

The Bicknell Association



Statutes

I. Name and Mission Statements

1. The name of the organization shall be The Bicknell Association.
2. The Mission Statements of the Association are to celebrate and disseminate information about The Bicknell Family worldwide and to help each Bicknell find out more about their heritage and relations. The Mission Statements may be clarified from time to time and will be displayed on the Association's website www.bicknell.net.
3. The work of the Association will be open not only to scholars and experts but also the general public, as shown in the Association's President (a separate document which can be updated from time to time).
4. The geographic scope of the Association shall be worldwide, it being understood that interest in The Bicknell Family has up to now been located mainly in the United States of America, United Kingdom, Canada, Australia and New Zealand but interest and participation from Bicknells everywhere is welcomed.
5. An initial focus of the Association's activities is the web site www.bicknell.net as a hub, a forum, a research centre and a federating force among keen family members.

II. Committee

1. The Committee shall consist of between 2 and 24 members and shall be elected from candidates who are Fellows of the Association.
2. Fellows are those who have donated to The Bicknell Association and who are named as Fellows on www.bicknell.net.
3. Members of the Committee, who shall be unpaid, shall be appointed for a term of four years; they may be reappointed for further terms.
4. Candidates for election to the Committee shall have knowledge of the life and work of The Bicknell Family in one or more of the domains listed in the Mission Statement, and shall be Fellows of the Association.
5. Candidates for election to the Committee shall be proposed by the President, 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.
6. The committee shall meet between one and four times a year, as convoked with at least 2 weeks notice by the Secretary or Vice-President on behalf of the President, it being noted a) that the scope of the Association is worldwide and Committee members may participate by phone, conference call, social media or video conferencing platforms such as Skype, Zoom or MS Teams, 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.
7. 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.

8. Policy decisions and significant financial commitments shall be the subject of a written motion circulated at least two days in advance to the Committee.
9. Voting at Committee meetings: (a) The presence by phone or in person of the President (or Vice President 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 President 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 President, Vice President, Secretary, Treasurer and other posts listed on our website from time to time. Such appointments shall be made by majority vote of the Committee, the President having a deciding vote.
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 three-quarters 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 President who a) till the end of 2025 shall be a member of The Bicknell Family and b) shall serve a term of four years. The President may be reappointed for further terms.
5. Functions: (a) The President 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-President shall assume the duties of the President in case of the President's absence from Association business for 12 months or more and shall otherwise assist the President as required. (c) The Secretary shall be responsible for convoking the meetings at the President'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 and Companions

1. The Committee may appoint one or more experts in specific areas of the Association's interest and work, including coordinators for countries and language groups in which the association has activities. 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.
3. The Committee may also elect to the role of Fellow of the Bicknell Association, for a period of three years renewable, any member or friend of the Association who can contribute to the research, events and other activities as well as benefiting us by their being part of our efforts. The title also has an honorary dimension.

V. General Meetings

1. It is not proposed to hold Annual General Meetings of the Association from the start but to call General Meetings as required from time to time. 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 or General Meeting 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 President 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, Zoom, Skype or similar, 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, although the legal form for its creation is under British law (see XI. Governance and Domiciliation below).
5. The members, Fellows, 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.
6. The Association shall not take overdrafts or loans other than from members with accompanying loan documentation published on the web site.
7. 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).
8. The Committee shall decide by majority vote whether to accept conditional funding from any member (for example, the underwriting of the financial costs of and proposed project).
9. Membership or Fellowship of the Association shall entitle the member to circulation of Association information including any electronic or paper bulletin which may be produced and to vote at any AGM which might be held. 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 dollars	\$500 dollars
Patronage	\$100 dollars	\$1,500 dollars
Not for profit organisation	\$150 dollars	Not applicable
Commercial company	\$250 dollars	Not applicable
Life member	Not applicable	\$250 dollars

* or Fellowship

10. Initially these membership/Fellowship and other fees will not be applied in this form, but individuals will be invited to donate the amount they choose, one-off or annually, and Fellowship will be accorded to them.
11. An application for membership, Fellowship or Patronage may be refused by three quarters vote of the Committee.
12. 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, one that does not tie the association to any one country, at the time of creation of the Association being www.bicknell.net, and to run a web site for communication of the Mission Statements and output of the Association and other Bicknell family 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 President

First Vice President

First Secretary

First Treasurer

© copyright 2021 The Bicknell Association. All text and images are the property of The Bicknell Association and the Bicknell family. Reproduction is not permitted unless with written permission.

Notes to the charitable governance of The Bicknell Association

These notes do not form part of the statutes

The 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 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 the USA where members of the Bicknell family is present and active, and the desire not to make the Association's governance too UK-centric.
- 6) For the same reasons, The 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*).

MB 6 February 2021