

DRAFT RULES AND CODE OF GOVERNANCE

(as amended at the SSLH EC 23 April 2005)

PART A Name and Objects

- A1 Name
- A2 Objects
- A3-4 Non-profit

PART B Powers of the Society, Executive Committee, and Members

- B1-2 Powers
- B3-4 Powers of the Executive Committee
- B5 Limited powers of members in general meeting
- B6 General

PART C Members and General Meetings

- C1 Obligations of members
- C2-4 Membership
- C5-6 Annual general meeting
- C7-8 Special general meetings
- C9-10 Calling a general meeting
- C11-14 Proceedings at general meetings
- C15-19 Voting

PART D Executive Committee

- D1 Functions
- D2-4 Composition of the committee
- D5-9 Election to the committee
- D10 Candidates for the committee
- D11 Quorum for the committee
- D12 Committee members' interests
- D13-16 Meetings of the committee
- D17-20 Management and delegation
- D21-22 Miscellaneous provisions

PART E Chair and vice-chair

- E1-2 The chair
- E3-6 The chair's responsibilities
- E7-8 The vice-chair

PART F Secretaries

- F1 The secretary
- F2 The membership secretary

- F3 The conference secretary
- F4 The international secretary
- F5 The archives and resources secretary

PART G The management of publications

- G1-3 *Labour History Review* editors
- G4-5 *Labour History Review* advisory board
- G6 *Newsletter* editor
- G7-8 Labour History Book series general editor
- G9 The webmaster

PART H Financial Management

- H1 The Treasurer
- H2 The Assistant Treasurer
- H3 Signatories
- H4 Authorisation of Invoices
- H5 Auditors

Part A Name and Objects

Name

A1 The name of the society shall be the Society for the Study of Labour History (SSLH)

Objects

A2 The society is formed in order to educate the public in the field of Labour History and to safeguard the preservation of labour archives

Non-profit

A3 Nothing shall be paid or transferred by way of profit to members of the society

A4 All society assets and property shall be inalienable during the life of the society and only disposed of on dissolution to a charity with similar objects and in a manner subject to Charity Commission approval.

Part B Powers of the Society, Executive Committee, and Members

Powers

B1 The society shall have the power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its objects, except as expressly prohibited in these rules.

B2 Without limiting its general powers the society shall have the power to:

B2.1, promote publications in Labour History

B2.2, promote conferences in Labour History

B2.3, make grants to assist research to advance knowledge of Labour History

B2.4, make grants to assist in safeguarding the preservation of labour archives

Powers of the Executive Committee

B3 The business of the society between annual general meetings shall be directed by the executive committee

B4 Apart from those powers which must be exercised in general meeting,

B4.1 by statute; or

B4.2 under these rules;

all the powers of the society may be exercised by the executive committee for and in the name of the society.

Limited powers of members in general meeting

B5 The society in general meeting can only exercise the powers of the society expressly reserved to it by these rules or by statute

General

B6 The certificate of the chair of the society that a power has been properly exercised shall be conclusive as between the society and any third party acting in good faith.

B7 These rules are supplementary to the constitution and nothing in them shall empower its officers, its committee or the society in general meeting to act contrary to the constitution.

Part C Members and general meetings

Obligations of members

- C1** All members agree to be bound by the obligations as set on them by these rules.

Membership

- C2** Individual membership of the society is open to all individuals who subscribe to its objects and take out an annual subscription to the society journal, *Labour History Review*.
- C3** Institutional subscription is free of membership obligations and voting rights at general meetings.
- C4** Membership is determined by an entry in the *Labour History Review* publishers' subscription record, for not later than August 1st in each calendar year.

Annual general meeting

- C5** The society shall hold a general meeting called the annual general meeting not later than the end of November within each calendar year.
- C6** The functions of the annual general meeting shall be:
- C6.1** to receive the annual report which shall contain:
- The revenue accounts and, if appropriate, balance sheet, for the last calendar year accounting period
 - The auditors' report on the financial accounts
 - The membership secretary's report
 - The conference secretary's report
 - The international secretary's report
 - The archive and resources committee report
 - The *Newsletter* editors report
 - The *Labour History Review* editors report
 - The *Labour History Review* Advisory Board report
 - The Labour History book series editors report
 - The chair's general report
- C6.2** to appoint the auditors
- C6.3** to receive reports from the secretary of elections and appointments
- C6.4** to transact any other business of the society included in the notice convening the meeting.

Special general meetings

- C7** All general meetings other than annual general meetings shall be special general meetings and shall be convened either
- C7.1** upon an order of the executive committee; or
 - C7.2** upon a written requisition signed by members (by not less than twenty) stating the business for which the meeting is to be convened;
 - C7.3** if within forty days after the delivery of the requisition to the secretary a meeting is not convened, the members who have signed the requisition shall require the membership secretary to provide access to the membership record and may convene a meeting.
- C8** A special general meeting shall not transact any business that is not mentioned in the notice convening the meeting.

