

THE CONSTITUTION OF THE DICKENS FELLOWSHIP (*PART A*)

*Sections of Part A (pp.1- 2) of this document marked * are interpreted and amplified in Part B (pp. 3-6).*

I – TITLE

The Society is known as The Dickens Fellowship. It has its central organisation in London and branches throughout the world. The Fellowship is open to all.

II – AIMS AND POWERS*

The funds of the Fellowship are to be devoted to such charitable purposes as are held to be in keeping with those of Charles Dickens.

In pursuance of these purposes, the Fellowship aims:

- (a) to knit together in a common bond of friendship, lovers of that great master of humour and pathos, Charles Dickens;
- (b) to promote the knowledge and appreciation of his works;
- (c) to spread the love of humanity, which is the keynote of all his works; and to exercise such charitable support as would have appealed strongly to the heart of Charles Dickens;
- (d) to take such measures as may be expedient to alleviate those existing social evils, the amelioration of which would have enlisted his support;
- (e) to assist in the preservation and purchase of buildings and objects associated with his name or mentioned in his works.

III – (a) MEMBERSHIP AND (b) SUBSCRIPTIONS*

Individuals become members of the Fellowship by subscribing to the central organisation and/ or one or more branches. Members are entitled to be nominated to Council, to vote in General Meetings, to a reduced subscription to *The Dickensian* and to free entry to the Charles Dickens Museum at 48 Doughty Street, London. A person shall continue to be a member of the Fellowship for so long as he/she shall comply with any conditions for membership laid down by Council and shall pay any set subscriptions or fees.

IV – FELLOWSHIP BRANCHES

Subject to the consent of Council, branches of the Fellowship may be formed on the basis of this Constitution and in the spirit of the Fellowship. Such branches, so long as they retain the approval of Council, are an integral part of the Fellowship. They are self-supporting, elect their own officers and dispose of their own funds. A Charter is issued to each branch approved by Council on the recommendation of the Honorary General Secretary.

V – TRUSTS

Council will, on request, nominate members of the Fellowship to act as Trustees of any Trust in which the Fellowship or any of its branches has an interest, providing Council approve of the terms of any such Trust. Trustees appointed on a nomination of Council under this rule shall furnish Council yearly with a report of their Trusteeship together with their Trust accounts.

VI – AFFILIATED SOCIETIES*

Societies with some Dickens interests in common with the Fellowship (*eg* Pickwick Clubs and Dickens Societies based in educational establishments and therefore not “open to all”) may affiliate to the

Fellowship on the recommendation of the officers and with the approval of Council.

VII – COUNCIL*

The general management of the Fellowship is vested in Council, which consists of up to six individual members of the Fellowship, the President, the Honorary Secretary or other representative of each branch, and the Executive Officers, *ex officio*. Each member shall be a member of the Fellowship.

VIII – OFFICERS*

The Honorary Officers are The President, not more than 25 Vice-Presidents, and the following Executive Officers – the Honorary General Secretary (or no more than two Honorary General Secretaries), the Honorary Treasurer, and the Honorary Editor of *The Dickensian*. These officers are elected by the membership at the Annual General Meeting, on the recommendation of Council.

The Fellowship can award four types of Honorary Award:

1. **Patron(s) of the Fellowship:** This category would include high-profile individuals who might be useful to us, such as celebrities who might help raise the profile of the DF.
2. **Vice-President(s):** the Constitution allows for up to 25 VPs. This honour is reserved for those who have given their time and energy over a sustained period to promote the good of the Fellowship or Fellowship activities beyond the usual call of duty.
3. **Honorary Member of the Fellowship/Percy Fitzgerald Award:** For outstanding loyalty over many years, but not necessarily strenuous *service* in the Fellowship's cause. The former is to be awarded by central Fellowship, who alone can bestow free membership; the latter by Branches.

IX- MANAGEMENT COMMITTEE*

Council shall appoint a Management Committee to be responsible for managing the affairs of the Fellowship on its behalf, making appropriate arrangements between Council meetings for matters delegated to it and reporting to Council on its proceedings and decisions. The Committee shall consist of the Executive Officers, and up to three other members of the Fellowship who shall serve for a maximum term of three years. It shall be chaired by the Chairman of Council.

X – ANNUAL GENERAL MEETING*

An Annual General Meeting of the Fellowship shall be held once in every calendar year at such time and place as may be determined by Council. Not more than sixteen months shall elapse between the date of one Annual General Meeting and the next. These meetings are normally held during the Annual Conference.

XI – EXTRAORDINARY GENERAL MEETING

A general meeting of the Fellowship, other than an Annual General Meeting, may be convened at any time by Council to discuss business which appears to be special in nature or timing. Procedures for calling and holding such a meeting shall follow those for an Annual General Meeting.

XII - THE DICKENSIAN

The Dickensian is the official organ of the Fellowship. The journal is devoted to the study of the life and works of Charles Dickens, and is also a record of the activities of the Fellowship.

