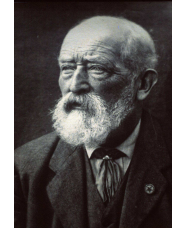




Clarence Bicknell Association Association Clarence Bicknell Associazione Clarence Bicknell



Statutes

I. Name and Objective

1. The name of the organization shall be The Clarence Bicknell Association.
2. In French language materials the name shall be *L'Association Clarence Bicknell*, and in Italian language materials the name shall be *Associazione Clarence Bicknell*. Latin or Esperanto translations may also be used in conjunction with these three.
3. The objectives of the Association are:
 1. firstly, to celebrate and disseminate the work of Clarence Bicknell (born in London 1842 died in Casterino, Italy (now in France) in 1918, pastor, archaeologist, artist, man of letters, author, traveller, botanist, collector, humanist and Esperantist) with seminars, information centres, publications and media aimed not only at scholars and experts but also the general public;
 2. secondly, to encourage further research related to Clarence and his work by students or experts;
 3. thirdly, to advance the arts, culture, heritage and science in particular in connection with the life and work of Clarence Bicknell and those like him;
 4. and, fourthly, to ensure a benefit to the wider public.
4. The geographic scope of the Association shall be worldwide, it being understood that interest in Clarence Bicknell has up to now been located mainly in the United Kingdom, France and Italy. Public communications of the Association, including its web site, will be in three language (English, French and Italian) whenever possible.
5. An initial focus of the Association's activities will be to prepare a commemoration in 1918 of the centenary of Clarence Bicknell's death.

II. Committee

1. The Committee shall consist of between 2 and 10 members.
2. Members of the Committee, who shall be unpaid, shall be appointed for a term of four years; they may be reappointed for further terms.
3. Candidates for election to the Committee shall have knowledge of the life and work of Clarence Bicknell in one or more of the domains listed in the Objectives, and shall be members of the Association.
4. Candidates for election to the Committee shall be proposed by the Chairman, nominated and seconded at least one week before the general meeting at which the elections shall take place and shall require a majority vote of the existing members of the Committee.
5. The committee shall meet between one and four times a year, as convoked with at least 2 weeks notice by the Secretary on behalf of the Chairman, it being noted a) that the scope of the Association is worldwide and Committee members may participate by phone, conference call or Skype, that b) a structured exchange of emails with opportunity for Committee members to voice their opinions and influence decisions

will be satisfactory, and that c) in the case of formal votes with notice in advance an email vote is valid.

6. Committee members failing to be present at half or more of the meetings in a calendar year may be dismissed from the Committee upon a majority vote of the Committee.
7. Policy decisions and significant financial commitments shall be the subject of a written motion circulated at least two days in advance to the Committee.
8. Voting at Committee meetings: (a) The presence by phone or in person of the Chairman (or Vice Chairman in his or her absence) and one third of the Committee members constitutes a quorum. (b) In absence of such a quorum, no formal policy decisions or significant financial commitments shall be taken unless the motion has been circulated two days in advance and email or written votes received making up one third. (c) Agreement to a motion requires a simple majority (i.e. one more than half the members present including those voting by mail or email). In the event of a split vote the Chairman shall have the deciding vote.

III. Officers

1. Officers of the association may be appointed from within the Committee when the Committee is greater than 3 in number and shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer. Such appointments shall be made by the Committee.
2. At such time as the financing and needs of the association require a remunerated Director, then he or she shall be appointed in the same way as those that serve without pay except that the appointment of a paid Director shall require a majority vote of the Committee, and he or she shall be considered an Officer.
3. One person (including the Director) may hold two offices.
4. Officers will normally serve a term of two years other than the Chairman who a) till the end of 2018 shall be a family relation of Clarence Bicknell and b) shall serve a term of four years. The Chairman may be reappointed for further terms.
5. Functions: (a) The Chairman shall preside at Committee meetings, propose candidates for the Committee, manage the appointment of the Officers from among the elected committee members, and perform other duties as associated with the office. (b) The Vice-Chairman shall assume the duties of the Chairman in case of the Chairman's absence from Association business for 12 months or more and shall otherwise assist the Chairman as required. (c) The Secretary shall be responsible for convoking the meetings at the Chairman's request, the minutes of the Committee, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed, at least annually.

IV. Sub Committees

1. The Committee may appoint one or more experts in specific areas of Clarence's interest and work, including coordinators for countries and language groups in which the association has activities, initially the UK, France and Italy. If such an expert is not a Committee member then he or she would act as an Advisor to the Association
2. The Committee may appoint standing and *ad hoc* committees as needed.

V. General Meetings

1. It is not proposed to hold Annual General Meetings of the Association from the start. Any member of the Committee may bring to the attention of their colleagues at any Committee meeting a growing need for the general membership to have a voice in the running of the Association and the need for an occasional, or Annual, General Meeting. Upon majority vote of the Committee, an AGM will be established. The officers and Committee members will ensure that motions carried by the AGM do influence Association policy.
2. Extra-ordinary meetings may be held at any time when called for by the Chairman or a majority of Committee members.
3. General Meetings of the association's members shall be conducted as decided by the Committee, it being noted a) that the scope of the Association is worldwide and members may participate by phone, conference call or Skype, that b) a structured exchange of emails with opportunity for members to voice their opinions and influence decisions will be satisfactory, and that c) in the case of formal votes with notice in advance an email vote is valid.

VII. Conflict of Interest

1. Any member of the Committee who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Committee to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item and refrain from Committee email exchange on said item.