Calling a general meeting

- C9** All general meetings shall be convened by at least forty clear days written notice posted or delivered to every individual member at the address given in the *Labour History Review* subscription register. The notice shall state whether the meeting is an annual or special meeting, the time, date and place of the meeting, and the business for which it is convened.
- C10** Any accidental failure to get any notice to any member, shall not invalidate the proceedings at that general meeting. A notice or communication sent by electronic or other postal means to a member at the address provided and shown in the subscription record shall be deemed to have arrived two days after being posted.

Proceedings at general meetings

- C11** A general meeting can only transact the business of accepting and approving reports but may adopt resolutions if a quorum of twenty members is present. As part of the quorum at least two members must be present who are not members of the executive committee.
- C12** The chair of any general meeting can adjourn the meeting if a majority of the members present in person agree. An adjourned meeting can only deal with matters adjourned from the original meeting. An adjourned meeting is a continuation of the original meeting. There is no need to give notice of an adjournment or to give notice of the business to be transacted.
- C13** At all general meetings of the society, the society chair or vice-chair shall preside. If neither are present or are unwilling to act, members present shall elect a member to chair the meeting.

Voting

- C14** Subject to the provisions of these rules or of any statute, a motion put to the vote at a general meeting shall, except where a ballot is demanded or directed, be decided upon by a show of hands.
- C15** On a vote, whether by show of hands or ballot, every member present shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- C16** Unless a ballot is demanded (either before or immediately after the vote), a declaration by the chair that a motion on a show of hands has been carried or lost, unanimously or by a particular majority, is conclusive. An entry made to that effect in the book containing the minutes of the proceedings of the society, shall be conclusive evidence of that fact.
- C17** A ballot on a motion may be demanded by any two members at the meeting or directed by the chair.
- C18** A ballot shall be taken at the meeting at such time and in such manner as the chair shall direct. The result of such a ballot shall be deemed to be the resolution of the society in general meeting.

Part D Executive committee

Functions

- D1** The society shall have an executive committee (in these rules referred to as "the committee"). The committee shall direct the affairs of the society between general meetings. Members of the committee shall act at all times in the interests of the society and within these rules. As guardians of the society's objects, they shall act at all times to promote within the community the study of Labour History and safeguard the preservation of labour archives. The functions of the committee shall be in particular to:
- D1.1** promote the objectives of the society, including the development of a vigorous conference programme and the production of high quality publications in Labour History, whether via books or articles in *Labour History Review*, and ensure these are set out in each annual report;
 - D1.2** establish policies and plans to achieve those objectives;
 - D1.3** approve each year's accounts prior to publication and approve each year's budget;
 - D1.4** establish and oversee a framework of delegation and systems of control;
 - D1.5** agree policies and make decisions on all matters that create significant financial or other risks to the society or which affect material issues of principle;
 - D1.6** monitor the society's performance in relation to these plans, budget, controls and decisions;
 - D1.7** conduct elections and may appoint (including if necessary remove, according to rule) committee members and officers;
 - D1.8** appoint in such numbers and for such periods as the committee may from time to time determine such editors, advisers or sub-committees as required for society publications or other aspect of society business;
 - D1.9** satisfy itself that the society's affairs are conducted in accordance with generally accepted standards of performance and propriety;
 - D1.10** take appropriate advice;
- and none of these functions D1.1 to D1.10 inclusive shall be capable of delegation.

Composition of the committee

- D2** The committee shall consist of the officers and seven members, elected biennially by ballot of the individual membership, supplemented by three members elected biennially at the annual general meeting.
- D3** The committee may appoint co-optees to serve on such terms as the committee resolves.
- D4** No one can become or remain a committee member at any time if:
- D4.1** they are not a member of the society; or
 - D4.2** they have absented themselves from two consecutive meetings of the committee without its consent;
- and any committee member who at any time ceases to qualify under this rule shall immediately cease to be a committee member.

Election to the committee

- D5** Nominations for the committee shall be called for at the start of the year of an election by a notice published on the society's web site and published in the first issue of that year's *Newsletter* [volume of the society's journal].
- D6** Nominations, proposed and seconded and accompanied by written statements from the nominee of willingness to stand must reach the secretary by August 1st of the relevant year of election.
- D7** The nominations shall be scrutinised by a nominations committee, comprising the chair, vice-chair, society secretary and membership secretary, to determine the validity of nominations under these rules. The nominations committee shall produce a written report of its findings and it shall be made available to members. The decisions of the nominations committee shall be final.
- D8** The secretary will prepare a ballot paper from the valid list of nominations, which shall be sent to every member at the time of the second issue of the society *Newsletter* so that voting can take place and results ascertained in good time for the annual general meeting.
- D9** In the event of lack of nomination for any position, the chair is empowered to consult the vice-chair and nominate a willing incumbent or seek another willing to stand. The result of an uncontested election shall be declared at the same time as that of a contested election.

