



THE CONSTITUTION AND RULES OF THE QUEKETT MICROSCOPICAL CLUB

**Amended 2007
(Previous amendments 1992, 1994, 2001)**

1 Name

The Club shall be called The Quekett Microscopical Club.

2 Objectives

- 2(a)** To advance public education in the study, particularly by amateur workers, of every branch of microscopical science. In furtherance of the above object but not further or otherwise, the committee shall have the following powers.
- 2(b)** To provide facilities whereby all such workers may interchange ideas and obtain or give help, criticism, or advice on the many aspects of microscopical science.
- 2(c)** To hold meetings for the discussion of matters relating to microscopical science, and for the furtherance of the objects detailed above.
- 2(d)** To print, publish, sell, lend or distribute the proceedings or reports of the Club, and papers relating to matters of interest to workers in any branch of microscopical science.
- 2(e)** To purchase, rent, lease, hold, sell or otherwise dispose of premises for the Club's activities.
- 2(f)** To form and maintain a library and collections of instruments, apparatus, slides and other material.
- 2(g)** To hold or promote exhibitions of instruments, apparatus and material connected with microscopical science.

3 Membership

3(a) Qualification for Membership

All persons interested in the study of microscopy shall be eligible for membership.

3(b) Types of Members

The members of the Club shall consist of Honorary Members, Ordinary Members, Supporting Members, and Young Members.

3(c) Honorary Members

Shall comprise those who in the opinion of the Committee have such eminence in the study of microscopical science or have rendered such services to the Club that their membership would greatly assist the objects described in clause 2 above. Honorary Members shall not at any time exceed twenty in number and they shall not be required to contribute to the funds of the Club.

3(d) Election of Honorary Members

In the event of the number of Honorary Members becoming (through death or resignation) fewer than twenty the Committee may at its discretion elect a person or persons to fill the vacancies. Any member of Committee shall be entitled to nominate not more than one person at any Committee meeting and such nomination shall be in writing giving full details of the grounds for nomination and signed by not fewer than five other members of Committee. At the following Committee meeting a secret ballot of the members present shall be taken and the nominee shall be deemed elected if there be not more than two dissentients. The names of any person so elected shall be announced at the next Annual General Meeting following.

3(e) Ordinary Membership

shall be open to all interested in the furtherance of the objects of the Club, on compliance with the conditions laid down for admission to membership in rule 3(f) and provided that such annual subscription as the Committee may from time to time decide be paid.

3(f) Election of Ordinary Members

Every candidate for ordinary membership over the age of twenty-one years shall apply in writing on a form approved by the Committee. The application form shall, together with the appropriate joining fee and the first subscription be sent to the Subscription Manager. The Committee reserves the right to reject any application for membership which is not regarded as being in the best interests of the Club. Immediately following election, notice to this effect shall be given to the member together with a copy of the Constitution and Rules whereupon he/she shall be entitled to all the benefits and privileges of membership and shall be bound by these Rules.

3(g) Young Membership

shall be open to persons below the age of twenty-one years interested in the objects of the Club, on compliance with the conditions laid down for admission to membership in rule 3(h) and provided that such reduced annual subscription as the Committee may from time to time decide be paid.

3(h) Election of Young Members

Every candidate for young membership shall apply in writing stating the present extent of experience in microscopy and shall enclose a written statement of agreement to membership signed by at least one parent or legal guardian, and the first subscription, sent to the Subscription Manager. The Committee reserves the right to reject any application for membership which is not regarded as being in the best interests of the Club. Immediately following election, notice to this effect shall be given to the member together with a copy of the Constitution and Rules whereupon he/she shall be entitled to all the benefits and privileges of membership and shall be bound by these Rules.

3(i) Supporting Membership

shall be open to all individuals or institutions desiring to further the aims of the Club. Each shall pay an enhanced annual subscription as decided from time to time by the Committee, and shall be admitted to membership as laid down in Rule 3(j).

3(j) Election of Supporting Members

Every candidate for supporting membership shall apply in writing accompanied by the minimum annual subscription which shall be sent to the Subscription Manager. The Committee reserves the right to reject any application for membership which is not regarded as being in the best interests of the Club. Immediately following election, notice to this effect shall be given to the member together with a copy of the Constitution and Rules which shall become binding. A supporting member may nominate an individual as representative and such an individual shall act as an Ordinary Member of the Club.

