

# **CONSTITUTION of the Society**

As amended at AGM on 11th May 2017

## **1. NAME**

The name of the Society shall be THE MARLOW SOCIETY.

## **2. OBJECTS**

The Society is established for the public benefit for the following purposes in the area comprising Marlow Town and the parishes of Bisham, Great Marlow, Little Marlow and Medmenham, which area shall hereinafter be referred to as 'the area of benefit'.

(i) To promote high standards of planning and architecture in or affecting the area of benefit.

(ii) To educate the public in the geography, history, natural history and architecture of the area of benefit.

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

In furtherance of the said purposes but not otherwise the Society through its Executive Committee (as constituted by Clause 8 hereof) shall have the following powers:

(1) To promote civic pride in the area of benefit.

(2) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.

(3) To act as a co-ordinating body and to consult with the local authorities, planning committees, and other statutory authorities, voluntary organisations, charities, and persons having aims similar to those of the Society.

- (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 interest within the area of benefit.
- (7) To hold meetings, lectures and exhibitions.
- (8) To educate public opinion and to give advice and information.
- (9) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- (10) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.
- (11) To sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Society as shall be necessary.
- (12) To borrow or raise money for the purposes of the Society on such terms and on such security as the Executive Committee shall think fit, but so that the liability individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
- (13) To do all such other things as are necessary for the attainment of the said purposes.

### **3. MEMBERSHIP**

There shall be the following categories of membership:

- (i) Individual Life
- (ii) Joint Life (2 adults)
- (iii) Individual
- (iv) Household (2 adults and Dependants)
- (v) Corporate

Members voting at an Annual General Meeting shall have the power to delete existing categories of membership and to create such new categories of membership as they shall from time to time determine.

Membership shall be open to all who are interested in actively furthering the purposes of the Society. Each Individual Adult Member shall be entitled to one vote. Joint Life and Household Members shall be entitled to two votes, provided that both adults are personally present at the Meeting where such votes are exercised.

No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time.

Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.

The subscriptions of a member joining the Society in the three months preceding the 1st January in any year shall be regarded as covering membership for the Society's year commencing on the 1st January following the date of joining the Society.

#### **4. SUBSCRIPTIONS**

Subscriptions shall be payable at such rates as the Executive Committee shall from time to time recommend and as Members voting at a General Meeting shall determine.

Subscriptions shall be payable on the renewal date shown on the application form signed by the Member. Membership of the Society shall automatically lapse if the subscription remains unpaid three months after it falls due.

## **5. MEETINGS**

An Annual General Meeting shall be held in or about May of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Executive Committee and appoint an Honorary Auditor.

The Executive Committee shall decide when ordinary Meetings of the Society shall be held. The Executive Committee may call a Special General Meeting of the Society at any time. If twenty members whose subscriptions are fully paid up request such a Meeting in writing stating the business to be considered, the Honorary Secretary shall call such a Meeting. The notice must state the business to be discussed, no amendment to such business and no other business shall be considered at the Meeting.

The Executive Committee or the Honorary Secretary shall give at least 21 days' notice to members of any meetings of the Society.

*Every matter shall be determined by a majority of votes of the members of the Society personally present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote. Thirty of the then current membership of the Society (including officers and members of the Executive Committee) personally present shall constitute a quorum for a General Meeting of the Society.*

## **6. OFFICERS**

Nominations for the election of Officers shall be made in writing to the Honorary Secretary, using post or email to the address published in *Newsletter*, at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first 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 consist of:

The Chairman

Vice Chairmen

An Honorary Secretary

An Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting.

A President and Vice Presidents and Honorary Members may be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

The Executive Committee shall have the power to fill vacancies occurring among Officers of the Society.

## **7. ADMINISTRATION**

The Society and its Property shall be administered and managed in accordance with this constitution by the Members of the Executive Committee as constituted by Clause 8 hereof.

## **8. THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Officers and not less than 5 and not more than 15 other members. The Executive Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity) for so long as the Executive Committee shall deem necessary but so that any such appointment shall terminate on the day before the next Annual General Meeting.

The Officers and members of the Executive Committee whether co-opted or not shall normally be resident or work in the area of benefit but the Executive Committee shall have power to co-opt additional members from outside the area of benefit.

The President and Vice -Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary, using post or email to the address published in *Newsletter*, at least 14 days before the Annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all its members not less than seven days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the elected members of the

Executive Committee. The Executive Committee shall have the power to fill vacancies occurring among the members of the Executive Committee between General Meetings until the next Annual General Meeting.

## **9. DETERMINATION OF MEMBERSHIP of EXECUTIVE COMMITTEE**

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder illness or injury of managing and administering his or her own affairs.
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office (whether as a member of the Executive Committee or as an officer of the Society) be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- (5) ceases to be a member of the Society whether as a result of being more than 3 months in arrears with his or her annual subscription or otherwise.

## **10. SUB COMMITTEES**

The Executive Committee may constitute such Sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman 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 and membership of a Sub-committee shall be no bar to appointment to membership of the Executive Committee. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

The Executive Committee may also constitute Groups from time to time as shall be considered necessary. The Chairman of each Group shall be appointed by the Executive Committee and the actions and proceedings of each Group shall be reported to the Executive Committee. Any Member of the Society may be a member of such a Group. A Group may co-opt individuals who are not Members of the Society but must notify the Executive Committee of such members at the earliest opportunity.

## **11. DECLARATION OF INTEREST**

It shall be the duty of every Officer or member of the Executive Committee or any Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Executive Committee or Sub-Committee meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

## **12. 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 funds as may be deemed expedient, the remaining funds of the Society shall be applied by the Executive Committee only in furtherance of the purposes of the Society.

### **13. 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 investments securities or property as it may think fit, subject nevertheless 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.

### **14. TRUSTEES**

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. Any 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 thereafter 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 amendments 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.

## **15. ACCOUNTS**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Society;
- (2) the preparation of annual statements of account for the Society;
- (3) the auditing or independent examination of the statements of account of the Society; and
- (4) the transmission of the statements of account of the Society to the Charity Commissioners.

## **16. ANNUAL REPORT**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (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 Commissioners.

## **17. ANNUAL RETURN**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## **18. 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 21 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.

## **19. NOTICES**

Any notice required to be given by these Rules shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of that Member last notified to the Honorary Secretary.

## **20. 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 14 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 of the Society shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those herein before declared as 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.

## **21. CHARITY COMMISSION CONSENT**

No amendment may be made to Clause 2 of this Constitution (Objects), Clause 18 (Amendments) and Clause 20 (Winding Up) without the prior consent in writing of the Charity Commissioners.

## **A MINUTE OF PRINCIPLE**

On 7th December 1994 the Executive Committee of The Marlow Society approved the following Resolution:

*The Executive Committee hereby resolves that, in exercising its powers under the Constitution of the Society, it shall on major issues consult as far as is practicable with Members of the Society by whatever means are appropriate and take due account of their views provided that in doing so the Executive Committee shall retain its absolute discretion in relation to Clause 7 of the Constitution.*