Candidates for the committee

- D10** Any candidate for election to the committee shall submit at the time of expressing willingness to stand, a written statement to the society, in such form as the committee from time to time determines, of the reasons for their suitability to be a committee member.

Quorum for the committee

- D11** Seven members, or half the committee (whichever is lower) shall form a quorum.

Committee members' interests

- D12** The society does not pay committee member expenses for accommodation and travel to committee meetings and conferences, but expenses authorised by the chair and the financial officers of the society may be allowed in exceptional circumstances.

Meetings of the committee

- D13** The committee shall meet at least two times every calendar year. At least three weeks notice of the date and place of every committee meeting shall be given to all committee members.
- D14** Meetings of the committee may be called by the chair in consultation with the vice-chair and secretary on written notice specifying the business to be carried out.
- D15** The business of the committee shall be conducted on the basis of written reports and papers from officers or papers submitted by any committee member, and circulated not less than one week in advance of a meeting.
- D16** No other business shall be conducted except exceptionally and at the chair's discretion.

Management and delegation

- D17** All delegations under rule D1.4 shall be under written terms of reference and officers and sub-committees exercising such powers shall only do so in accordance with any written instructions given by the committee.

- D18** The committee shall determine the membership of any sub-committee. Every sub-committee shall include ex-officio the chair and vice-chair of the society, and one other committee member as determined by the committee from time to time. The committee will appoint the chair of any sub-committee and specify arrangements for its servicing and the quorum.
- D19** All acts and proceedings of any sub-committee shall be reported to the committee.
- D20** No expenditure commitments can be entered into the society's behalf unless the committee has previously approved a budget for the relevant expenditure, or appropriate authority granted by an officer under rule.

Miscellaneous provisions

- D21** All decisions taken at a committee meeting in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting or the appointment of the members at a meeting.
- D22** Members of the committee will abide by all decisions properly arrived at by the committee, pending resolution of any differences at the next Annual or Special General Meeting.

Part E The chair and vice-chair

The chair

- E1** The society shall have a chair. The chair shall also chair committee meetings. In the absence of the chair, committee meetings shall be chaired by the vice-chair.
- E2** The chair on election shall hold the office until the conclusion of the last committee meeting before the next biennial annual general meeting of the society (or until he resigns his chair).

The chair's responsibilities

- E3** In the event of any irresolvable disagreement between officers and or committee members and or others authorised to act on behalf of the society, the chair shall adjudicate and the chair's decision shall be final.
- E4** The chair shall seek to ensure that
- E3.1 the committee's business and the society's general meetings are conducted efficiently;
 - E3.2 all committee members are given an opportunity to express their views;
 - E3.3 a constructive working relationship is established with and between officers, the committee and all sub-committees or others authorised to act on the society's behalf;
 - E3.4 the committee receives professional advice when it is needed;
 - E3.5 the society is represented as required; and
 - E3.6 the society's affairs are conducted in accordance with generally accepted codes of performance and propriety.
- E5** The chair shall have the authority to take any action necessary to facilitate society business in between committee meetings and falling within these rules.
- E6** The responsibilities of the chair shall be exercised in particular in consultation with the vice-chair.

The vice-chair

- E7** The society shall have a vice-chair. The vice-chair shall exercise all the functions of the chair in the chair's absence.
- E8** The vice-chair shall advise and support the chair.

Part F Secretaries

The secretary

- F1** The society shall have a secretary . The secretary shall in particular:
- F1.1** summon and attend all meetings of the society and the committee and keep the minutes of those meetings; and
 - F1.2** keep the registers and other books determined by the committee;
 - F1.3** make any returns on behalf of the society to the charity commissioners;

The membership secretary

- F2** The society shall have a membership secretary. The membership secretary shall in particular:
- F2.1** scrutinise the *Labour History Review* subscribers list, identify lapsed members and investigate with a view to maintaining the subscription list in a healthy state;
 - F2.2** report to the committee and general meetings on the membership list, in such form as from time to time prescribed by the committee, and produce analyses;
 - F2.3** receive submissions for society essay prize submissions and service the judging committee.