XIII– ALTERATION OF RULES

These Rules may be altered only by resolution at an Annual General Meeting.

XIV– DISSOLUTION

A resolution to dissolve the Fellowship shall be proposed only at an Annual General Meeting and shall be carried only by a majority of at least three-quarters of the votes for such resolution. If any such proposal is to be put to an annual General meeting, all branches and Council members shall be notified in writing not less than 90 days in advance of the said meeting. The dissolution shall take effect from the date of the resolution and Council shall be responsible for the winding-up of the assets and liabilities of the Fellowship. Any assets remaining after the discharge of debts and liabilities of the Fellowship shall be transferred to such one or more charitable bodies having objects similar or reasonably similar to those of the Fellowship, as may be chosen by the Council. If, and insofar as, effect cannot be given to this provision, such assets shall be transferred to some other charitable purpose with the approval of the Charity Commissioners for England and Wales.

THE CONSTITUTION OF THE DICKENS FELLOWSHIP (*PART B*)

The following sections expand on the corresponding parts of the Constitution document (PART A), and provide fuller detail about interpretation and methods of operation.

II - POWERS

In the furtherance of the said purposes but not further or otherwise, the Fellowship shall have the following powers:

- (1) to prepare, edit, print, publish, acquire and circulate books, papers, periodicals, or other literary works or films, photographs, videos, DVDs or other visual aids or recordings or any information stored in a retrieval system or by any electronic or mechanical means and to compile, collect, publish, lend, license, hire or sell and to secure or contribute to the translation, compilation, collection and publication by other bodies or persons of any such literature or information so collected; to disseminate information by means of reading papers, delivering lectures, organising conferences, seminars or other forms of meeting, giving advice, promoting, organising, taking part in or assisting in promoting or organising exhibitions, entertainments, publications or films which may advance any of the purposes of the Fellowship;
- (2) to engage in research in relation to the above purposes, and to publish the useful results of any such research;
- (3) to maintain or support any library or information system relating to the purposes or activities of the Fellowship;
- (4) to administer the affairs and property of the Fellowship in accordance with the law and in particular

4.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights, privileges and obligations which the Fellowship may think necessary for the promotion of its purposes, and to construct, maintain and alter any buildings or erections necessary for the work of the Fellowship;

4.2 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Fellowship as may be thought necessary for the promotion of its purposes;

4.3 to borrow or raise money for the purposes of the Fellowship on such terms and on such security as may be thought fit;

4.4 to raise funds and invite and receive contributions from any person or persons whatever by way of subscription and otherwise PROVIDED THAT the Fellowship shall not undertake permanent trading activities in raising funds for the said purpose;

4.5 to open and maintain a bank account or bank accounts in the name of the Fellowship;

4.6 to invest the monies of the Fellowship not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- (5) to employ staff and/or agents, and to make provision for the proper remuneration of such persons, provided that no Council member nor officer of the Fellowship shall be so employed;
- (6) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Fellowship or calculated to further its purposes, including undertaking and executing any charitable trusts which may lawfully be undertaken;
- (7) to establish and operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Fellowship any dining and refreshment rooms, stalls or facilities for the supply thereof of food, drink, refreshments in furtherance of the purposes, provided that such food, drink or refreshments shall be available only to persons participating in the activities of the Fellowship;
- (8) to do all such other lawful things as shall further any or all of the above purposes.

III (a)– MEMBERSHIP

Each branch is required to remit to the Honorary Treasurer, via the Honorary General Secretary, on or before 1st January annually, branch dues as determined by Council.

Branches are required to furnish the Honorary General Secretary with the full name and address of their Honorary Secretary and Honorary Treasurer and to inform him/her as changes occur. These offices should, wherever possible, be held separately. Each branch is also required to submit annually the total number of its members.

Should no communication be received from branch officers for a period of two years, the branch shall be considered as having ceased to exist and its name will be erased from the list of branches.

III (b) - SUBSCRIPTIONS

The Council may, by a resolution in that behalf passed at any meeting of Council and confirmed at a General Meeting of the Fellowship held not less than one month nor more than six months afterwards, by a majority of the members voting in person or by proxy thereat, recommend an annual subscription for membership of the Fellowship. The Council may, at its absolute discretion, in any special case reduce or remit the annual subscription of any member or category of member.

The Council shall recommend annually the level of branch dues to be remitted by each Branch on or by 1st January each year. Each branch shall fix the subscription for its own members.

Membership of the Fellowship entails no financial obligation other than the payment of prescribed subscription(s).

VI - AFFILIATED SOCIETIES

Such societies' annual affiliation fee is set at half the rate for branch dues; an unnumbered Charter is supplied, clearly showing affiliation, not branch status; the names and a contact address for each society will be listed in *The Dickensian* under a separate heading of Affiliated Societies. Members of these societies will have neither voting rights nor Fellowship benefits.

VII - COUNCIL

Every two years, at its first meeting following the Annual General Meeting, Council shall appoint from its members a Chairman to serve for two years and to be eligible for re-appointment.