4 Subscriptions

The annual subscription and the joining fee shall be determined from time to time by the Committee. Notice of the annual subscription due for the following year shall be given by an invoice sent during December to each member.

4(a) Date when subscriptions due

All annual subscriptions shall be payable on 1 January in each year.

4(b) Payment of subscriptions etc

All joining fees and subscriptions shall be paid by appropriate mechanisms that the Committee shall approve from time to time.

4(c) Members in arrears

If any member shall fail to pay his/her annual subscription on or before the 30th day of April next after it has become due the member shall be deemed to have resigned and his/her name shall be removed from the membership records and he/she shall cease to be entitled to the benefits and privileges of membership, including the Club's publications. Reinstatement within the same year after being deleted shall only be considered upon the payment of the outstanding subscription plus a reinstatement fee, as determined by the Committee, to cover the administrative work involved. If at any subsequent date a deleted member wishes to rejoin the Club, he/she shall be treated as a new applicant and shall pay the appropriate joining fee.

4(d) Remission of subscriptions

The Committee may, in any special case where it is considered desirable to do so, reduce or remit the annual subscription or arrears of annual subscription of any member.

5 Resignation of Members

Any member may resign his/her membership by giving to the Subscription Manager notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from 1 January next following its receipt.

6 Expulsion of Members

It shall be the duty of the Committee, if at any time it considers that the interests of the Club so require, to invite by letter any member to appear before the Committee to defend himself/herself against any accusation in regard to conduct such as would in the opinion of the Committee make his/her continued membership undesirable. Should the Committee decide that the accusations made are unjustified, no report of the proceedings shall appear in the Minute Book. In the event of the Committee finding the accusations justified, he/she shall be advised by registered letter to resign from the Club and if this advice be taken within one calendar month of the despatch of the letter no entry in the Minute book or any public announcement on the subject shall be made. If the Committee's advice be not followed within one calendar month, a registered letter shall be sent to the member expelling him/her from the Club and he/she shall, on the despatch of the letter, forthwith cease to be a member.

7 Effect of Ceasing to be a Member

Any person shall, on ceasing to be a member, forfeit all rights to any claim upon the Club and its property and funds.

8 Officers and Committee

8(a) Constitution

The business of the Club shall be conducted by a committee constituted as follows:-

A Chairman (who shall be the President or in his/her absence the Vice-President or an executive officer), one Vice-President (who shall normally be the immediate Past-President), two Ordinary Members, and the following executive officers:

Honorary Secretary, Honorary Treasurer, Meetings Secretary, Journal Editor, Bulletin Editor, Webmaster, Collections and Archives Officer, Membership / Publicity Secretary.

8(b) The Committee may appoint deputies to the executive officers and these deputies may attend Committee in the absence of the relevant executive officers and vote in their stead.

8(c) No member of Committee may exercise more than one vote unless he/she is an Ordinary Member deputising for an executive officer, when he/she may exercise one vote in each capacity.

8(d) The Committee may also appoint such other officers as it may from time to time decide but such officers shall not as such be entitled to a seat on the Committee.

8(e) Tenure of Office

The President and Vice-President shall retire annually but shall be eligible for immediate re-election in the same capacity. They shall not, however, hold office for more than three years in succession. The Executive Officers shall retire annually but shall be eligible for immediate re-election in the same capacities although no officer may serve in one capacity for a longer consecutive period than nine years. Ordinary members of Committee shall retire annually but shall be eligible for immediate re-election although no Ordinary Member may serve for a longer consecutive period than three years.

8(f) Election of Officers and Committee

Nominations for the vacancies occurring annually due to the retirement of Committee members shall be made by the Committee and shall be announced in writing by the end of October to all members. It shall then be open for any member to propose a written alternative nomination; such nomination to be received by the Honorary Secretary on or before the last day of November and supported by the signatures of at least nine other members. No one member may propose or second more than one nominee. At the following Annual General Meeting if the number of nominations does not exceed the number of vacancies all the nominees as provided for above shall be deemed elected. In the event of the nominations exceeding the vacancies a ballot shall be taken, the ballot to be conducted as the Committee shall from time to time determine.