The conference secretary

- F3** The society shall have a conference secretary. The conference secretary shall in particular:
- F3.1** take initiative in forward planning the society's conference programme and report proposals to the committee;
 - F3.2** be primarily responsible for ensuring that potential conference organisers are aware of committee financial policy on conference organisation as it may from time to time be determined and seek such prior authorisation as required for any expenditure commitments;
 - F3.3** generally work with conference organisers and assist in facilitating conference organisation;
 - F3.4** work with the archive and resources secretary to facilitate archive and resources contributions to the conference programme;
 - F3.5** compile data on conference attendances and report to the committee and general meetings in such form as from time to time prescribed by the committee.

The international secretary

- F4** The society shall have an international secretary. The international secretary shall in particular:
- F4.1** generally engage with other national and overseas scholarly bodies or societies having an interest in labour history;
 - F4.2** gather information on other national and overseas conferences and other matter involving labour history and report to the committee and general meetings in such form as from time to time prescribed by the committee.

The archives and resources secretary

F5 The society shall have an archives and resources secretary. The archives and resources secretary shall in particular:

F5.1 service an archives and resources committee that shall comprise such representatives of archive repositories and resource centres with an interest in labour history as the archives and resources committee shall itself from time to time determine;

F5.2 work with the conference secretary in facilitating archive and resources contributions to the society conference programme;

F5.3 shall report to the committee and general meetings on archives and resources matters in such form as the committee shall from time to time determine

Part G The management of publications

***Labour History Review* Editors**

- G1** The committee shall appoint in such numbers and for such periods as it may from time to time determine, editor(s) for its journal, *Labour History Review*. All nominees shall be current members of the society.
- G2** The editor(s) shall in particular:
- G2.1** ensure that all enquiries and submissions respecting aspects on all aspects of labour history receive prompt acknowledgement and proceed through relevant subsequent processes in such time as is reasonable and practicable;
 - G2.2** ensure that equal and fair consideration is given to all aspects of labour history;
 - G2.3** organise a refereeing process and ensure that all submissions are considered by well-qualified referees;
 - G2.4** arrange that books sent for review are sent to suitably qualified reviewers;
 - G2.5** seek appropriate advice and generally co-operate with society officers with a view to advancing the aims of the society;
 - G2.6** be responsible for the quality of publication in *Labour History Review*;
 - G2.7** be responsible for text editing and the transmission of material to the publisher;
 - G2.8** report to the committee in such form as it shall from time to time prescribe on the number, subjects and quality of article submissions and on referees and the refereeing process.
- G3** Editorials shall be signed.

***Labour History Review* Advisory Board**

- G4** The editors shall be assisted by an advisory board in such numbers and for such periods as the committee shall from time to time determine. The board shall elect a chair from its members.
- G5** The advisory board shall in particular:
- G5.1** be available to advise the editors on suitably qualified book reviewers and article referees;
 - G5.2** provide as appropriate such persons from their own ranks;
 - G5.3** assist the society by providing its governing bodies and officers in such form as the committee shall from time to time determine reports on the integrity of the refereeing process and any other matter germane to journal quality.

***Newsletter* Editor**

- G6** The committee shall appoint a *Newsletter* editor. The editor shall in particular:
- G6.1** be responsible for consideration of all material on labour history or society affairs which is inappropriate for publication in *Labour History Review*;
 - G6.2** generally consult with the officers about the frequency and form of publication to ensure the timely dissemination of society and labour history news.

Labour History Book Series General Editor

- G7** The committee shall appoint a book series editor. The editor shall be responsible for the selection of all material proposed for the society book series.
- G8** The general editor shall be assisted in considering submissions by such persons as the editor may recommend and the committee may from time to time determine.

Web Editor

- G9** The society shall appoint a web editor for the society's website. The web editor shall in particular:
- G9.1** be responsible for co-operating with other officers and keeping the site up-to-date in all relevant material;
 - G9.1** may make recommendations from time to time for improvements to the site.

Part H Financial management

Treasurer

- H1** The society shall have a treasurer. The treasurer shall in particular:
- H1.1** be responsible for keeping the society account books in such form as the committee shall determine;
 - H1.2** be responsible for the payment of bills against authorised invoices;
 - H1.3** present the account books and all necessary supporting documentation to the auditors; and
 - H1.4** report to the committee and general meetings on the financial affairs of the society.

Assistant Treasurer

- H2** The society shall have an assistant treasurer to generally assist the treasurer in the performance of his duties.

Signatories

- H3** The authorised signatories for society payments are the treasurer and assistant treasurer.

Authorisation of Invoices

- H4** Authorised invoices are those not expressly prohibited by these rules and arising from society activities approved by the committee or from exceptional circumstances arising between committee meetings and which have the approval of the chair.

Auditors

- H5** The committee shall appoint auditors to report on stewardship of the society's accounts.