

IMS Constitution

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The International Masonry Society (formerly the British Masonry Society) is a Charity registered in the United Kingdom.

At the Annual General Meeting of the Society on 26th June 2007 a resolution was passed to change the name of the 'THE BRITISH MASONRY SOCIETY' to 'THE INTERNATIONAL MASONRY SOCIETY' with effect from 1st January 2008.

THE INTERNATIONAL MASONRY SOCIETY CONSTITUTION
as amended by a members' resolution passed on 19 November 2001 and 26th June 2007.

I. NAME AND OBJECT

1. Name

The name of the Society shall be The International Masonry Society.

2. Office

The office of the Society shall be situate at the address for the time being of the Secretary, or at such other place or places as the Council may from time to time decide.

3. Objects

The objects of the Society shall be:

3.1 To advance the education of the public by the promotion and provision of discussion and elucidation of the science and practice of masonry including the science and technology of its constituent materials, the aesthetic, engineering, constructional design and the building and supervision of structures and forms and the behaviour of the materials in use, for the purpose of improving understanding of the performance of the material to the benefit of manufacturers, practitioners and the general public in providing a more lasting, aesthetically pleasing, healthy and socially desirable living environment.

3.2 For those purposes to provide means for bringing into contact and association those engaged in masonry science, design and industry and likewise to receive, edit, print and publish papers and other literary undertakings and to form or maintain a library of masonry and allied literature.

3.3 In furtherance of the foregoing objects, but not further or otherwise, to collaborate with other organisations in the pursuit of any object or objects in common.

3.4 To do all such things as shall further the attainment of the said objects.

II. MEMBERSHIP

4. Grades of membership

The Society shall comprise the following:

4.1 Founder Members are those individuals and firms or companies who, in recognition of their contribution to the science and practice of masonry, were invited to form the nucleus of the Society.

4.2 Personal Members who shall be individuals with a bona fide interest in masonry science and practice.

4.3 Company Members, who shall be corporations, institutions, firms and the like, with a bona fide interest in masonry science and practice. Each Company Member shall be entitled to such privileges as shall, from time to time, be determined by the Council.

4.4 Personal Founder Members and Personal Members may apply under the Bye-Laws for Council to assign them to one of the classes of membership appropriate to their qualifications. Such members are entitled to put qualifying initials after their names as provided for in the Bye-Laws.

4.5 Honorary Members, who shall be persons who have rendered outstanding service to the Society or to the masonry industry.

5. Election to Membership

Every application for membership of the Society shall be sent to the Secretary who shall, not less frequently than once per year, send to all members of the Council a list showing names and addresses of the applicants who have applied for membership during the preceding period. Each organisation accepted for Company Membership shall inform the Secretary of the name of the person to whom correspondence is to be addressed. Company members may nominate any two persons from time to time as their representatives authorised to exercise the privileges of membership on their behalf.

6. Entrance fee, Subscriptions and Price of Publications

6.1 Every member, except an Honorary Member, shall, subject as hereinafter mentioned, pay to the funds of the Society a subscription at the rate for the time being in force, which shall, in the case of annual subscriptions become due on 1 January in respect of the ensuing year, and may, at the discretion of Council, be required to pay an entrance fee.

6.2 The rate of subscription for the various grade of membership shall be determined by the Society in General Meeting. Changes in subscription rates shall only be decided upon at an Annual General Meeting or an Extraordinary General Meeting and, save in exceptional circumstances, subscription rates shall only be increased at an Annual General Meeting. Proposals for changes in subscription rates shall be initiated by the Council and a General Meeting shall have power to approve or reject any such proposal, but not to modify the same.

6.3 Members shall receive free of charge those publications of the Society that the Council shall from time to time decide.

6.4 The price at which the Society's publications are sold shall be determined from time to time by the Council.

7. Payment of Subscription and Resignation

7.1 Members who have paid their subscription for a given year will receive the first issue for the following year of any publication that they are normally entitled to unless the Society is notified otherwise. Thereafter a member shall not receive any publications of the Society until payment of all arrears has been made.

