

New words are highlighted in yellow. Deletions are ~~crossed through~~

THE CONSTITUTION OF THE CHICHESTER SOCIETY

1. NAME: The Name of the Society shall be The Chichester Society.

1.1 The Society is a Registered Charity, Number 268055

2. AREA OF BENEFIT: The extent of the local government area comprising the City of Chichester and its environs.

3. OBJECTS: The Society is established for public benefit for the following purposes in the area of benefit:

3.1 to stimulate and foster greater public awareness and knowledge of those factors influencing the general environment of the area of benefit.

3.2 to secure a general improvement of the social and cultural life of the community in the area of benefit.

3.3 to preserve, protect and improve the features of historic or public interest, and the environment in the area of benefit.

3.4 to promote high standards of planning and architecture in the area of benefit.

4. POWERS: For these objects and not otherwise the Society can:

4.1 promote research and publish matters within the Society's objects.

4.2 co-operate with local authorities, voluntary organisations and persons with similar aims.

4.3 hold meetings, lectures and exhibitions.

4.4 raise funds by contribution, subscription, donation legacy or otherwise but not to undertake any permanent trading activity for fund raising.

4.5 accept gifts of property whether or not subject to trusts within the Society's aims and wheresoever situate.

4.6 purchase or by any other means acquire, sell, lease, rent, license, surrender, accept surrenders or mortgage charge, or otherwise deal in any freehold or leasehold or other property wheresoever situate.

4.7 borrow, raise money on such terms against such security as the Society shall think fit but so that the liability of members of the Society shall be limited to their current subscription.

4.8 do all such other things as may be necessary for the attainment of any of the **objects** of the Society.

5. MEMBERSHIP:

5.1 TYPES OF MEMBERSHIP:

5.1.1 Individual: life or ordinary: all over those 18 years of age; or over.

5.1.2. Junior: those less than 18 years of age.

5.1.3 Joint: two partners, either life or ordinary.

5.1.4 Honorary: as approved individually by the Society, at a General Meeting.

5.1.5 Corporate: including professional or business bodies operating in the area of benefit.

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5.2 MEMBERS' POWER TO VOTE:

Available to all life or ordinary members 18 years of age; or over whose subscription is paid at the date of exercise of power.

5.3 SUBSCRIPTIONS:

5.3.1 These are payable on 1st January in every year, except for new members joining between 1st September and the next 1st January, who may pay a year's subscription to include that initial period in addition to the following year.

5.3.2. Rates are as determined by the Executive Committee.

5.3.3. A life membership will be available only to members aged 60 years and over, whether individual or joint.

6. MANAGEMENT:

6.1 The Society shall be managed by the Executive Committee, made up of members, **in accordance with the Charity Commissioner's guidelines**

The Executive Committee shall consist of the Chairman, Vice-Chairman, Treasurer and Secretary and **up to 12** other members who shall be elected at the Annual General Meeting of the Society. Other members of the Society may be co-opted on a non-voting basis by the Executive Committee. The Chairman of the Society is, *ex officio*, Chairman of the Executive Committee and a member of any Sub-Committee formed under Rule 6.8.

6.1.1. Officers of the Society, namely Chairman, Vice-Chairman, Treasurer and Secretary, and members of the Executive Committee shall be chosen from those members of the Society who have been and remain paid-up members of the Society for at least 6 months prior to being proposed for election **unless a resolution to waive the restriction in favour of a named individual for one year is passed by not less than two-thirds of the members present and voting at a general meeting¹.**

6.1.2 If any position is contested there will be a ballot of the members present. A majority of votes cast is required for the election of an Officer. If no candidate achieves this majority on the first ballot, the two candidates with the highest votes will go forward to a second, deciding ballot. If two candidates in the first ballot tie for the second position, there will be a run-off ballot of only these two candidates before the final, deciding ballot.

In the election of Executive Committee members, if there are more candidates than vacancies, there will be a ballot. The **12** members with the highest votes will be elected. If 2 or more candidates tie for the 16th position, there will be a run-off ballot of these two or more candidates only.

6.2 The elected Executive Committee shall retire from office each year but shall be eligible for re-election. Any casual vacancy occurring in the Executive Committee, including a casual vacancy among the Society's Officers, may be filled until the next Annual General Meeting by the Executive Committee and the appointee shall have full voting rights. A casual vacancy includes any Officer or Executive Committee member position unfilled at a General Meeting.