Each member shall have one vote on resolutions for decision, and the Chairman has a casting vote.

Council meets in London twice a year, or more often if necessary, normally on a Saturday in April and October. Six members of Council shall form a quorum.

No member of Council shall be appointed to any salaried post in the Fellowship or take or hold any interest in the Fellowship save in the capacity of Trustee or receive any remuneration or be interested in the supply of goods or services at the cost of the Fellowship provided always that a member of Council shall be entitled to be reimbursed for all reasonable out-of-pocket expenses as agreed with their branch or approved by Council.

Council shall have the following powers:

- (a) to make Council regulations and standing orders;
- (b) to admit persons to membership of the Fellowship, to refuse admission or to expel a member;
- (c) to consent to the formation of branches of the Fellowship, to lay down conditions for continuing such status, and to cease such status;
- (d) to consent to the affiliation of Dickensian societies on agreed conditions;
- (e) to recommend to members in General Meeting the level of annual affiliation fee from branches and affiliated societies;
- (f) to recommend to the members in General Meeting the level of any annual membership subscription;
- (g) to reduce or remit the level of subscription of any member or category of member;
- (h) to govern, manage and regulate the finances, accounts, investment, property, business and all affairs whatsoever of the Fellowship and for that purpose to engage professional or other assistance, to appoint auditors and bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may determine;
- (i) to invest any monies belonging to the Fellowship (in accordance with the law) in securities, land, property or other assets;
- (j) to buy, sell, let, exchange, lease and accept leases of real and personal property on behalf of the Fellowship;
- (k) to provide and maintain any buildings and premises of the Fellowship and to acquire and maintain furniture, apparatus and other means necessary for carrying on the work of the Fellowship;
- (l) to borrow money on behalf of the Fellowship, to mortgage or charge part of the property of the Fellowship with security as determined by Council;
- (m) to engage, determine the conditions of service of and discharge employees of the Fellowship and provide for the welfare of and make provision for schemes of insurance, superannuation, pensions, and retirement benefits for all such employees and former employees and their dependants;
- (n) to exercise any other power assigned to it by members of the Fellowship in General Meeting.

VIII – OFFICERS

The President is elected for a term of two years, Vice-Presidents for life, and the Executive Officers for a term of one year. The Executive Officers are eligible for re-election. The Executive Officers shall carry out the duties delegated to them by Council, and shall report regularly to Council on the exercise of these duties.

IX - MANAGEMENT COMMITTEE

The Management Committee has the power to co-opt up to three members, provided they are members of the Fellowship, to serve for the ensuing year. Such members shall be eligible for co-option for up to three successive years. The Management Committee shall meet as and when it is called by its chairman; a quorum shall be three.

X - ANNUAL GENERAL MEETING

The Chairman of Council shall chair the meeting or, in his absence, the President. If neither be present, members must elect a Chairman for the meeting from those in attendance. Twenty members present shall constitute a quorum. Proceedings at the meeting shall be in accordance with these Rules, as interpreted by the chairman.

The Annual General Meeting shall be for the purpose of transacting the following business:

- (a) to receive and to consider the report of Council on the activities of the Fellowship;
- (b) to receive and to consider the annual accounts and balance sheet of the Fellowship;
- (c) to elect the Honorary Officers;
- (d) to confirm the recommendations of Council in respect of membership subscriptions and affiliation fees;
- (e) to transact such other business as Council may decide is appropriate for a General Meeting.

If any member has any proposals or any other matter which he/she wishes to make or bring before an Annual General Meeting he/she shall give written notice thereof to the Honorary General Secretary 7 days before the preceding Council meeting to enable Council to decide on the appropriate form of business or resolution to be put before the Annual General Meeting.

Every member is entitled to vote at an Annual General Meeting, or to inform the Honorary General Secretary in writing 7 days before the meeting of the way they wish to vote, on any specific resolution before it.

Every resolution put to an Annual General Meeting shall be decided on a show of hands together with any votes lodged with the Honorary General Secretary 7 days beforehand. The chairman of the meeting shall be the sole and absolute judge of the validity of every vote. Each Member shall have one vote and the chairman of the meeting shall have an additional, casting, vote.

Notice of Annual General Meetings shall be sent by the Honorary General Secretary to the Honorary Secretary of each branch, and to individual members who are not associated with any branch by notice in the *London Particular*, at least thirty days before the meeting, stating the agenda and giving members the opportunity to register a proxy vote. It is the responsibility of Branch Honorary Secretaries to inform Branch members and to notify the Honorary General Secretary of any matters arising therefrom, including the identity of proxy votes.

XII THE DICKENSIAN

The Dickensian's size, publication schedule and subscription costs will be subject to periodic review by the Management Committee. The Hon. Editor will furnish regular reports on the journal to Council and Annual General Meeting.

The Constitution was adopted at the Dickens Fellowship's Annual General Meeting held on 30th July 2005 during the 99th Annual International Conference held in Canterbury, UK.