8(g) Auditors

An Auditor, who shall be known as the Members' Auditor, shall be elected by the members at the Annual General Meeting but he/she shall not be an officer or Committee Member for the current year. He/she will be appointed for one year but will be eligible for re-election. A second auditor shall be nominated by the Committee, and shall be known as the Committee's auditor. He/she will be appointed for one year but will be eligible for re-election. If an Auditor elected from the general body of members shall die or for any reason be unable to act, a substitute may be elected at an Ordinary Meeting.

8(h) Temporary Vacancies

Vacancies in the office of President, Vice-President, Executive Officers and Ordinary Members of the Committee [other than those arising under Rule 8(e)] may be filled by the Committee and the name of the person so elected shall be announced at the next Ordinary Meeting of the Club. The person so chosen shall retain his office so long only as the vacating member of Committee would in the ordinary course have retained office. Such period of office shall not be taken into account in computing any subsequent period of office under Rule 8(e).

9 Duties of the Committee

9(a) The Committee shall direct and manage the property and affairs of the Club in accordance with the Constitution and Rules of the Club and shall meet as often as the business of the Club may require. At any meeting of the Committee each member of the Committee present shall have one vote and the Chairman shall have a casting vote. No business shall be conducted at any Committee Meeting at which the number of Members present is less than six.

9(b) The Committee shall cause to be kept proper accounts of the capital, funds, receipts and expenditure of the Club so that the true financial state of the Club shall be at all times exhibited by such accounts.

9(c) The financial year of the Club shall end on the 31st day of December in each year and the Accounts of the Club shall be made up each year to that date. After having been found correct by the two Auditors and approved by the Committee, the accounts of the Club shall be laid before the Annual General Meeting next following.

9(d) The Committee shall from time to time prescribe, repeal and amend such regulations (not inconsistent with these Rules) regarding the use of the Library and collections and generally provide for the good conduct of the affairs of the Club as may seem reasonable, and regulations so made shall be binding upon the members until repealed by the Committee or set aside by a resolution of a Special General Meeting of the Club.

9(e) An inventory of all the physical assets of the Club, including books, microscopes, accessories, slides and archives the Club possesses, the Library and Collections be maintained and available for inspection by members.

9(f) The Committee may appoint sub-committees from its membership and depute or refer to them such of its powers and duties as it may determine. Sub-committees shall have power to co-opt Club members, but members so co-opted shall not be entitled to attend Committee meetings.

9(g) The Committee shall be responsible for submission to the Annual General Meeting of a Report on the previous year's working, and audited Accounts for the period, drawing attention to any important features or significant trends of which the membership should be informed.

9(h) The Committee may appoint a Subscription Manager paid as they from time to time decide, to deal with membership and subscription matters under their direction. Such a paid appointee may not be a member of the Club.

10 Trustees

The investments of the Club shall be vested in not more than five or less than three Trustees in trust for the members for the time being. Trustees shall be selected by the Committee from the members of the Club. The Trustees shall deal with such investments under and in accordance with the directions of the Committee from time to time. All money arising from such investments shall be paid into the Club banking account forthwith. The Trustees shall remain in office until death or resignation or until a Special General Meeting shall think proper to remove all or any of them.

11 Sessions and Meetings

- 11(a)** Ordinary, Gossip, and other Meetings shall be held at such time and place as the Committee for the time being may arrange. Notice of the times and places of all Meetings shall be contained in a programme issued and sent to each member at least once annually.
- 11(b)** Young Members attending meetings must be accompanied by their parent or legal guardian.
- 11(c)** All Meetings of the Club shall be conducted as the Committee shall from time to time decide.
- 11(d)** No question relating to the direction or management of the Club shall be discussed or motion made at any Ordinary or Gossip Meeting.
- 11(e)** Members may introduce non-members to meetings provided that their names be entered as visitors in the attendance book. Any visitor however, shall not be a person who has previously been expelled from the Club under Rule 6.
- 11(f)** The Annual General Meeting shall be held in the month of March. The business of the Annual General Meeting shall be to:
- (i) receive from the Committee a report, balance sheet and statement of accounts for the preceding financial year, and
 - (ii) to elect the President, Vice-President, Executive Officers and Ordinary Members of Committee for the ensuing year, and
 - (iii) to appoint a Member's Auditor for the ensuing year, and
 - (iv) include an item of 'any other business' under which members can raise questions in connection with the affairs of the Club.
- 11(g) Special General Meetings**
The Committee may at any time for any special purpose call a Special General Meeting, and shall do so following the receipt of a requisition in writing signed by not fewer than twenty members in good standing or one-twentieth of the total membership (whichever is the smaller) stating clearly the purposes for which the meeting is required.
- 11(h) Notices of Meetings**
At least fourteen days before the Annual General Meeting or any Special General Meeting a written notice shall be sent to every member resident in the United Kingdom, and no business other than that of which notice has been so given shall be brought forward at such meeting. If the purpose of the meeting shall be the alteration or revocation of any of the Rules the nature of such alteration or revocation shall be stated. Members resident out of the United Kingdom shall not be entitled to notice of such meeting.
- 11(i) Votes at General Meetings**
At all General Meetings of the Club the President or in his absence a member selected by the Committee shall take the chair. Every ordinary or honorary member present shall be entitled to one vote upon every motion, and in case of an equality of votes the chairman shall have a second or casting vote. The Committee shall be empowered, if it thinks fit, to make regulations for enabling members unable to be present to vote in writing. The quorum at all General Meetings shall be thirty.
- 11(j) Interpretation**
The Committee is the sole authority for the interpretation of these Rules and all the regulations made thereunder, and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules, and regulations made thereunder, shall be final and binding on the members.