VIII. Financial Policies and membership

1. The financial year of the Association shall be Jan 1 to Dec 31
2. The Association may raise funds by charging membership and receiving donations, including by PayPal and other such payment devices, on the website(s) of the Association.
3. Commercial activities, i.e. selling products or services by the Association, require a majority decision of the Committee.
4. The Association is a not-for-profit organisation without domiciliation in any one country. The members, officers and members of the Committee are responsible for the liabilities of the Association and have the choice to participate in its funding or not. Neither the officers of the Association nor its Committee shall incur any financial liability without a three quarters vote of the membership as represented at an Annual or Special General Meeting, i.e. all activities must normally be funded from cash-flow or donations (whether from third parties or members). The Committee shall decide by majority vote whether to accept conditional funding from any member (for example, the underwriting of the financial costs of publishing a book on Clarence Bicknell subject to certain share of the profits going to the funding member(s) and to the Association).

5. Membership of the Association shall entitle the member to circulation of Association information including an annual bulletin and to vote at any AGM which might be held. A member may choose to be a Patron in which case he or she shall be credited in suitable documentation as being a Patron of the Association, shall be consulted from time to time on key issues and shall benefit from privileged treatment as decided by the Committee from time to time. An academic or not-for-profit organisation may apply for membership of the Association, as may a commercial company; in both cases the organisation or company may nominate up to five individuals to receive membership benefits and may exercise one vote at general meetings. These fees may be varied by amendment of the statutes(see IX).

	Fee per annum	Fee for life
Membership	€25 euros	€500 euros
Patronage	€100 euros	€1,500 euros
Not for profit organisation	€150 euros	Not applicable
Commercial company	€250 euros	Not applicable

6. An application for membership or Patronage may be refused by three quarters vote of the Committee.
7. The Association shall not make available its assets or income for the benefit of a Committee Member; or of a member of the Association; or of any third party individual; or of a non-charitable organisation; unless such payment is part of the Association's approved charitable activities or as payment for services.

IX. Amendments

1. These statutes may be amended by a two-thirds vote of Committee members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) is provided to each Committee member at least one week prior to said meeting.

XI. Governance and Domiciliation

1. It is not required by these statutes that the Association become a Charity but the organisation will comply with the law of the countries in which it operates.
2. The country of governance of the Association is the United Kingdom; the association's charitable status is therefore a "charitable unincorporated association" as defined by, and governed by, the United Kingdom Charities Act 2011 and by the Act's requirements in particular a) the advancement of the arts, culture, heritage or science and b) ensuring a benefit to the wider public.
3. For the purposes of the United Kingdom Charities Act 2011, Committee Members hereunder are considered Trustees.
4. Nonetheless, the Association is not domiciled in any one country; will act internationally; will not give disproportionate attention to its activities in the UK or English; and will seek to establish its value in other countries and in other languages.

Until the Association has a permanent address, The Officers may use their own address for correspondence.

5. The Association intends to use a suitable web domain name for a web site for the Association, such name to be, if possible, a .com name or one that does not tie the association to any one country, and to run a web site for communication of the objectives and output of the Association and other Clarence Bicknell related links and material.

XII. Dissolution Provisions

1. The Association may be dissolved by an Extraordinary General Meeting as governed by clause V.2 above.
2. At dissolution of the Association, its financial resources shall not be disbursed to the member (other than loans made by individuals to the Association with the express provision that they be repaid in the event of its dissolution) but shall be paid to one or more charitable causes at the discretion of the Committee.

Signed

Date:

First Chairman

First Vice Chairman

First Secretary

First Treasurer

MB 17 May 2014 V6

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Notes to the charitable governance of the Clarence Bicknell Association

These notes do not form part of the statutes

The Clarence Bicknell Association is neither a Registered Charity in UK law nor a Limited Company but its structure is conform with the United Kingdom's 2011 Charities Act which provides for a charitable "unincorporated association". Charities typically have a turnover of £5,000 p.a. or more which is not our case. However, we **are conform** with the British Government's Charity guidelines at <https://www.gov.uk/guidance/charity-types-how-to-choose-a-structure> and we are a valid "charity without a corporate structure".

An 'unincorporated association' is an organisation set up through an agreement between a group of people who come together for a reason other than to make a profit, e.g. a voluntary group or a sports club. You don't need to register an unincorporated association, and it doesn't cost anything to set one up. Individual members are personally responsible for any debts and contractual obligations. <https://www.gov.uk/business-legal-structures/unincorporated-association>

Note also the provision in the 2011 Charities Act under Part 13 267-286 for unincorporated charities. <http://www.legislation.gov.uk/ukpga/2011/25>

"Committee Members" mentioned above are considered Trustees for the purpose of the United Kingdom's 2011 Charities Act.

The decision of the Clarence Bicknell Association not to incorporate and not to register as a charity in the United Kingdom is based on

- 1) A modest turnover, below the £10,000 per annum used as a threshold in the 2011 Charities Act, and below the £81,000 per annum above which an organisation must register for Value Added Tax (VAT),
- 2) The desire not waste money on administration involved in registering which includes legal fees, registration fees, submission of annual accounts to the Charities Commission, submission of an annual report to the Charities Commission,
- 3) The desire not to waste trustees' time and effort on non-productive administration,
- 4) The desire to maximise net out-payments to charitable activities as provided by our statutes.
- 5) The significance of our activities in countries other than the United Kingdom, notably France and Italy where Clarence Bicknell was active, and the desire not to make the Association's governance too UK-centric.

For the same reasons, the Clarence Bicknell Association decided to register as a charitable association neither in France (*Loi de 1901*) nor in Italy (*ONLUS; organizzazione non lucrativa di utilità sociale*).