

The Leamington Society



CONSTITUTION OF THE LEAMINGTON SOCIETY
(UNINCORPORATED ASSOCIATION, UPDATED 2026)

THE LEAMINGTON SOCIETY

Formed in 1956

Charity No – 516078

Status

The Leamington Society is an unincorporated association and registered as a charity in 1956.

This Constitution governs its administration and was originally adopted on 17 January 1985 and subsequently amended on 14 January 1993 and 17 May 2002. It was further revised and adopted by the members at an Annual General Meeting held in May 2014.

This version reflects updates to align with current Charity Commission guidance and modern methods of governance.

1. Name

The name of the charity is 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:

- 1) disseminate information and foster civic pride in the area of benefit
- 2) promote research into subjects directly connected with the objects of the Society and publish such results of any such research
- 3) publish papers, reports and other literature
- 4) establish and maintain archives in respect of any place, building or feature of special interest in the area of benefit
- 5) hold meetings, lectures and exhibitions

3. Membership

Membership is open to all who support the Objects.

Voting rights apply only where subscriptions are up to date.

The Trustees shall maintain a register of members (which may be electronic).

The Trustees may establish different classes of membership and determine their rights and subscriptions.

4. Subscriptions

Subscriptions shall be set by the Society in general meeting or by the Trustees and may be collected electronically.

5. General Meetings

An AGM (called by the Trustees or upon written request of members shall be held annually with at least 14 days' notice (including email).

The AGM shall:

- receive the Trustees' report and accounts
- appoint or reappoint an independent examiner or auditor
- elect Trustees
- consider any other business

Quorum: 10 members or 5% of the membership (whichever is lower), minimum 5.

Members may attend and vote in person or electronically where enabled by Trustees.

Special General Meetings may be called by Trustees or by 10 members.

6. Trustees and Executive Committee

The Society shall be managed by Trustees (the Executive Committee) who shall act in accordance with the requirements of the Charities Act and other relevant legislation.

The Officer roles are Chair, Treasurer and Secretary.

Minimum number of Trustees: 3.

Quorum: 3 Trustees including at least two Officers.

The Trustees shall meet not less than four times in each calendar year.

Meetings should normally be held at intervals not exceeding three months unless exceptional circumstances apply.

Trustees may attend meetings in person or by electronic means and shall be counted in the quorum.

Decisions shall be by simple majority. The Chair has a casting vote.

Trustees may appoint new Trustees to fill casual vacancies between AGMs; such appointees shall hold office until the next AGM. Trustees may co-opt members for specific tasks, but the Trustees retain full legal responsibility.

The Society remains an unincorporated association and Trustees are personally responsible

for ensuring proper administration.

Power to Act if below Quorum: If the number of Trustees falls below the quorum, the remaining Trustees may act only for the purpose of increasing the number of Trustees to a quorum or for summoning a General Meeting of the Society.

7. Powers

To further the Objects, the Trustees may exercise the following powers in accordance with the Charities Act 2011:

Operational and Financial Management

- **Funding & Assets:** To raise funds, invite contributions, and acquire, lease, or manage property and equipment necessary for the Society's work.
- **Investment & Reserves:** To manage investments and adopt a formal reserves policy to ensure the Society's long-term financial stability.
- **Collaboration:** To enter into partnerships or joint ventures with other organisations that share the Society's goals.

Delegation and Sub-committees

- **Formation:** To establish sub-committees or themed groups (such as 'Friends of' groups) to support specific Society initiatives.
- **Governance:** All sub-committees shall operate under the Trustees' authority and must adhere to terms of reference or Standing Orders approved by the Trustees.
- **Consultation:** The Trustees shall consult with affected members before making any material changes to the status or role of an established sub-committee.

Risk Management and Indemnity

- **Risk Mitigation:** To identify and regularly review the major risks facing the Society and ensure appropriate systems are in place to mitigate them.
- **Trustee Indemnity:** To purchase and maintain indemnity insurance to protect Trustees against personal liability for negligence, default, or breach of duty or trust committed in relation to the Society.
 - *Note: This insurance shall not cover any act the Trustee knew was a breach of duty or any act committed in reckless disregard of their responsibilities.*
- **Public Liability:** To maintain appropriate insurance to cover the Society's public activities, such as community events and environmental projects.

8. Trustee Disqualification

A Trustee shall cease to hold office if disqualified under the Charities Act 2011, resigns, or is unable to act.

9. Independent Examination & Statutory Reporting

An independent examiner or auditor shall be appointed annually and must not be a Trustee. The Trustees shall ensure that the accounts are independently examined or audited as required by law.

10. Conflicts of Interest

Trustees must declare any conflict of interest, including financial, professional, personal or public roles.

A conflicted Trustee must:

- declare the interest
- withdraw from discussion and voting
- not count toward quorum for that item

The Society shall maintain a register of interests and record conflicts in minutes. Failure to declare may result in removal.

Where conflicts reduce participation below quorum, the remaining unconflicted trustees may proceed only in matters of urgency where delay would materially prejudice the Society, provided at least two unconflicted trustees participate and the decision is reported to the next general meeting or fully quorate trustee meeting for ratification.

11. Application of Funds

The income and property of the Society shall be used solely to further its Objects.

12. Dissolution

The Society may be dissolved by a two-thirds majority of those members present and voting at a General Meeting, provided that at least 21 days' notice of the meeting and the proposed resolution has been given to all members.

Assets shall be transferred to a charity with similar purposes.

No Trustee or member shall benefit from the distribution of assets.

13. Amendments

This Constitution may be amended by a two-thirds majority of those members present and voting at a General Meeting, provided that:

- At least 21 days' notice of the meeting and the wording of the proposed amendment has been given to all members.
- No amendment is made that would cause the Society to cease to be a charity at law.
- No "regulated alteration" (such as a change to the Society's Objects) shall be made without the prior written consent of the Charity Commission.

14. Electronic Communication

Notices may be sent electronically.

Meetings may be held remotely or hybrid.

Voting may be conducted electronically where secure.

15. Standing Orders

The Trustees may adopt and amend Standing Orders to regulate the operation of the Society, provided they are consistent with this Constitution.

Standing Orders may regulate procedure only and may not amend or override provisions relating to Objects, membership rights, elections, trustee minimum numbers, quorum, conflicts of interest, or the role of sub-committees.

Standing Orders shall be made available to members on request or via the Society's website.

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