

# THE ITCHENOR SOCIETY

## RULES OF ASSOCIATION

As at October 2004

### 1. Name

The name of the Society shall be THE ITCHENOR SOCIETY

### 2. Objects

a. The Society is established for the public benefit for the following purposes in the area comprising West Itchenor and its adjacent land and waters which area shall hereinafter be referred to as 'the area of benefit':-

- (1) To promote high standards of planning and architecture in or affecting the area of benefit
- (2) To educate the public in the geography, history, natural history and architecture of the area of benefit
- (3) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit

b. In furtherance of the said purposes, but not otherwise, the Society, through its Executive Committee, shall have the following powers:-

- (1) To promote civic pride in the area of benefit
- (1) 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 co-operate with the local authorities,

the Parish Council, planning committees and all 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
- (5) To make surveys and prepare maps and plans and collect information in relation to any land, place, erection or building within the area of benefit
- (7) To hold meetings, lectures and exhibitions and arrange social events from time to time for the purpose of enhancing the cohesiveness of the village.
- (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 in furtherance of the society's aims.
- (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 of 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

Full membership shall be open to all who are interested in actively furthering the purposes of the Society and are resident in the Parish of Itchenor. Others from outside the Parish may be granted Honorary Membership as agreed by the Executive Committee. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time. Junior members shall be those aged less than 18 years at the time their subscription is due. Only Full Members shall be entitled to vote at any meeting of the Society and every member shall be entitled to appoint a proxy to vote in his stead. The Executive Committee reserves the right to deny membership to an applicant or to remove membership from a member if they regard his or her behaviour to be inimical to the Society's aims.

### 4 Subscriptions

The minimum subscription shall be:-

- a. Individual Full members per annum - £2, or £3 for a Household
- b. or such other reasonable sum as the Executive Committee shall determine from time to time and it shall be payable on or before 1st October in each year. Membership shall lapse if the subscription is unpaid three months after it is due.

### 5. Meetings

a. An Annual General Meeting shall be held in or about December of each year to receive the Executive Committee's report and audited accounts, to elect Officers and Members of the Committee and to appoint an Auditor. Members wishing to add topics to be raised at the AGM must give the Secretary 21 days

notice prior to the AGM.

- b. The Committee shall decide when ordinary meetings of the Society shall be held
  
- b. Special General Meetings of the Society shall be held at the written request of 15 or more members whose subscriptions are fully paid up. 10 members personally present shall constitute a quorum for a Meeting of the Society
  
- b. The Committee shall give at least 28 days' notice to members of all Meetings of the Society

## 6 Officers

Nominations for the election of Officers shall be made in writing 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. 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.

The Officers of the Society shall consist of: Chairman, Two Vice Chairmen, Honorary Secretary and Honorary Treasurer all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting, provided that no Chairman or Vice-Chairman who has held the same office for three consecutive years, shall normally be re-elected to that office before the Annual General Meeting next following his or her retirement. A President and Vice-Presidents may also 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 casual vacancies occurring among the Officers of the Society.

A member is not under any financial liability by reason of his membership

except for his payment of the annual subscription to the Society.

## 7. The Executive Committee

The Executive Committee shall be responsible for the management and administration of the Society.

The Executive Committee shall consist of the Officers and not less than 5 and not more than 8 other members. The Committee will have the discretion to co-opt annually a member of the Itchenor Parish Council as a non-voting member. The Committee shall have the power to co-opt further members (who shall attend in an advisory and non-voting capacity).

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 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. No member of the Executive Committee will normally serve for a period longer than 5 consecutive years.

The Executive Committee shall meet as and when required and the Honorary Secretary shall give all 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 Executive Committee. The Executive Committee shall have the power to fill up to 3 casual vacancies occurring among the members of the Executive Committee between General Meetings.

The Society shall be bound to indemnify the Officers and members of the Executive Committee against liabilities incurred when exercising their responsibilities under this rule and payment of liabilities under such indemnity

shall be a proper administrative expense.

#### 8. Sub-committees

The Executive Committee may constitute such sub-committees, from time to time, as shall be considered 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 maybe be regulated or dissolved by the Executive Committee.

#### 9. Declaration of interest

It shall be the duty of every Officer or member of the Executive 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. Receipts and Expenditures

The funds of the Society, including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall, from time to time, decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee, except that the sole signature of the Hon Treasurer shall suffice for any cheque for an amount not exceeding £500 (five hundred pounds).

## 11. 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 sums as may be deemed expedient the remaining funds of the Society shall be applied by the Executive Committee in furtherance of the purposes of the Society.

## 12. Accounts

Appropriate Books of Account and Records shall be kept. An Annual Statement of Account shall be prepared for audit and presentation to the members at the Annual General Meeting.

## 13. 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 or 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

#### 14. Amendments

This Constitution may be amended by a two thirds majority of members present in person or by proxy 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.

#### 15. 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 Secretary

#### 16. 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 hereinbefore 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. On dissolution the minute books and other records of the Society shall be deposited with the West Itchenor Parish Council or other appropriate body.