If a member has not paid his subscription within six months after the due date of payment, he shall be considered as "a member not in good standing" and all the privileges of

membership shall be withdrawn from him until payment of the outstanding subscription has been made. During the period of his default, he shall not be entitled to receive any publications of the Society or notice of any meeting or to attend a meeting at members' rate, nor shall he have the right to vote at any General Meeting nor to attend a meeting of Council or any Committee to which he may have been appointed.

7.2 If a member defaults in any such payment as aforesaid for twelve months from the date that the same is due, he shall forfeit all claims to the privileges of membership without prejudice to his liability to pay such contribution or subscription as may have been levied on him before he ceased to be a member.

7.3 No member shall be deemed to have resigned until the Society receives notice in writing to that effect or the period of twelve months has elapsed during which his subscription has been in arrears. Resignations shall take effect from receipt of such notice or the end of twelve months respectively.

7.4 A person or organisation having resigned from membership or forfeited membership under Rule 7.2 shall not be re-elected to membership of the Society until all arrears of subscription or contribution have been paid.

III. MANAGEMENT

8. Council

The Management and control of the Society, its business and affairs shall be vested in a Council (herein called "the Council").

Council shall be empowered to make and impose, vary and repeal Bye-laws, rules and regulations for the administration and government of the Society and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in this Constitution.

The Council shall be empowered to appoint persons not being members of Council, including a Secretary, a Treasurer, an Editor and an Executive Editor, and such ancillary staff as is considered necessary for the conduct of the business of the Society and to determine their terms of service and remuneration.

Any such Secretary and/or Treasurer and/or Editors and/or Executive Editor shall be entitled to receive notice of and to attend meetings of the Council but not to vote thereat.

The Council shall also be empowered to borrow money as may be necessary from time to time for the sole purpose of financing the business of the Society subject nevertheless to such consent (if any) as may for the time being be required by law.

The Council shall also be empowered to provide (and to pay any premium in respect of so providing) indemnity insurance to cover the liability of the members of the Council and the Officers which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Society provided that any such insurance shall not extend to any claim arising from any act or omission which such persons knew to be a breach of trust or breach of duty or which was committed by such persons in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against such persons in their capacity as trustees of the Society.

9. Constitution of Council

The Council shall consist of:

- the President;
- the President Elect;
- the Past Presidents;
- 18 Members, six of which shall retire each year.

10. Nomination and Election of President

Each year the Council shall consider a list of suitable names and shall nominate one to the Annual General Meeting for election to the office of President Elect, who shall serve as a member of Council for one year before taking office as President at the Annual General Meeting subsequent to his election as President Elect. The President shall hold office for one year until the Annual General Meeting next succeeding his accession as President and shall be assisted in his duties by the President Elect and Immediate Past President.

11. Officers

The Officers of the Society shall be:

- the President;
- the President Elect;
- the Immediate Past President;
- the Secretary;
- the Treasurer;
- the Editor;
- the Executive Editor

The President shall be an ex officio member of all committees.

The position as Officer shall entail carrying out such duties and responsibilities as the Council from time to time may determine but shall not of itself (in particular in the case of the Secretary,

Treasurer, Editor and Executive Editor) deem the holder thereof to be a Council member or trustee of the Society.

12. Election of Officers

The officers of the Society shall be elected each year at the Annual General Meeting.

13. Elected Members of the Council

The nomination of elected members of the Council shall be made as follows:

Not later than the last day of February in every year the Secretary shall issue to members a list of elected Council members due to retire at the next Annual General Meeting and an invitation to members to make nominations to fill the forthcoming vacancies. Each nomination shall be proposed and seconded by Honorary, Founder, Personal or Company Members of the Society, shall be accompanied by a concise statement of the qualifications of the person proposed and of his willingness to serve, if elected, and shall reach the Secretary of the Council not later than the last day of March.

If the number of nominations exceeds the vacancies, a ballot will be held.

