority of a resolution passed by a majority of members who have attained the age of 18, present and voting at a General Meeting. Any proposal for amendment shall be made in writing and be in the hands of the Secretary not less than fourteen days before the minimum period of notice of the meeting at which the resolution is to be brought forward. No alterations may be made to Clauses 2, 3, 4, 33 or 35 without prior consent in writing of the Charity Commission.
33. No alteration may be made to this Constitution which would cause the Society to cease to be a charity in law.

### **WINDING UP**

34. The Society may be dissolved by a resolution passed by two thirds majority of those voting at a Special General Meeting called for the purpose held in accordance with the provisions of the Constitution, at which exceptionally members unable to be present in person can vote on the resolution by post or by proxy under such arrangements as the Committee shall have decided in advance. Thereafter the Committee shall transfer the net assets and surplus of the Society to the V&A Museum for the support of its wallpaper collection or to such other museum or charitable association as shall have been determined at the Special General Meeting and approved by the Charity Commissioners.

**Adopted at the Extraordinary General Meeting held on 8<sup>th</sup> March, 2005.**

**Amended at the Extraordinary General Meeting held on 16<sup>th</sup> January 2006.**

**Amended at the Annual General Meeting on 4<sup>th</sup> December 2006.**

**Amended at the Annual General Meeting 13<sup>th</sup> December 2019.**