6.3 The Executive Committee shall meet not less than once in every two months. Records of business transacted at any meeting of the Executive shall be kept **electronically**. Meetings are open to ordinary members at the discretion of the Chairman.

6.4 The Secretary shall send to each member of the Executive Committee notice of each meeting not less than seven days prior to such meeting.

6.5 A quorum of the Executive Committee shall be not less than one third of the voting members. Decisions shall be taken by a simple majority of those present.

¹ This text agreed at the 2011 AGM

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6.6 The President of the Society may attend any meeting of the Executive Committee without power of voting.

6.7 Whenever a member of the Society or a Trustee contracts on behalf of the Society the contract must, before being made, receive approval of the Executive Committee or in an emergency of any two officers and must clearly indicate the signatory contracts in a representative capacity with liability limited to the Society's assets.

6.8 Sub-Committees, which may include non-voting members not appointed to the Executive Committee, may be constituted and dissolved by, and shall be responsible to, the Executive Committee, to which they shall report.

6.9 All proper expenses of management and administration of the Society shall be authorised by the Executive Committee, who shall also have power to set aside reserves and apply funds for the Society's purposes. ~~The Annual General Meeting shall determine the limit above which non-routine commitments in the coming year require authorization by a General Meeting.~~

6.10 ~~Money liable to be invested for the Society's purposes may be paid or applied in the purchase of or lending upon the security of any form of property whatsoever and wheresoever as the Executive Committee shall determine subject to such approval by the Charity Commissioners as may be legally required or subject to any special trusts affecting any of the Society's property.~~

7. GENERAL MEETINGS:

7. Annual Meetings of the Society shall be held in October or November each year and any other general meeting shall be an Extraordinary General Meeting.

7.1.1. Any resolution for consideration at an Annual General Meeting not proposed by the Executive Committee may be proposed by any paid-up member of at least one year's standing and seconded by at least two such members of the Society in writing to the Executive Committee at least 14 days prior to the date of the Annual General Meeting.

7.1.2. No other business than that of which notice has been duly given to the members of the Society or to the Executive Committee shall be brought before any general meeting. Any Other Business shall be on the Agenda of every General Meeting following business of which notice has been duly given. A specified time of ten minutes shall be allowed. The meeting shall refer any suggestions to the Executive Committee, but motions are excluded.

7.2.1. An Extraordinary General Meeting may be convened by the Executive Committee whenever they think fit and for whatever purpose they decide.

7.2.2. An Extraordinary General Meeting must be convened at 28 days' notice to all members by the Executive Committee within 21 days of a request for a general meeting in writing stating the objects of the meeting, signed by 30 paid-up members, or not less than one fifth of the total membership of the Society, whichever is less.

7.2.3 The procedure for convening an Extraordinary General Meeting may be used by either the Executive Committee or by 30 paid-up members for the purpose of removing an Officer or a member of the Executive Committee from his or her position. The resolution may name a replacement who would fill the position if the resolution were passed. If no replacement were named and the resolution were passed, the casual vacancy that would then arise should be filled by the Executive Committee.

7.3 Thirty members, including Officers and Executive Committee members, personally present, shall constitute a quorum for any meeting and, if a quorum be not present within a half hour from the time appointed for the meeting, the meeting shall stand adjourned to such other day (not being less than twenty-one days later nor more than fifty six days later) and at such other time or place as the Executive Committee may decide. In this case, the Executive Committee shall give not less than fourteen clear days' notice by publication in any local newspaper of the time, date and place of the adjourned meeting.

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7.4 At least 28 days' notice to all members of any general meeting shall be given by the Executive Committee. Details of all nominations received, unless there are no contested positions, and of any resolutions properly submitted, shall be circulated by the Executive Committee to members as soon as practicable after the closing date for nominations and resolutions.

7.5 Any meeting of the Society may require or consent to its adjournment once a quorum is present. Only business unfinished at the time of adjournment may be transacted at any adjourned meeting. The Executive Committee shall give not less than fourteen clear days' notice by publication in any widely read local newspaper of the time, date and place of the adjourned meeting.

7.6 At any meeting of the Society a resolution put to the vote shall be decided on a show of hands unless a ballot of the members present before, or on, the declaration of the show of hands, is demanded. For the demand for a ballot to be accepted by the Chairman, there must be a simple majority in favour of a ballot of those voting on a show of hands.

