

The Leonardo da Vinci Society's Constitution

CONSTITUTION OF THE LEONARDO DA VINCI SOCIETY AS APPROVED BY THE FIRST GENERAL MEETING ON 7 NOVEMBER 1986, AMENDED AT THE SPECIAL GENERAL MEETING ON 20 MAY 2005, FURTHER AMENDED AT THE SPECIAL GENERAL MEETING ON 5 MAY 2017 AND AGAIN AT THE EXTRAORDINARY GENERAL MEETING ON 3 FEBRUARY 2023

1. There shall be constituted the Leonardo da Vinci Society, referred to hereafter as 'the Society'.
2. The aim of the Society is to promote education and research concerning art and science in the Renaissance and post-Renaissance period, in particular through the study of the life, work and influence of Leonardo da Vinci, his intellectual and social milieu, and against the background of his time; and through cooperation with other entities with similar aims.
3. The Society shall be a charity registered in the United Kingdom.
4. The society shall be governed by a Committee, members of which shall also be Trustees of the charity.
5. It shall be the responsibility of Committee members to oversee the business of the Society in accordance with UK charities legislation and in accordance with the Society's constitution and aims.
6. The Committee shall consist of no fewer than eight and not more than twelve elected Members, in addition to the Officers (President, Vice-President, Secretary and Treasurer). When it is considered necessary, the Committee may make co-options to fill vacancies or to bring additional expertise to the Committee.
7. A majority of the Committee shall be residents of the United Kingdom.
8. In the election of the Committee regard shall be had to the representation of the various aspects of Leonardo and of Renaissance art and science.
9. Committee Members shall be elected for a term of three years, renewable once for a total of two terms comprising six years.
8. The Chair of the Committee shall be the President of the Society.
9. The President shall be elected for a term of five years, renewable once for a total of two terms comprising ten years.
10. The President shall be supported by a Vice-President, who may deputise for the President with their written permission or in other necessary circumstances.
11. The Vice-President shall be elected for a term of five years, renewable once for a total of two terms comprising ten years.

12. The other Officers shall be a Secretary and a Treasurer, which offices may be held simultaneously.
13. The Secretary and Treasurer shall be elected for a term of three years, renewable once for a total of two terms comprising six years.
14. A two-thirds majority of the Committee may dismiss any Committee Member for cause. For the purposes of dismissal, cause shall be any or all of:
 - i. Bringing the Society into disrepute;
 - ii. Failure to discharge the duties of a Trustee;
 - iii. Persistent inactivity in the governance of the Society.
15. The Committee grants the Officers delegated authority to conduct the day-to-day business of the Society, including but not limited to the management of membership, finances, events, and communications.
16. There shall be at least three meetings of the Committee annually, at a time to be determined by the Officers.
17. The agenda of Committee Meetings shall be determined by the Officers and shall be circulated to the Committee at least one week in advance.
18. Committee Meetings may be held in person or online, at the discretion of the Officers.
19. Application for membership shall be open to any person in sympathy with the aims of the Society who pays the annual subscription. Approval of membership is at the discretion of the Committee, with delegated authority granted to the Secretary. The Committee may withdraw the membership of any member at its discretion and at any time, providing said member with a refund of the annual subscription or a portion thereof.
20. An Annual General Meeting will be held, on a date to be determined by the Committee, to
 - i. Elect or confirm a President and Vice-President, and a Secretary and Treasurer.
 - ii. Elect or confirm Committee Members.
 - iii. Elect or confirm such other roles as the Committee considers appropriate
 - iv. Determine the annual subscription. A reduced subscription will be payable by students, whether undergraduate or postgraduate, registered at a British or Irish University, and by such others as the Committee considers appropriate.
 - v. Receive and approve the accounts
 - vi. Transact any other necessary business. An agenda will be circulated at least one week before the date of the Annual General Meeting. Any member wishing to have a

matter placed on the Agenda for the Annual General Meeting should inform the Secretary in writing at least fourteen days before the Meeting. In the event of a change in the constitution being thought desirable it shall be effected, after due notice to all the members, at a Special General Meeting called by the Committee. Such a Special Meeting may, if desired, be held on the same day as an ordinary Annual General Meeting. A Special General Meeting may also be called by the Secretary on receipt of a request to that effect signed by fifteen members of the Society, or at any time by the Committee.

21. Twelve persons will constitute a quorum for a General Meeting, in addition to the Officers.

22. Three persons will constitute a quorum for a meeting of the Committee, in addition to the Officers.

23. Should an Officer have reason to be absent from any Annual General Meeting, Special General Meeting, or Committee Meeting, they may grant delegated authority to any other Officer by submitting said authority in writing to the Committee prior to the Meeting.

24. In the event of the Committee for the time being deciding, by a two-thirds majority of all Trustees, who must be present at the Meeting, that the Society should cease to exist, its assets shall be given to an appropriate charitable or learned society, to be decided by the Committee.

The Leonardo da Vinci Society is a registered charity in England and Wales: Charity Commission number 1012878