



## THE LUXEMBOURG SOCIETY

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### *CONSTITUTION*

#### 1 NAME

The Society shall be known as "The Luxembourg Society". Where the context allows, it may be referred to as the "Society".

#### 2 AIMS

The aims of the Society shall be as follows.

- a To promote close and friendly relations between Luxembourg and the United Kingdom.
- b To further in the United Kingdom a knowledge of conditions in Luxembourg.
- c To co-operate with kindred Societies in Luxembourg and in other nations.

#### 3 POWERS

The Society shall have the power to raise funds by donations or subscriptions for the furtherance of its aims and to undertake such other functions as may be considered ancillary.

## **4 MEMBERSHIP**

- a The Society shall consist of those persons in sympathy with its aims and desirous to promote these.
- b Applications for membership from suitable persons shall be approved by the Officers of the Society and submitted for ratification to the Council.

## **5 HONORARY MEMBERSHIP**

The Council shall have power to confer the distinction of Honorary Membership on such persons as have rendered signal services to the Society or have contributed markedly to the furtherance of its aims. The Council shall have further power to elect suitably qualified persons to the honorary positions of Patrons, President and Vice-Presidents. The duration of such appointments will be at the discretion of the Council.

## **6 OFFICERS**

The Officers of the Society shall be a Chairman, a Deputy Chairman, a Secretary, a Treasurer and such other officers as may be required for the proper discharge of the functions of the Society.

## **7 COUNCIL**

The government of the Society shall be by the Council which shall be elected and hold office in accordance with the constitution and rules of the Society from time to time being in force.

The Council shall have power to act in the name of the

Society and generally to exercise all powers and functions not specifically reserved for exercise by members in General Meeting.

The Council shall consist of the following.

- a The President for the time being of the Society if available;
- b The elected Officers of the Society as defined in the Constitution from time to time;
- c Up to nine other members in good standing elected in General Meeting.

The Council shall have power to fill any vacancy that may arise during the course of the Society's year or that a General Meeting may have left unfilled. Any persons so appointed shall present themselves for election at the next succeeding Annual General Meeting.

## **8 RESIGNATION OF MEMBERS**

Any members or honorary members wishing to resign from the Society shall tender their resignation to the Secretary. The resignation shall not become effective until received in writing.

## **9 EXPULSION OF MEMBERS**

The Council alone shall have power, by resolution passed by a two-thirds majority of Council members present and voting, to expel any members whose conduct has prejudiced the interests of the Society or has made them no longer acceptable as a member, provided that they shall have the right to be heard by Council.

## **10 SUBSCRIPTIONS**

- a The annual subscription for each category of membership shall be determined from time to time by the members in General Meeting and shall be payable on 1st January annually.
- b If any member fails to pay the subscription within a period of twelve calendar months from its due date, the membership is liable to be terminated by the Council.

## **11 ACCOUNTING YEAR**

For the purpose of the Annual Financial Statement of the Society, the year shall run from 1st January to 31st December of the same year.

## **12 GENERAL MEETINGS**

### *Annual*

Each year, by 30th June, the Society shall hold an Annual General Meeting of its members for the purpose of transacting the following business.

- a To receive the Annual Report of Council
- b To receive the Annual Report of the Treasurer and to adopt the Annual Financial Statements of the Society
- c To elect the following Officers of the Society to hold office until the next Annual General Meeting:
  - 1) Chairman
  - 2) Deputy Chairman
  - 3) Secretary
  - 4) Treasurer
  - 5) such other officers as thought fit;

- d To elect additional members of Council not exceeding nine in total. One-third of the additional members of Council shall retire annually by rotation and shall be eligible for re-election. No Council member so elected shall serve a term exceeding three years without re-election in General Meeting;
- e To transact any other business that the Chairman may deem fit.

### *Extraordinary*

The Council shall have power to call an Extraordinary General Meeting of the members, and the Chairman shall be bound to do so within 30 calendar days, on receiving written notice signed by no fewer than fifteen fully paid-up members of the Society. The business transacted at an Extraordinary General Meeting shall be as stated on the agenda provided by such members and no other business shall be transacted.

## **13 VOTING AT GENERAL MEETINGS**

Voting at General Meetings shall be by show of hands or by secret ballot at the Chairman's discretion and motions shall be carried by a simple majority, except where the Constitution provides otherwise. In the event of a tied vote the Chairman of the Society or the chairman of the meeting for the time being shall have the casting vote.

## **14 NOTICES OF GENERAL MEETINGS**

Members are entitled to receive not less than 28 calendar days' notice of the Annual General Meeting, inviting nominations as appropriate, and not less than 14 days' notice of an Extraordinary General Meeting.

The Secretary shall receive at least 14 calendar days' notice of any business to be placed before the Annual General Meeting by members of the Society.

The Secretary shall receive at least 7 calendar days' notice of the nominations for election as Officers or members of Council of the Society. The Chairman shall have power to re-open nominations at the Annual General Meeting.

## **15 COUNCIL MEETINGS**

There shall be at least two meetings of the Council each year.

## **16 COMMITTEES**

The Council shall have power to appoint committees from time to time for any purpose connected with the aims of the Society to report to Council in an advisory capacity.

There shall be an Executive Committee, comprising the Chairman, the Deputy Chairman, the Secretary and the Treasurer, for the management of the Society's affairs.

## **17 QUORUM**

The following quorums shall apply:

a Annual General Meeting	10 members
b Extraordinary General Meeting	10 members
c Council meeting	4 members
d Executive Committee	2 members
e Other committees	2 members

If a meeting convened by the Society fails to find a quorum under 17a or 17b above. the meeting shall be adjourned to a date chosen by the Chairman considered, in good faith, to be more likely to attract a quorum. The reconvened meeting shall be quorate irrespective of the number of members present.

## **18 SOCIETY FUNDS**

All funds belonging to the Society and not invested shall be kept in a separate bank account or accounts in the name of the Society. The operation of the account or accounts shall be as the Council may from time to time decide.

## **19 PROPERTY**

The title of all other property owned by the Society shall be vested in the names of two trustees, one of whom shall not be an officer of the Society. The Council shall have power to direct the trustees on acquisition and disposal and generally to make rules on the administration of this property.

## **20 WINDING UP**

- a The Society may be wound up any time by an extraordinary resolution duly passed by a majority of members being not less than nine-tenths of votes cast at a General Meeting.
- b If upon winding up of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever this shall be given or transferred to such other body or bodies as the General Meeting may decide.

## **21 ALTERATION OF CONSTITUTION**

The Constitution shall not be altered varied or amended except in accordance with an extraordinary resolution duly passed by a majority being not less than three-quarters of the votes cast at a General Meeting of which not less than 28 calendar days' notice specifying the intention to propose the resolution as an extraordinary resolution has been given.

*Approved at the 80th AGM on 13th June 2022*