

# Constitution of Epsom Civic Society

## 1. Name

The name of the Society is **Epsom Civic Society** (“the Society”).

## 2. Objectives

The Society is established to pursue the following objectives for the public benefit in the borough of Epsom and Ewell Borough (“the Borough”), with particular emphasis on the five central wards of Epsom.

- 2.1 To promote high standards of planning, design and architecture and to promote local distinctiveness in or affecting the Borough.
- 2.2 To advance the education of the public in the geography, history, natural history and architecture, and the conservation, protection and improvement of the heritage and physical, social and natural environment in the Borough.
- 2.3 To promote the preservation, protection, development and improvement of features of historic or public interest, and the conservation, protection and improvement of the physical and natural environment in the Borough.
- 2.4 To promote improvement in the built environment and social wellbeing of the Borough by encouraging activities such as:
  - (a) the maintenance, improvement or provision of public amenities;
  - (b) the preservation of buildings or sites of historic or architectural importance;
  - (c) the protection or conservation of the environment;
  - (d) the protection of the heritage of the Borough;
  - (e) the enhancement of public safety and prevention of crime;
  - (f) the development amongst the public in the Borough of a sense of community and civic pride in the town where they live and/or work.
  - (g) the development of the same sense of community and civic pride amongst any other locally-active businesses or organisations who share the Society's interests in the well-being of the Borough.

## 3. Powers

In furtherance of the objectives set out in section 2 above the Society through its Executive Committee (“the Committee”) shall have the following powers:

- 3.1 To promote events and activities for the achievement of the objectives
- 3.2 To promote or carry out research into subjects connected with the objectives of the Society and to publish the results of any such research.
- 3.3 To act as a co-ordinating body and to co-operate with, consult & exchange information with, and advise & make representations to local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having objectives similar to those of the Society.
- 3.4 To monitor planning applications for the Borough and to pass considered views to the planning officers and relevant councillors
- 3.5 To respond to public consultations relevant to the objectives of the Society
- 3.6 To assist with the preparation and adoption of strategic plans, neighbourhood plans and similar which support the objectives of the Society.
- 3.7 To undertake surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or of historic or architectural interest within the Borough.
- 3.8 To publish papers, reports and other literature.
- 3.9 To hold meetings, lectures and exhibitions.
- 3.10 To organise visits or events of an educational or social nature inside or outside the Borough.
- 3.11 To raise funds and invite and receive contributions from any person whatsoever by way of subscription, donation and otherwise, provided that the Society shall not undertake any trading activities by way of business.

- 3.12 To hold surplus funds as assets of the Society pending future expenditure, and to manage these as the Committee shall consider necessary (subject to section 10 below).
- 3.13 To acquire, maintain and equip for use, by purchase, gift or otherwise, property of any kind, whether or not subject to any special trust.
- 3.14 To sell, lease, mortgage, or dispose of all or any of the property or funds of the Society.
- 3.15 To open current and/or deposit accounts for the Society with any regulated UK bank or building society, and to close these when no longer required.
- 3.16 To manage the Society's assets and deposit or invest surplus funds, or delegate such activity to an appropriately qualified independent financial adviser, in each case in accordance with section 10 below.
- 3.17 To borrow or raise money for the purposes of the Society on such terms and on such security as the Committee shall think fit, provided always that the liability of members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
- 3.18 To establish, or support or subscribe to, any charitable trusts, organisations, associations or institutions formed for any of the charitable purposes included in the Objectives.
- 3.19 To obtain and pay for such goods and services as are necessary for carrying out the work of the Society.
- 3.20 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- 3.21 To take out and pay for indemnity insurance for the Committee members.
- 3.22 To employ paid or unpaid agents, staff or advisers.
- 3.23 To engage in campaigning in furtherance of the Society's purposes
- 3.24 To do all such other lawful things as are necessary for the achievement of the Objectives.

#### **4. Membership & Subscriptions**

- 4.1 Membership is open, at the discretion of the Committee, to any individual, business or organisation interested in promoting the objectives.
- 4.2 The Committee shall keep a register of individual and corporate members.
- 4.3 The Committee may establish different classes of membership, prescribe their respective privileges and duties, and set the amounts and frequency of any subscriptions.
- 4.4 Membership will lapse if the subscription remains unpaid for six months after the payment due date.
- 4.5 Membership is terminated if:
  - (a) the member dies or a corporate member ceases to exist;
  - (b) the member resigns by written notice to the Society;
  - (c) the Committee resolves to terminate the membership on the ground that in their reasonable opinion the member's continued membership would be harmful to the Society. The Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice. The member's subscription for the year in which his membership is so terminated shall be refunded to the member.
- 4.6 Membership of the Society is not transferable.

