Henry Bradshaw Society

Constitution

The following text of the Society's Constitution was approved by the Annual Meeting of the Society held in London on 7 March 1979, with revisions approved by the Annual Meetings of the Society held in London on 29 April 1997 and on 17 May 2005, and in Oxford on 2 May 2025.

1 Name and Objects of the Society

1. The Society shall be known as the Henry Bradshaw Society.

2. The object of the Society is the advancement of religion and to educate the public in religious knowledge in particular by undertaking liturgical study and research and publishing the useful results thereof; in furtherance of these objects but no further or otherwise:

(a) to print and publish fac-similies documents rare editions and manuscripts and such other works as may be deemed desirable;
(b) to promote lectures and meetings;
(c) to acquire receive and administer any copyrights and rights in the nature of copyrights relating to the foregoing objects.

2 Membership

3. The Society shall consist of ordinary members being all persons or bodies who pay the annual subscription determined in accordance with Rule 10 and of honorary members appointed in accordance with Rule 8.

4. Membership of the Society shall be open to any interested person institution or other body who shall be approved by the Council. Any institution or other body accepted for membership shall nominate at least one of its members and such further members as the Council of the Society shall from time to time agree to represent it as a member of the Society and such nominee or nominees shall have (subject to the approval of the Council) the same rights as individual members but shall not be required personally to pay any subscription.

5. A member may be removed from the Society by resolution of three-fourths of the members of the Council present and voting at a meeting of the Council, provided that due notice of the intended resolution shall have been given in the written notice of the meeting. Any member so removed may appeal to the next Annual Meeting or to an Extraordinary Meeting of the Society, and such appeal shall be determined by a simple majority of those present and voting.

6. A member shall be deemed to have resigned from the Society when his annual subscription is two years in arrear. Such a member may be reinstated by the Council without re-election upon payment of arrears.

7. No member whose subscription is in arrear may vote at a General Meeting of the Society.

8. The Council may nominate distinguished persons or institutions for election by the Society as Honorary Vice-Presidents or Honorary Members of the Society. Persons and institutions so elected shall be entitled to receive the volumes issued by the Society, but shall not by virtue of their election be entitled to vote at meetings of the Society.

9. Publications of the Society shall be made available to members either free or on such terms as to discount as the Council may determine.

3 Subscriptions and Funds

10. The rate of the annual subscription for ordinary members shall be determined from time to time by the Council. The subscription shall be payable annually on the 1st January irrespective of the date of the election.

11. Subscriptions shall be paid to the Honorary Treasurer, who shall prepare an account of the income and expenditure of the Society. This account, after submission to independent examination, shall be presented to the Annual Meeting following the end of each financial year.

12. The financial year of the Society shall be determined by the Annual Meeting of the Society.

13. The funds of the Society shall be devoted wholly to the objects of the Society.

14. The Society is wholly non-profit making, any surplus after payment of expenses being applied to the objects of the Society.

15. Editors of texts shall receive such copies of the volumes which they have edited as the Council shall decide. They may purchase any additional copies as they may require.

4. Officers and Council of the Society

16. There shall be a President of the Society elected annually by the Society in Annual or Extraordinary Meeting. The functions of the President are to preside over Annual and Extraordinary Meetings of the Society, and to advise its administrative officers.

17. The administrative officers of the Society shall be: the Chairman of Council, the Honorary General Secretary, the Honorary Treasurer and the Honorary Publications Secretary, and such other officers as the Council may from time to time deem necessary.

18. The property of the Society (except cash, which shall be the responsibility of the Treasurer) shall be vested in five Trustees, who shall normally be the Chairman of Council, the Honorary General Secretary, the Honorary Treasurer, and two other members of Council, elected annually by the Council by majority vote. They shall administer the property of the Society in accordance with the directions of the Council. All decisions of the Trustees must be approved by at least three of the five members.

19. The Trustees shall be entitled to employ a Bank trust corporation or other appropriate professional body to hold the Society's investments and other assets in its name as nominee for the Society and shall have power to delegate to such organisation the power to vary investments from time to time. The terms of such delegation shall be for the Trustees to decide. The Trustees shall have power to invest the Society's funds in the purchase of or at interest upon the security of such stocks funds share securities or other investments (including land of any tenure) of whatsoever nature and wheresoever as they shall in their absolute discretion think fit to the intent that they shall have the same full power and unrestricted powers of investing or transposing investments in all respects as if they were the absolute beneficial owner.

20. The Society's affairs shall be directed by a Council consisting of the administrative officers of the Society and additional elected members. The Council shall consist of not less than 12 nor more than 20 members elected by the Society in Annual or Extraordinary Meeting.

