

## **Constitution of the Association of Freemen of England and Wales as amended and adopted 2018**

### 1) NAME

The Association is comprised of the Gilds/Guilds of Freemen throughout England and Wales and subscribing Individual Full members, (plus associated parties who express support for the aims of the Association), and shall be titled "Freemen of England and Wales" or F.E.W.

### 2) OBJECTS

The objects of the "Freemen of England and Wales" are: -

i) To advance public education in, and promote research into, the history and legal customs of the ancient towns of England and Wales with relation to the legal institution of the Freedom. To publish the useful results of such research.

ii) And in the furtherance of this object to provide advice and information concerning the legal institution of the Freedom within each of those several places in England and Wales where that institution is to be found.

To take necessary action to protect and maintain the legal institution of the Freedom when threatened by statute or other interventions.

The Association is non-political and non-religious in nature, and is not a lobbying platform for any matters disassociated to the Freedom.

### 3) ALTERATIONS TO THE CONSTITUTION

Alterations to this constitution must receive the assent of a minimum of two-thirds of the members eligible to vote **by Poll** at an Annual General Meeting or a Special General Meeting, following approval by the same margin at the preceding Court Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Association at least 31 days before the meeting at which the resolution is to be brought forward. At least 21 days notice of such a meeting must be given by the Secretary, and must enclose notice of the alteration proposed. No alteration made to clauses 2 (Objects) and 13 (Dissolution) which would have the effect of causing the Association to cease to be a charity at law, shall be implemented until the written approval of the Charity Commissioners has been obtained.

#### 4) MEMBERSHIP

Full Membership of the Association shall consist of: -

Ia) Member Gilds/Guilds and

**Ib) Other bodies accepted prior to 2008 constitutional changes to membership eligibility**

**IIa) Individual Full Members or**

**IIb) Members of those bodies at (b) above**

i) The term “Member Gild/Guild” shall mean the organized body of Freemen of a town or city being paid up member Gilds/Guilds of FEW where those Freemen have been admitted in compliance with the requirements of the 1835 Act and subsequent legislation; have been recorded on the Freemen’s Roll, and/or where such bodies exist, the individual Gild/Guild Companies that collectively combine the Freemen of the Freemen’s Roll.

ii) The term “Individual Full Member” shall mean a person who either: -

a) Has had his/her claim to be admitted a Freeman of their town/city established and his/her name entered on the Freemen’s Roll in accordance with Section 4(IIa) above and has paid their individual annual subscription for that year.

or: -

b) Is a Freeman admitted according to the law and custom of the City of London.

5) ASSOCIATE MEMBERSHIP

Associate membership shall be open to: -

- i) Persons upon whom the Honorary Freedom of a place has been conferred.
- ii) Persons who although not Freemen under 4.ii (a) are interested or concerned in Freemen's affairs for professional, legal, social or historical reasons.
- iii) Customary Freeholders or tenants of manorial boroughs.
- iv) Non-Freemen bodies, groups, or organizations; i.e.: comprised of members who are not Freemen as under 4.ii(a) whose aims are sympathetic to those of F.E.W., and who fully support the objectives of F.E.W. Such bodies must operate under a recognized constitution or equivalent document or charter that governs their activities.

**Associate members may attend the Annual General Meeting, and with the permission of the Chairman, speak, but shall not vote.**

6) CORPORATE INDIVIDUAL MEMBERSHIP

**Freemen (other than Individual Full Members), who are members of a subscribing Gild/Guild, shall be known as Corporate Individual Members. They will not have any of the rights or liabilities of subscribing members of the Association, but will be permitted to represent their Gild/Guild and stand for non-executive office in FEW.**

7) HONORARY MEMBERSHIP

The Association may admit as Honorary Members persons who have rendered distinguished service to the Association. They will have the same rights as Associate Members. Admission must be by unanimous agreement of a Court Meeting.

8) REGALIA

All members shall be entitled to purchase and display the regalia of F.E.W.

9) CANCELLATION OF MEMBERSHIP

Member Gilds/Guilds and Individual Members (including Associates) whose subscriptions remain unpaid for 12 months after falling due may have their membership cancelled. They may be re-admitted with the full agreement of the Court, on such terms as the Court decides. Any member whose conduct is considered damaging to the reputation or well-being of the Association may be dismissed from the Association by the full agreement of the Court, subject to the right of reply. Any such dismissal to be final and immutable.