Scrutineers appointed by the President will count the votes and, at the Annual General Meeting, will declare elected those candidates who have received the highest number of votes.

In the event of a tie for a vacancy, a further ballot shall be taken at the Annual General Meeting by show of hands or otherwise as the Chairman shall decide. This further ballot shall be supervised by the scrutineers appointed by the President.

In the event of an insufficient number of nominations being received the Council may nominate a sufficient number of persons to fill the vacancies.

Elected members shall serve for a maximum of three years and will not be eligible for re-election until after a lapse of one year.

14. Vacation of Office

A member of the Council or holder of any other office shall ipso facto vacate office:

14.1 If by notice in writing to the Secretary he resigns his office.

14.2 If he ceases to be a member of the Society.

14.3 If he becomes of unsound mind.

14.4 If he becomes bankrupt or suspends payment of his liabilities or compounds with his creditors.

14.5 If he absents himself from meetings of the Council during a continuous period of twelve months and the Council passes a resolution that he has by reason of such absence vacated his office.

15. Vacancies on the Council

15.1 Vacancies among the officers of the Society arising in pursuance of the provisions of Rule 14 or on death shall be deemed casual vacancies and shall be filled by the Council. Any person so appointed by the Council shall hold office only until the next Annual General Meeting of the Society but shall be eligible for re-election.

15.2 The Council shall have the power to fill any casual vacancy which may arise among elected members on the Council. Any person appointed to fill such vacancy shall remain in office only for the unexpired term of his predecessor but shall be eligible for re-election.

15.3 No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

16. Council: coopted members

Council shall have the power to coopt for specific purposes. Such coopted persons shall not have the power to vote.

17. Council: Delegation of authority

The Council may appoint one or more sub-committees, consisting of three or more members of Council, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to Council.

18. Council Meetings

The President of the Society shall preside as Chairman of Council. If he is not present the meeting shall elect a Past President to act as Chairman. If no Past President is present, members shall choose one of their number to act as Chairman. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings as they shall

think fit, provided that unless and until the Council otherwise resolves:

18.1 The Council shall meet at least twice each year between Annual General Meetings.

18.2 the President may convene additional meetings in the light of the business to be transacted.

18.3 In the event of urgent matters arising between Council Meetings the President shall have the power to deal with them and shall report his action to the next Council Meeting.

18.4 the Secretary shall, upon written request of ten members of the Council, by giving seven days clear notice convene a meeting.

19. Council Meetings: Quorum

A quorum at a meeting of the Council shall be not less than seven members entitled to vote. The Chairman of the Council shall have only a casting vote.

IV. GENERAL MEETINGS

20. General Meetings : Frequency

A General Meeting of the members of the Society shall be held once in every calendar year at such time (not being more than eighteen months after the holding of the last Annual General Meeting) as the Council may appoint. Such meetings shall be deemed to be Annual General Meetings.

21. General Meetings : Notification

The Secretary shall send to every member twenty-one clear days notice of General Meetings, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

22. General Meetings : Proceedings

The business of the Annual General Meeting shall be to pass the Annual Accounts of the Society, to consider, and if thought fit to adopt wholly, or in part, or in any modified form, the report of the Council since the last preceding Annual General Meeting, to elect the President and Officers for the ensuing year, to fill vacancies on the Council, to elect Auditors for the ensuing year, and to transact any other business that the rules permit.

23. Extraordinary General Meeting

The Council may, whenever they think fit, and shall upon a requisition signed by fifty or more of the members of the Society, convene an Extraordinary General Meeting. The requisition shall state the object of such meeting and be lodged with the Secretary at the offices of the Society. If within fourteen days after the delivery of such requisition a meeting be not convened in accordance therewith the persons requiring such meeting may convene the same. The notice convening the meeting shall specify the nature of the business to be transacted, and no other business shall be entered into at any such Extraordinary General Meeting.

24. General Meetings : Chairman

24.1 The President of the Society shall, if present, preside as Chairman at every General or Extraordinary General Meeting of the Society.