21. The President and administrative officers shall be appointed annually by majority vote in the Annual Meeting. Each such appointment shall be valid until the conclusion of, and may be renewed by resolution passed at, the Annual Meeting next following. Additional members of Council shall be elected for a term of three years, one third of their number retiring in each year. Additional elected members who retire after a term of three years shall be eligible for re-election. Nominations whether for office or for membership of the Council shall be made in writing to the Secretary. The Annual Meeting shall also appoint a qualified person or persons as auditor or auditors of the Society's accounts.

22. If a casual vacancy shall occur in the office of Honorary Secretary or Honorary Treasurer, the Council shall be empowered to appoint any member of the Society to fill the vacant office until the Annual Meeting next following. A signed statement by the Chairman of the Council attesting such appointment shall be sufficient evidence of such appointment.

23. If a casual vacancy shall occur in the office of Chairman of Council, the Council shall be convened by the Honorary Secretary or by any two members of the Council and shall elect a Chairman from among its members, who shall hold office until the next Annual Meeting.

5 The Functions of the Secretary: Minutes

24. The Honorary Secretary shall keep in permanent form minutes of the proceedings of the Society and of the Council. The minutes of any such meeting (if agreed) shall be signed by the Chairman of the next meeting and shall be sufficient evidence of the facts stated therein. He shall also convene meetings, and before the Annual Meeting publish a report of the year's business.

6 The Functions of the Treasurer: Accounts

25. (a) The Honorary Treasurer shall in addition to his duties under Rule 11, receive any subscriptions of the members and such other income as may accrue to the Society, shall pay accounts rendered to the Society and shall provide the Honorary Secretary with a copy of the accounts for publication with the Annual Report.

25. (b) A banking account shall be maintained in the name of the Society and all cheques except for those drawn for sums less than a value to be determined from time to time by the Council shall be signed by two duly authorised persons.

7 Meetings of the Society

26. There shall be an Annual Meeting of the Society in each calendar year, no longer than eighteen months after the previous Annual Meeting, of which the Honorary Secretary shall publish notice and an agenda at least fourteen days before. At this meeting the members shall consider the report of the Honorary Secretary, receive the accounts prepared by the Honorary Treasurer, carry out elections, hear appeals, and consider the general policy of the Society.

27. Nominations for office may be made in writing to the Honorary Secretary or from the floor or from the chair of the meeting. Except when made from the chair, such nominations shall be duly seconded. All appointments shall be determined by a majority of those present and voting.

28. Any two members of the Council, or any five other members of the Society, may convene an Extraordinary Meeting of the Society by giving at least twenty one days notice in writing and stating in such notice the business to be considered.

8. Meetings of the Council

29. The Council shall meet at least once in each calendar year. The Honorary Secretary shall serve written notice of the meeting to all members of the Council, together with a written agenda of the meeting, at least fourteen days before each meeting. The principal duties of Council shall be to elect new members, consider disciplinary complaints, adjudicate upon offers to edit texts, review the progress of current projects (making such arrangements as it may deem necessary for their supervision) consider and decide upon tenders for printing and binding, and in general to carry out the policies laid down by the Annual Meeting.

30. The Council may appoint ad hoc committees of its members who may coopt additional members from the membership of the Society. Any such committees shall conform to the purposes expressed in the resolution appointing each such committee.

31. The quorum for the transaction of business at an Annual Meeting shall be five (of whom one at least shall be a member of the Council) and at a meeting of Council it shall be three, one of whom at least shall be one of the administrative officers.

32. Matters put to the vote at any meeting shall be determined by a show of hands, unless a ballot be demanded by a majority of members present.

33. Persons interested in the objects of the Society but not members of it may be guests at any meetings of the Society at the invitation of the member occupying the chair (or announced as to occupy the chair) of that meeting.

9 Dissolution of the Society

34. The Society may be dissolved by resolution of the members on a motion proposed by the President and confirmed by the Council. Such a motion shall be considered at an Extraordinary Meeting, and if adopted shall take effect only after ratification at a further Extraordinary Meeting held not less than three and not more than six calendar months after the former meeting.

35. On the dissolution of the Society if upon satisfaction of all outstanding debts and liabilities there are any assets remaining these shall not be divided among the members of the Society but shall be transferred to such charitable institution or institutions with objects similar to those of the Society as shall be determined by the Society at the meetings mentioned in Rule 34.

10 Alteration and Interpretation of Rules

36. None of the above rules may be altered or rescinded, or new ones added, except by resolution of three quarters of the members present and voting at an Annual or Extraordinary Meeting after twenty eight days' notice of the proposed measures given to all members in writing, and no alteration shall be made to the objects or to this clause or to the dissolution provision in Rule 34 and no amendment shall be made to the remaining clauses which would cause the Society to cease to be a charity in law.

37. In the event of any dispute or doubt arising as to the interpretation of these rules or any of them, Council shall refer the question to the President, and his decision shall be final.