#### **5. General Meetings**

- 5.1 An Annual General Meeting shall be held in or about April of each year to receive the Committee's report and audited accounts and to elect officers and members of the Committee.
- 5.2 Special General Meetings of the Society shall be held when required by section 14.2 below or at the written request of fifteen or more members whose subscriptions are fully paid-up or when required by section 14.2 below. 30 members personally present shall constitute a quorum for a general meeting of the Society. The Committee shall give at least 7 days' notice to members of all meetings of the Society.
- 5.3 Members who have paid their subscriptions for the current year are entitled to attend and vote at general meetings of the Society.

- 5.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 5.5 Issues at a general meeting shall be determined by a simple majority of votes cast by the members present in person and voting (in the case of a member organisation through an authorised representative), other than in the special cases in sections 13 & 14 below.
- 5.6 Every member present in person (in the case of a member organisation through an authorised representative) is entitled to one vote on every issue, except for the chairman of the meeting, who has a second or casting vote.
- 5.7 An authorised representative of a corporate member shall not be entitled to vote until the corporate member has given particulars of such representative to the Honorary Secretary of the Society.

## **6. Officers & Elections**

6.1 The Society shall have the following Officers:

- (a) Chairman
- (b) Vice Chairman
- (c) Honorary Secretary
- (d) Honorary Treasurer

all of whom shall relinquish their office every year at the Annual General Meeting (together with all Committee members, President and Vice-President). All retiring Officers and Committee members shall be eligible for re-election.

- 6.2 The Officers and other members of the Committee shall be elected at each Annual General Meeting. Nominations (other than for retiring Officers and Committee members offering themselves for re-election) shall be made in writing (delivered by electronic mail, post or by hand) to the Honorary Secretary 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. A President and Vice-President may also be elected in similar manner at a General Meeting of the Society, following a proposal by the Committee.
- 6.3 The elections of Officers shall be completed prior to the election of further Committee members. Nominees for election as Officers or 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.
- 6.4 If the nominations exceed the number of vacancies, a ballot of members present shall take place in such manner as shall be determined by the Officer or member presiding at the Annual General Meeting.

## **7. The Committee**

- 7.1 The Committee shall be responsible for the management and administration of the Society, and shall consist of the Officers (members *ex officio*) plus not fewer than 6 and not more than 10 other members.
- 7.2 Normally, a majority of the Officers and elected members of the Committee shall be resident or work in the Borough. The Committee shall have power to co-opt additional members from inside or outside the Borough, who shall attend Committee meetings in an advisory and non-voting capacity until elected at the next Annual General Meeting. The President and Vice-Presidents may attend any meeting of the Committee but shall not vote at any such meeting.
- 7.3 The 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 Committee members not less than seven days notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Committee. Resolutions may be passed by simple majority vote (one vote per Committee member present) but in the event of an equality in the votes cast regarding any resolution, the Chairman shall have a second or casting vote.
- 7.4 The Committee has the following powers in the administration of the Society:
- (a) To fill by co-option up to three casual vacancies occurring among the members of the Committee between General Meetings.
  - (b) To make standing orders consistent with this Constitution to govern proceedings at general meetings.

- (c) To make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees.
- (d) To make regulations consistent with this Constitution to govern the administration of the Society (including the operation of bank accounts and the commitment of funds).
- (e) To resolve, or establish procedures to assist the resolution of, disputes within the Society.
- (f) To exercise any powers of the Society which are not reserved to a general meeting.
- (g) To determine, in the event of any dispute over the meaning of any term or provision of this Constitution or of any rule or regulation made thereunder, the meaning of the disputed term or provision.

7.5 The Chairman or (if the Chairman is unable or unwilling to do so) some other member of the Committee member chosen by the Committee members present presides at each meeting of the Committee.

7.6 The term of office of a Committee member automatically terminates if he or she:

- (a) is absent without notice from three consecutive meetings of the Committee and is asked by a majority of the other Committee members to resign;
- (b) resigns by written notice to the Committee (but only if at least two Committee members will remain in office to take the actions required under section 14);
- (c) is removed by a resolution passed by a majority of the other Committee members present after they have invited the views of the Committee member concerned and considered the matter in the light of any such views;

7.8 A retiring Committee member is entitled (on written request) to an indemnity from the continuing Committee members at the expense of the Society in respect of any liabilities properly incurred while he or she held office.

7.9 A meeting of the Committee may be held either in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

7.10 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee.

## **8. Delegation to Sub-committees**

8.1 The Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit.

8.2 The Chairman and Secretary of each sub-committee shall be appointed by the Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Committee as soon as possible.