10) OFFICERS

a) **There shall be two categories of Officer; who must be Full Individual Members of FEW in good standing.**

i) Executive Officer

ii) Warden.

i) Executive Officers. The Executive Officers of the Association shall be the President, the Deputy President, the Vice President, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, the Honorary Membership Secretary, the Honorary Archivist, the Honorary Editor, and the Officer Without Portfolio. The President, on retiring at the conclusion of his/her term in office, will remain an Officer of the Association with the title of Immediate Past President (which title he/she will retain until replaced by a new Immediate Past President, and at which time he/she will also cease to be an Officer).

ii) Wardens. Wardens will be appointed by the Vice President with the approval of the Court or AGM. Their titles and responsibilities shall be fixed by the Court.

b) With the exception of the President, who following election at an Annual General Meeting, shall serve in office for a term of two years, and also the Immediate Past President, all other Executive Officers shall be elected annually at the Annual General Meeting, and shall hold office until the next Annual General Meeting after their appointment. In the case of death or resignation of the President or any other Executive Officer, the Court shall have the power to fill the vacancy so caused until the next Annual General Meeting. Officers shall hold office as individuals, and not as representatives of their Gilds/Guilds, but may also act as such representatives. One person may hold more than one office. **The duties of officers shall be allocated by the Court, which may authorise the appointment of additional officers if required, subject to requiring ratification at the next AGM. The Executive may appoint Officers authorised by the Court, to vacancies between Court Meetings on a temporary basis.**

**Any nominee for the office of President or Deputy President must have served as an Executive Officer of the Association. Any nominee for other Executive Office must be a Full Individual Member of FEW and have senior officer experience within their own Gild/Guild, or, if no such Gild/Guild exists must, provide satisfactory evidence of administrative experience, or have satisfactorily held a post as assistant to an Executive Officer.**

## 11) THE COURT

**The Court shall consist of the Executive Officers and the representatives of each Full Member Gild/Guild, and shall be responsible for the affairs of the Association. The Court shall have the power to appoint a panel consisting of two or more Court members to investigate any appropriate matter, provided that its findings are reported back to the next Court, with no unauthorized actions being taken.**

12) FINANCE

a) The property and monies of the Association shall be under the control of the Court, to whom the Executive shall be responsible. Subscriptions shall be payable in advance on such date or individual dates as may from time to time be directed by the Court. The rates of subscriptions shall also be fixed from time to time by the Court. Owing to the great disparity between circumstances and financial resources of members, the Court may authorize variations of subscriptions in particular cases.

b) The Court alone may authorize expenditure of the Association's funds upon or in connection with any of the objects of the Association. The Court shall arrange an annual Independent examination of the accounts, books and vouchers of the Association and the Independent Examiner report shall be submitted at the following Annual General Meeting.

13) MEETINGS

a) Annual General Meetings shall be held in the month of September or October, due notice of which shall be given by mail to each member not less than 60 days before the date fixed for the meeting.

b) Court Meetings shall be held in March, and (if desired) June, at a time and place to be decided by the Court. **A quorum of 10% of Full Member Gilds/Guilds** must be present to validate any voting.

c) Executive Meetings shall be held immediately before each Court or Annual General Meeting at a time and place to be decided by the Executive and Court. Additional meetings shall be held as deemed necessary by the Executive. A quorum of five Officers is required for any voting to be validated.

d) **Wardens' Meetings should, (wherever possible),** be held at least twice annually as deemed necessary by the Vice President, at times and venues to be agreed.

e) The minutes of AGM and Court Meetings shall be reported in the Journal immediately following the date of each meeting. In the event that this time-scale is considered insufficient at any time, such minutes shall be provided by mail to each court member as soon as possible following the meeting.

f) Special Court or General Meetings may be called under exceptional circumstances by unanimous consent of the Executive.

#### 14) VOTING

##### a) Court

**Full Member Gilds/Guilds may send** to Court Meetings what representatives they desire (including professional advisors to speak on their behalf) but only one representative may vote. Only items previously included in a Court Meeting agenda notification shall be subject to voting. Each Full Member Gild/Guild shall have one vote and voting shall be by a show of officially verified and provided voting cards only. **Certified votes by mail are accepted, but proxy votes are not permitted. To be carried, either for or against, decisions must be supported by a simple majority of ALL Full Member Gilds/Guilds,** unless for constitutional changes, which require a two thirds majority.

##### b) Annual General Meeting

Individual Members shall have one vote each, validated by showing their official membership card, and the representative of each Member Gild/Guild shall have one vote for each full freeman member of his/her Gild/Guild subject to a maximum of 1,000, and barring any duplication of members. Certified votes by mail are accepted, but proxy votes are not permitted.

To avoid said duplication, the following will apply: -

i) Gild/Guild Company Members, if also covered by a Member Gild/Guild for their town/city, will either (at their discretion) vote through their town/city Gild/Guild or their company Gild/Guild. In the event of only some of the individual companies wishing to cast votes for their members, the number of those votes cast will be deducted from the total registered for the town/city Gild/Guild.

ii) Individual Members voting shall reduce the total count for their Gild/Guild by their equivalent numbers.

#### c) AGM Vote Counting

AGM vote counting will be undertaken by three nominees from the host Gild/Guild under the control of an appointed invigilator. Total results for and against will be published, but all voting material will be held in the archives for a minimum of four years in case of query.

#### d) Voting Results

For a vote to be carried, for or against, a clear two thirds majority of votes cast must be achieved, supported by a simple majority of all Full Member Gilds/Guilds.

#### 15) DISSOLUTION

If the Court by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a **simple** ~~(two-thirds)~~ majority of those present and voting at such meeting the Court shall have the power to dispose of any assets held by or on behalf of the Association in manner hereinafter provided. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other charitable institution or institutions having objects similar to the objects of the Association as the Court may determine.