12 Regulations

The Committee may from time to time make, repeal and amend all such Regulations (not inconsistent with these Rules) as it shall think expedient for the management and well-being of the Club. All regulations made by the Committee under this rule shall be binding on the members until repealed by the Committee or set aside by a resolution of a Special General Meeting of the Club.

13 Members Not to Make Profit out of Club

No member shall, except for professional services rendered at the request of the Committee, on any pretence or in any manner receive any profit, salary or other emoluments from the funds or transactions of the Club.

14 Club Not to be Used for Business

No member shall give the address of the Club in any advertisement or use the Club, its emblems, or address for business purposes.

15 Members' Addresses

Every member of the Club shall from time to time communicate to the Subscription Manager his/her current address or that of his/her banker or agent, and all notices sent by post to such address shall be considered as having been given on the fourth day following the date of posting.

16 Amendment of Rules

These Rules may be added to, repealed or amended by resolution at any Special General Meeting provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the members voting in person or in writing on such resolution. No alteration shall be made to these Rules if its effect would be that the Club ceased in law to be a charity.

17 Dissolution of Club

If at any Special General Meeting a Resolution for the Dissolution of the Club shall be passed by a majority of the members present such Resolution shall thereupon be put before a further Special General Meeting to be held not more than eight weeks later (of which not less than four weeks notice in writing shall have been given to each member) and if such Resolution shall be passed by a majority of two-thirds of the members voting thereon (and in regard to such voting the Committee shall make arrangements for members unable to be present to vote in writing) the Committee shall, immediately, or at such date as may be specified in such Resolution proceed to realise the property of the Club. If, after the discharge of all liabilities any property remains, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members, such body or bodies to be determined by the Trustees at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction with regard to charitable funds.

18 Bequests to the Club

18(a) Members bequeathing apparatus, books, etc. to the Club should instruct their executors to notify the Club's Honorary Secretary.

18(b) Executors' notifications of bequests to the Club are dealt with initially only by the Honorary Secretary. The Committee will then agree the Executive Officer or Officers to receive the items and to oversee their disposal or retention.

18(c) Such items as the Committee decides shall be kept for use by the Club shall be entered in the Club's records and handed over to the Collections and Archives Officer for safe keeping.

18(d) Such items as the Committee decides are not required for use by the Club may be sold for the benefit of the Club's funds. The Committee shall give directions for the valuation and sale of these items. The sale shall be conducted by post in such a manner that all Members shall have equal opportunity to bid for items.

19 Items surplus to Club needs

Equipment as being surplus to requirements shall be disposed of only by an Executive Officer agreed by the Committee. If such items are offered to Members they shall be offered in the same way as under Rule 18(d).

20 Club assistance in disposing of deceased members' effects

Requests from next of kin or other beneficiaries for assistance in disposing of microscopical and/or photographic effects of deceased members will be considered by the Hon. Secretary or his/her nominee. Such assistance is restricted to suggesting one or more suitable members to help, at their own discretion, and not as agents of the Club.

21 Headings

The headings to these Rules are for ease of reference only and shall not be taken into account in their interpretation.