8.3 The membership of sub-committees may include anybody thought fit by the Committee, but such persons shall not, by virtue of their sub-committee membership alone, become members of the Society or of the Committee.

8.4 Members of the Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Committee.

8.5 Sub-Committees shall be subordinate to and may be regulated or dissolved by the Committee.

## **9. Declaration of Interest**

It shall be the duty of every Officer or member of the Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any 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.

## **10. Expenses of Administration and Application & Investment of Funds**

10.1 The property and funds of the Society must be used only for promoting the Objectives and do not belong to the members or the Committee. All accounts and investments shall be held in the name of, or to the order of, or in trust for the Society.

10.2 The 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 Committee in furtherance of the purposes of the Society.

- 10.3 All monies at any time belonging to the Society and not required for immediate application for its purposes shall be held in such deposits, investments, securities or property as the Committee shall decide, subject to sections 10.4 and 10.5 below and any special trusts affecting any property in the hands of the Committee.
- 10.4 The Committee may manage the Society's assets and surplus funds by:
- (a) placing sums on deposit in the Society's bank or building society accounts;
  - (b) purchasing investments of any type, but only having taken advice from a qualified and regulated independent financial adviser; or
  - (c) delegating the management of an investment portfolio, subject to 10.5 below.
- 10.5 The Committee may delegate the management of investments to a formally-qualified and regulated investment manager, but only on terms that:
- (a) the investment policy is recorded in writing for the investment manager by the Committee;
  - (b) every transaction is reported promptly to the Committee;
  - (c) the performance of the investments is reviewed at least annually with the Committee;
  - (d) the Committee is entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least annually;
  - (f) all payments due to the financial adviser are on a scale or at a level which is agreed in advance and are reported promptly to the Committee;
  - (g) the financial adviser must not do anything outside the powers of the Committee.
- 10.6 The Committee shall keep minutes of its meetings and financial records relating to its income, expenditure and assets. The Treasurer shall prepare financial statements for each year which shall be audited by a suitably experienced person and presented to the Annual General Meeting.
- 10.7 Documents, photographs and physical assets not required by the Society may be deposited with the Surrey History Centre, Goldsworth Road, Woking as custodian.

## **11. Trustees**

- 11.1 Any freehold or leasehold property acquired by the Society shall, and if the Committee so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as the Committee may from time to time direct.
- 11.2 Trustees shall be at least three in number or a trust corporation. The Power of appointment of new trustees shall be vested in the Committee.
- 11.3 A trustee need not be a member of the Society but no person whose membership is terminated or lapsed by virtue of sections 4.3 or 4.5 shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Committee.
- 11.4 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.
- 11.5 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.

## **12. Notices**

- 12.1 Notices under this Constitution may be sent by hand, by post, electronic mail or other suitable electronic means.
- 12.2 The address at which a member is entitled to receive notices is the electronic mail or postal address noted in the register of members (or, if none, the last known address).
- 12.3 Any notice required to be given under this Constitution shall be deemed to be duly given if despatched as specified above.

12.4 A technical defect in the giving of notice of which the members or Committee members are unaware at the time does not invalidate decisions taken at a meeting.

**13. Amendments**

13.1 This Constitution may be amended by a two-thirds majority of members present and voting for or against the motion at an Annual General Meeting or Special General Meeting of the Society, provided that 28 days' notice of the proposed amendment has been given to all members.

13.2 No amendment is valid if it would make a fundamental change to the Objectives of the Society.

**14. Winding Up**

14.1 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.

14.2 If at any time the membership of the Society falls below 50 individual members, the Committee shall call a Special General Meeting to initiate proceedings for the winding up of the Society.

14.3 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.

14.4 The Committee will remain in office as trustees and will be responsible for the orderly winding up of the Society's affairs.

14.5 After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways chosen by the Committee and approved at the Special General Meeting of the members at which the decision to dissolve the Society is confirmed:

- (a) by transfer to one or more other bodies established exclusively for purposes of the public good with the same or similar Objectives within the Borough;
- (b) directly for the Objectives or purposes of the public good in the Borough;
- (c) in any other manner consistent with the Society's Objectives.

14.6 On dissolution:

- (a) a final report and statement of account relating to the Society must be sent to the membership; and
- (b) the minute books and other records of the Society, together with the Society Archive, shall be deposited with the Surrey History Centre or similar body.

Adopted at a General Meeting held at Myers Hall, Epsom on 10<sup>th</sup> April 2014

SIGNED

Name .....

Signature .....

[name and signature of chairman of meeting]

WITNESSED

Name .....

Address .....

.....

Occupation .....

Signature .....

[name, address, occupation and signature of witness]