

# THE HAMPTON-in-ARDEN SOCIETY CONSTITUTION

**1 NAME** The name of the Society shall be The Hampton- in-Arden Society.

**2 OBJECTS** The Society is established for public benefit for the following purposes in the area comprising the Civil Parish of Hampton- in- Arden and its surroundings, which area shall hereafter be referred to as “the area of benefit”:

(i) To promote high standards of planning, development and architecture in or affecting the area of benefit; and to challenge or oppose any inappropriate developments affecting the community.

(ii) To inform and advise residents and the public generally in the geography, natural history, environment, ecology, architecture and history of the area of benefit.

(iii) To secure the preservation, protection, development and improvement of features in general public amenity or historic or public interest in the area of benefit.

(iv) To preserve and promote the character of the area of benefit as a thriving community.

(v) To liaise and cooperate with other community bodies to advance the objectives of the Society.

In furtherance of the said purposes, but not otherwise, the Society through its Executive Committee shall have the following authority:

1. To represent the views and opinions of its members to local, national and statutory authorities and other relevant organisations.

2. To promote civic pride in the area of benefit.

3. To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research through papers, reports and other literature.

4. To promote or assist in promoting activities of a charitable nature throughout the area of benefit.

5. To publish papers, reports and other literature.

6. To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic or environmental interest within the area of benefit.

7. To acquire, merge or enter into any partnership or joint venture arrangements with any other appropriate charitable body.
8. To hold meetings, lectures and exhibitions.
9. To inform public opinion and to give advice and information.
10. To raise funds and to invite and receive contributions from any person, persons or businesses by way of subscription, donation or otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
11. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the assets or funds of the Society as shall be necessary.
12. Subject to such consents as may be required by law, to borrow, raise or invest money for the purposes of the Society on such terms and on such security as the Executive Committee shall think fit, but such that the liability of individual members of the Society shall in no case extend beyond or exceed the amount of their respective annual subscriptions; and that every transaction is and shall be reported promptly to the Trustees and the performance of investments received regularly by the Trustees.
13. To do all such other lawful things as are necessary for the attainment of the said purposes.

**3 MEMBERSHIP** Membership shall be open to all who reside within the area of benefit and are interested in furthering the purposes of the Society. No Member shall have power to vote at the AGM or an Extraordinary Meeting of the Society if his or her subscription is in arrears at the time. Junior members shall be those aged less than 18 years at the time their subscription is due and they shall not be entitled to vote at any meeting of the Society.

Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purpose of the Society within the area of benefit. A corporate member may appoint a representative to vote on its behalf at all meetings but such representative shall be declared to the Honorary Secretary before any such meeting or vote.

**4 SUBSCRIPTIONS** The subscription will be determined at each Annual meeting and will be payable on or before 1<sup>st</sup> January each year. Membership will lapse if the subscription is unpaid three months after it is due.

**5 MEETINGS** An Annual General Meeting shall be held on or about the first Wednesday of November each year to receive the Executive Committee's report and accounts for the accounting year ended on the 31<sup>st</sup> August previous, and to elect Officers and Members of the Executive Committee. A Quorum for a General Meeting of the Society shall be twenty members present. The Executive Committee shall give at least seven days notice to Members of all General meetings of the

Society including the Annual General Meeting. The Executive Committee shall decide when ordinary meetings of the Society shall be held.

**6 OFFICERS** Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least seven days before the Annual General Meeting. Such nominations shall be supported by a Secunder and the written consent of the nominee must have been obtained. The election of Officers shall be completed prior to the election of further Executive Committee members. Nominees for election as Officers or Executive Committee Members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

The Officers of the Society shall be as listed.

Chair

Vice Chair

Honorary Secretary

Honorary Treasurer

All of whom shall take office immediately upon election and shall relinquish office every year at the Annual General Meeting of the Society. Each shall be eligible for re-election. The Executive Committee shall have the power to fill vacancies occurring among the Officers of the Society between general meetings. Officers will usually serve for a four year term, renewable for a further four years.

The Society will seek to elect a President. On those occasions that it does the President will be elected at a General Meeting of the Society for a period to be determined at the time.

**7 THE EXECUTIVE COMMITTEE** The Executive Committee shall be responsible for the management and administration of the Society. The Executive Committee shall consist of the Officers and not less than six and not more than twelve other Members. The Executive Committee shall have power to co-opt further Members to attend in an advisory and non-voting capacity. The President may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of equality in the votes cast the Chair shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least seven days before the Annual General Meeting and shall be supported by a Secunder and with the prior written consent of the Nominee. If the number of Nominees exceeds the number of vacancies a ballot shall take place in such manner to be determined by the Chair. Members of the Executive Committee shall be elected annually at the Annual General Meeting and shall take up appointment immediately. Outgoing Executive Members may be re-elected. The Executive Committee shall have the power to fill up to three vacancies occurring among Members of the Executive Committee between General Meetings.

The Executive Committee shall meet not less than six times a year at intervals of not more than two months. The Honorary Secretary shall give Members not less than seven days notice of each meeting. The Quorum shall comprise one third of the Members of the Executive Committee.

**8 SUB-COMMITTEES** The Executive Committee may constitute such sub-committees as from time to time shall be considered necessary and fit for such purposes. The Chair and Secretary of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

**9 DECLARATION OF INTEREST** It shall be the duty of every Member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of any Committee or Sub-Committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chair) or vote thereon.

**10 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS** The Executive Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Society shall be applied by the Executive Committee in furtherance of the purposes of the Society.

**11 INVESTMENT** All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investment, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

**12 TRUSTEES** The Officers of the Society shall normally be registered as Trustees with the Charity Commission. Any member of the Executive Committee may also be registered as Trustees. Trustees are required by law to observe the following:

Ensure the Charity carries out its purposes for the public benefit.

Comply with the Charity's governing document and the law.

Act in the Charity's best interests.

Manage the Charity's resources responsibly.

Act with reasonable care and skill.

Ensure the Charity is accountable.

Any freehold and leasehold property acquired by the Society shall, and if the Executive Committee so directs any other property belonging to the Society may, be vested in Trustees who shall deal with such property as the Executive Committee may from time to time direct. Trustees shall be at least three in number or a trust corporation. The power of appointment of new Trustees shall be vested in the Executive Committee. A Trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 4 hereof shall therefore be qualified to act as a Trustee unless

and until re-appointed as such by the Executive Committee. The Honorary Secretary shall from time to time notify the Trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as Trustees unless such notice has been given. The Society shall be bound to indemnify the Trustees in their duties (including the proper charge of a Trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

**13 ACCOUNTS** The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the following:

- (i) The keeping of accounting records for the Society.
- (ii) The preparation of the annual statements for the Society.
- (iii) The auditing and independent examination of the statements of account of the Society.
- (iv) The transmission of the statements of account of the Society to the Charity Commission.

**14 ANNUAL REPORT** The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

**15 ANNUAL RETURN** The Executive Committee shall comply, where appropriate with their legal obligation under the Charities Act 2011(or any statutory re-enactment of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

**16 AMENDMENTS** This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society, provided that twenty eight days notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law, and provided further that no amendment shall be made to clause 2, clause 17 or this clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

**17 WINDING UP** The Society may be dissolved by a two-thirds majority of Members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of Members voting at a further Special General Meeting held not less than fourteen days after the previous meeting. If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Society the available funds and assets of the Society shall be transferred to such one or more charitable institutions having objects similar to those herein before declared, and shall be chosen by the Executive Committee and approved by the meeting of the Society at which the decision to dissolve the Society is confirmed.

The Hampton-in-Arden Society Constitution Charity Registered in law No 502137.