7.7 Minutes of the business transacted at any meeting of the Society, its Executive or any Sub-Committee shall be kept **electronically**. The minutes shall give a true account and shall be submitted to the next appropriate meeting for approval and, if approved, shall be signed by the chairman at such meeting.

7.8 The Executive Committee shall appoint three members as scrutineers for the issue, collection and counting of ballot papers for any election or resolution for which a ballot is required at any General Meeting.

8. OFFICERS:

8.1 The Officers of the Society shall be a Chairman, Vice-Chairman, Secretary and Treasurer. All Officers relinquish their office every year but shall be eligible for re-election.

8.2 Nominations for all offices or membership of the Executive Committee shall be made to the Secretary with the written consent of the nominee at least 14 days prior to the Annual General meeting by members who propose and second such nominations in writing. Late or incomplete nominations will not be accepted.

8.3 The election of the Chairman, Vice- Chairman, Secretary and Treasurer shall precede that of the Executive Committee and no such officer shall so serve for more than five consecutive years **unless a resolution is passed by not less than two thirds of the members present and voting at a general meeting to waive the restriction to five consecutive years for a specified officer or officers for one year**. The President is to take the chair solely for the election of Chairman and thereafter hand over the chair to the newly elected Chairman.

8.4 The President may be elected at any Annual General Meeting for such term as may seem proper.

8.5 ~~Any Annual General Meeting may elect Vice-Presidents for such term as may seem proper. The Vice Presidents shall be drawn only from past Officers of the Society and will not attend meetings of the Executive Committee. There shall be no more than three Vice-Presidents at any one time.~~

8.6 Any Annual General Meeting may appoint Patrons who shall include the Mayor of Chichester and for such term as may seem proper. ~~There shall be no more than three Patrons at any one time.~~

9. PROPERTY-HOLDING TRUSTEES:

9.1 If any freehold or leasehold property is acquired for the Society, it shall be vested in trustees under the direction of the Executive Committee.

9.2 Trustees shall be three in number **over the age of 18 years** and the Executive Committee may appoint new trustees.

9.3 Trustees who accept such appointment in writing must be members of the Society and remain so while acting as Trustees.

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9.4 The trustees shall on the direction of the Executive Committee represent the Society in litigation.

9.5 The Society shall indemnify the trustees in their duties.

10. AMENDMENTS AND NOTICES:

10.1.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

10.1.2 No amendment may be made to clause 1 (the Name clause), clause 3 (the Objects clause), clause 12 (the Dissolution clause), clause 13 (Executive Committee members not to be personally interested clause), or this clause without the prior consent in writing of the Charity Commissioners.

10.1.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

10.1.4 The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

10.2 Any notice required by this Constitution shall be deemed duly given if left at or sent by post or electronic mail to the address last notified to the Secretary of any member or if so decided by the Executive Committee by publication in any local newspaper.

11. ANNUAL ACCOUNTS:

11.1 The financial year shall commence on 1st September and end on 31st August in each year.

~~11.2 The Executive Committee shall make satisfactory arrangements for the keeping of proper books of account and shall publish for submission at each Annual General Meeting an Income and Expenditure Account for the previous financial year with a statement of Assets and Liabilities at that date all to be signed by the Chairman and Treasurer on the Society's behalf.~~

~~11.3 The Income and Expenditure Account and statement of Assets and Liabilities shall be audited by a suitably qualified person who is not a member of the Executive Committee.~~

~~11.4 All moneys received shall, in the first instance, be deposited in the authorised accounts of the Society at financial institutions approved by the Executive Committee. All cheques shall be signed by any two of the persons so authorised by the Executive Committee.~~

~~11.5 No member shall have a direct financial interest in any activity of the Society.~~

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

11.6.1 the keeping of accounting records for the Society.

11.6.2 the preparation of annual statements of account for the Society.

11.6.3 the auditing or independent examination of the statements of account of the Society.

~~11.6.4 the transmission of the statements of account of the Society to the Charities Commission.~~

11.6.5 the preparation of an annual report and its transmission to the Charities Commission.

11.6.6 the preparation of an annual return and its transmission to the Commission.

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12 DISSOLUTION:

12.1 The Society may be dissolved following a motion to that effect duly carried by a general meeting by a majority of two thirds of members present and voting.

12.2 On dissolution of the Society the funds and property of the Society shall be transferred to such one or more charitable institutions with similar objects to the Society as may be proposed by the Executive Committee and approved by the Society in the motion of dissolution.

13. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED:

13.1 No member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.