



**The
Leamington
Society**

CONSTITUTION

As revised and adopted May 2014

THE LEAMINGTON SOCIETY

Formed in 1956

Charity No. – 516078

LEAMINGTON SOCIETY CONSTITUTION

Constitution approved at the
ANNUAL GENERAL MEETING of the SOCIETY,
8th of May 2014
to conform with the requirements of the Charity Commission

CONSTITUTION OF THE LEAMINGTON SOCIETY, ADOPTED 8TH MAY, 2014

1. NAME: The name of the Society shall be THE LEAMINGTON SOCIETY

2. OBJECTS: The Society is established for the public benefit for the following purposes in the area comprising the town of Royal Leamington Spa and its immediate environs 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 stimulate public interest in the history, architecture and topography of the area of benefit;
- iii) to secure the preservation, protection, development and improvement of features of general public amenity or historic interest in the area of benefit.

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

- i) disseminate information and foster civic pride in the area of benefit;
- ii) promote research into subjects directly connected with the objects of the Society and publish such results of any such research;
- iii) publish papers, reports and other literature;
- iv) establish and maintain archives in respect of any place, building or feature of special interest in the area of benefit;
- v) hold meetings, lectures and exhibitions.

3. MEMBERSHIP: Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time, and hereinafter a Member, with the exception of Honorary Life Members, shall be understood to mean a person who has paid the Society’s subscription for the current year. The subscription of a Member joining after the 31st December shall be regarded as covering membership for the Society’s year commencing 1st April following the date of joining the Society.

There shall be four classes of membership: [1] Individual membership; [2] Household membership; [3] Honorary life membership and [4] Corporate membership. Membership is with the exception of category [3] subject to payment of the appropriate annual subscription.

Honorary Life membership may be conferred on any person considered by the Society to have made an outstanding contribution to its objects. Honorary members shall be elected by an

annual or special general meeting and shall have the rights of ordinary Members but shall be exempt from the payment of subscriptions.

Corporate membership may be conferred on companies and organizations which operate in the Royal Leamington Spa and its environs and is subject to approval by the Executive Committee. Corporate Members are not entitled to vote at meetings of the Society. They are entitled to the following privileges: [1] they may attend Meetings of the Society; [2] they are entitled to receive at least one copy of the Society's Newsletter. A list of Corporate Members will appear on a regular basis in the Society's Newsletter and on the Society's internet website.

The Trustees must keep a register of names and addresses of the members.

4. SUBSCRIPTIONS: The subscriptions shall be such sums as are fixed by the Society in general meeting or such other reasonable sums as are determined by the Executive Committee from time to time and shall be payable on or before 30th June each year. Membership shall automatically lapse if the subscription is unpaid six months after it is due.

5. MEETINGS: An Annual General Meeting of the Society shall be held in April or May each year as specified in the Annual Programme to receive the Executive Committee's report and audited accounts or accounts examined by an Independent Examiner, to elect Officers and Members of the Committee and auditor and to consider any motions deposited with the Honorary Secretary at least fourteen days before the date of the meeting.

Subject to elections being contested or motions received, each member of the Society shall be sent a second copy of the Agenda, including the names of those nominated for election as Officers or Committee Members, and details of motions to be discussed not less than 7 days before the date of the Annual General Meeting.

A Special General Meeting of the Society shall be held within 28 days from the receipt by the Honorary Secretary of a written request signed by each of ten or more members. Details of any motion or motions proposed for consideration at that meeting shall accompany such a request. Not less than seven days before the date of the meeting each member of the Society shall be sent a notice of the meeting and a copy of the Agenda which will include the wording of any motion or motions proposed for consideration.

Ordinary Meetings of the Society shall be held according to a programme decided by the Executive Committee.

No business shall be transacted at any general meeting unless a quorum is present. Twenty members shall constitute a quorum for general meetings.

The Executive Committee, for which no fewer than five members, including at least two Officers, shall constitute a quorum, shall meet at least six times a year at intervals of not more than two months.

6. OFFICERS AND TRUSTEES: The Officers of the Society shall be:

Chairman; Two Vice-chairmen
Honorary Secretary; Honorary Treasurer

all of whom shall relinquish their office each year at the Annual General Meeting and shall be eligible for re-election. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

Nominations for the election of Officers and Committee Members shall be made in writing to the Honorary Secretary at least 14 days before the date of the Annual General Meeting and be supported by a seconder and the consent of the nominee. Nominees for election as Officers or Members of the Committee 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 management and administration of the Society shall be the responsibility of the Executive Committee which shall consist of the Officers, the immediate past Chairman, the Chairman of the Planning Sub-Committee (ex-officio), and 4 other elected Members who shall serve for one year and shall be eligible for re-election. The Executive Committee shall have the power to co-opt up to 4 members of the Society to serve during the remainder of any year or for any shorter period. In the event of equality in the votes cast at a meeting of the Executive Committee the Chairman shall have a second or casting vote.

The Executive Committee may delegate any matter to any Sub-Committee or to any group of members of the Society but the Officers shall be ex-officio Members of such Sub-Committees or groups. At meetings of such Sub-Committees and groups the Chairman shall not exercise a casting vote and in the event of failure to reach a unanimous conclusion, majority and minority reports shall be submitted to the Executive Committee.

The Officers and other members of the Executive Committee shall be the Trustees of the Society and in this constitution are together called "the Trustees".

7. POWERS OF TRUSTEES: The Trustees must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose):

- i) to raise funds and invite and receive contributions from any person or persons whatsoever, by way of subscription, donation and otherwise; in doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- ii) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- iv) to act as a co-ordinating body, to co-operate with and to exchange information and advice with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society;
- v) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- vi) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- vii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- viii) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- ix) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
- x) to do all such other lawful things as are necessary for the achievement of the Objects.

8. DISQUALIFICATION AND REMOVAL OF TRUSTEES: A Trustee shall cease to hold office if he or she:

- i) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- ii) ceases to be a member of the Society;
- iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iv) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- v) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

9. AUDITOR/INDEPENDENT EXAMINER: At the Annual General Meeting an Auditor or Independent Examiner shall be appointed charged with making an annual audit or independent examination of the books of the Society and any interim audit or independent examination required by the Executive Committee. Such Auditor or Independent Examiner shall not be a member of the Executive Committee.

10. DECLARATION OF INTEREST: It shall be the duty of every Officer or Member of the Executive Committee or Sub-Committee or group who is in any way directly or indirectly interested financially or professionally in any item discussed at any Meeting at which he or she is present to declare such interest and he or she shall not discuss such item except by invitation of the Chairman or vote thereon.

11. APPLICATION OF THE INCOME AND PROPERTY: The income and property of the Society shall be applied solely towards the promotion of the Objects.

A Trustee may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.

None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent:

- i) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
- ii) buying goods or services from the Society upon the same terms as other members or members of the public.

12. DISSOLUTION: 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 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 the Society is confirmed. In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a Charity).

On dissolution the Charity Commission shall be notified and the minute books and other records of the Society shall be offered to the Warwickshire County Record Office.

13. 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 nothing contained therein has the effect of causing the Society to cease to be a charity in law.