24.2 If the President is not present at the meeting, the meeting shall proceed to the election of a Past President to act as Chairman. If no Past President is present, members shall choose one of their number to act as Chairman.

25. General Meetings : Quorum

25.1 A Quorum for a General Meeting shall consist of ten or more members or the authorised representatives of Company Members in accordance with Rule 5, all of whom must be present in person.

25.2 If at the time appointed for a General Meeting a quorum is not present, the meeting shall stand adjourned to such time as the Chairman shall direct and, if at such adjourned General Meeting a quorum is not present, it shall be adjourned sine die.

26. Votes

Each member other than a Company Member shall have one vote and each authorised representative of a Company Member shall also have one vote.

27. Voting

At any General Meeting, unless a poll is demanded by at least two members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

28. Poll

If at any General Meeting a poll is demanded by two or more members, it shall be taken in such a

manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in General Meeting. In case of an equality of votes at any General Meeting the Chairman shall be entitled only to a casting vote.

V. Property and Accounts

29. Property of the Society

The income and property of the Society whencesoever derived shall be applied solely towards promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of reasonable and proper amounts by way of honoraria to any officer or servant of the Society or to any member of the Society in return for services actually rendered to the Society. Any trustee for the time being hereof being a solicitor or other person engaged in any profession shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by his co-trustees so to act in that capacity on behalf of the charity hereby created.

30. Winding-up Procedure

The Society may be wound up voluntarily by a resolution approved by at least two-thirds of the members present and voting at a General Meeting of the Society. If upon the winding-up or dissolution of the Society there remain, after the satisfaction of all its debts and liabilities, any property or funds whatsoever, the same shall be distributed or transferred in the following manner:

30.1 all funds, investments, moneys, and the proceeds from the sale of all other property to some other charitable institution or institutions having objects similar to the objects of this Society, such institution or institutions to be determined by a majority vote of the members in General Meeting; or alternatively to some charitable institution or institutions. In no case shall any part of such proceeds be distributed amongst the members or Officers of the Society;

30.2 All correspondence not of general interest to be destroyed.

31. Financial Year

The financial year shall be from January 1 to December 31 next following.

32. Accounts

32.1 The Council shall cause to be kept proper books of accounts of:

- all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place;
- all sales and purchases of goods by the Society;
- all assets and liabilities of the Society.

32.2 All funds, investments, and securities shall be held by the bank of the Society, and shall be released on the signature of any two of the following the President, the President-Elect, the Secretary and the Treasurer of the Society for the time being.

32.3 All cheques shall be signed by at least two of the following:

- the President of the Society;
- the Secretary;
- the Treasurer;
- one nominated Member of Council.

32.4 Particulars of all accounts paid on behalf of the Society shall be presented at the next subsequent meeting of the Council for approval.

33 Audit

33.1 At least once in every year the accounts of the Society shall be audited and the correctness of the Income and Expenditure Account and Balance Sheet ascertained.

33.2 The Auditors fee shall be such sum per annum as the Council shall from time to time determine.

VI. PUBLICATIONS

34 Publications

A Publications Committee shall be elected by Council and shall meet as required to consider papers submitted for publication and other matters related to the Society's Publications. The Publications Committee shall have control of the editorial function of the Society, working through such organisation as the Council shall from time to time determine. The Editor and Executive Editor shall be ex officio members of the Publications Committee.

35. minutes

35.1 Minutes of the proceedings at every meeting of the Society or the Council shall be permanently recorded, consecutively numbered and signed by the Chairman of such meetings. In the case of his not signing such minutes at or before the succeeding meeting, then by the Chairman of such succeeding meeting.

35.2 The minute books shall be open to the inspection of members of the Society at all reasonable times on application to the Secretary.

36. notices

Any notice may be served by the Society upon any member either personally or by sending it through the post by letter prepaid and addressed to such member at his registered address. Any notice sent by post shall be deemed to have been served at the expiration of 48 hours after the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed.

37. Alteration to 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 to Clause 3, Clause 30 or this Clause, shall take effect until 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.