



The Wivenhoe Society

CONSTITUTION

1. Title

- 1.1 The name of the society shall be **The Wivenhoe Society** (referred to below as **the Society**).

2. Administration

- 2.1 Subject to matters set out below the Society and its property shall be administered and managed according to law in accordance with this Constitution by the members of the Committee constituted under section 8 of this Constitution.
- 2.2 Any member of the Society may request a copy of the current Constitution from the Secretary.
- 2.3 This Constitution shall be published in any form or manner determined by the Committee.

3. Objects

- 3.1. The objects of the Society shall be by charitable means but not otherwise:
- 3.1.1 To foster pride in the town of Wivenhoe and its surroundings;
- 3.1.2 To safeguard all that is best in the amenities, appearance and character of the local area; and
- 3.1.3 To encourage appropriate development which is in keeping with the area and the improvement of civic amenities, with the purpose of making Wivenhoe a pleasant and well-planned place in which to live and work and to visit;
- 3.1.4 To promote or assist in promoting activities of a charitable and social nature for the benefit of the town and the surrounding area.

4. Powers

- 4.1 To raise funds and to invite and receive contributions from any person, persons or organisations whatsoever to assist in the attainment of the Objects).
- 4.2 To rent, hire, lease or otherwise acquire any property and any rights and privileges necessary for the promotion of the Objects.
- 4.3 Subject to such consents as may be required by law, to dispose of all or any of the assets of the Society.
- 4.4 To do all such other things as are necessary for the attainment of the Objects.

5. Membership

- 5.1 Membership shall be open to all who are interested in and who wish to further the Objects of the Society.
- 5.2 Membership shall comprise four classes:
- 5.2.1 **Ordinary Members** being persons aged 18 years or over,
- 5.2.2 **Junior Members** being persons under the age of 18 years,
- 5.2.3 **Corporate Members** being organised groups or societies approved by the Committee of the Society and desiring direct representation on the Committee, and
- 5.2.4 **Corporate Associate** members being organised groups or societies approved by the Committee of the Society but not desiring direct representation on the Committee.
- 5.3 Membership shall lapse if the subscription is unpaid by 30 September in each calendar year, notice of non-receipt having been given.

6. Officers

- 6.1 The Officers of the Society shall be the President, Chair, Vice-Chair, Secretary and Treasurer and such other Honorary Officers as the Committee may from time to time decide.
- 6.2 The Officers of the Society shall either:
 - 6.2.1 Be elected at the Annual General Meeting; or
 - 6.2.2 If no nominations are received at the Annual General Meeting, be appointed by and from the elected members of the Committee at the first committee meeting following that Annual General Meeting. If it is not possible to fill any Officer post from the elected members of the committee, the committee is empowered to appoint a member of the Society to fill the vacancy until the next Annual General Meeting.
- 6.3 The Chair shall be appointed for a term of office of three years and shall be eligible to serve for no more than two consecutive terms. After serving as Chair the former Chair may assume the honorary title of President (see section 7 below),.
- 6.4 The Officers shall each have full voting powers within the Committee and shall assume office following the Annual General Meeting.

7. The President

- 7.1 The immediate past Chair of the Society may assume the honorary title and role of President and may hold office for no more than two consecutive terms, each of three years. When the immediate past Chair becomes eligible to become President and wishes too undertake this role any person currently filling the role of President shall stand down.
- 7.2 In the event that there is no person eligible and willing to be President at the time of the AGM, an election for President shall take place at the AGM. If the post falls vacant between AGMs the Committee may appoint an appropriate person to the post who shall hold office until the next AGM when an election shall take place provided that an immediate past Chair does not become eligible to become President
- 7.3 The role of the President shall be to advise the Chair on any matter relevant to the Society.

8. Committee

- 8.1 The policy and general management of the affairs of the Society shall be directed by a Committee which shall meet not less than four times in any calendar year. The Committee may exercise all such powers of the Society as are not expressly required to be exercised by the Society in General Meeting.
- 8.2 Election of Members of the Committee shall be conducted at the Annual General Meeting
- 8.3 Any vacancy arising in the Committee in the interim period between AGMs may be filled by the Committee but any person appointed to fill such a vacancy shall hold office only until the next AGM of the Society and then shall be eligible for election at that AGM.
- 8.4 Any Committee Member failing to attend and failing to make reasonable apology for absence from three or more consecutive Committee Meetings in one year shall be deemed to have retired from the Committee.
- 8.5 The Committee shall consist of not less than four and no more than nine elected members, excluding Officers. A quorum shall consist of four members of whom at least two shall be Officers.
- 8.6 The Committee may co-opt up to three further members during the interim period between Annual General Meetings and shall be a combination of:
 - 8.6.1 One member appointed by each Corporate Member by notice in writing given to the Secretary provided that the number of appointed members does not exceed three. If the number of nominated Corporate Members exceeds three the method of allocating the appointments shall be decided by the Committee. So long as any Corporate Member is without direct representation on the Committee its annual subscription shall be reduced to that payable by a Corporate Associate Member,
 - 8.6.2 Elected members.
 - 8.6.3 Ex officio members subsequently provided for in this Constitution.

- 8.7 No person shall be elected as a member of the Committee who is aged less than 18 years.
- 8.8 The proceedings of the Committee shall not be invalidated by any vacancy among its number or by any defect in the qualification of a member unless the vacancy or defect results in the Committee not being quorate.
- 8.9 The Committee may establish and disband any Sub-Committee or Working Group it considers necessary to achieve the Objects. The Committee may delegate any of its powers to a Sub-Committee or Working Group to co-opt other members of the Society, provided that not less than two-thirds of the members of that Sub-Committee or Working Group shall have been appointed by the Committee. The Chair of any Sub-Committee or Working Group shall be a member of the Committee. The Committee shall determine Terms of Reference appropriate to the purpose for which the Sub-Committee or Working Group was established.
- 8.10 The Committee may invite such advisers or consultants as it considers necessary to attend any meeting to help it to achieve the Objects.
- 8.11 The Committee may invite observers to attend any meeting if it so chooses.
- 8.12 Any member of the Society may observe any meeting of the Committee.
- 8.13 Correspondence on behalf of the Society shall be signed by the Chair, Secretary, Treasurer or any other Committee Member expressly nominated by the Committee.
- 8.14 Each member of the Committee and any Sub-Committee or Working Group shall be issued with a copy of the current Constitution by the Secretary upon joining and shall be deemed to have accepted and to have agreed to abide by the terms of this Constitution by becoming a member.
- 8.15 Any person may address the Committee by giving at least one week's notice in writing to the Secretary prior to the next Committee meeting provided that the Committee agrees to be so addressed by that person.

9. General meetings of the Society

- 9.1 The Secretary shall give at least 21 days' notice of any General Meeting stating the purpose of the meeting and shall send details of the meeting to every member of the Society. Any member of the Society shall be entitled to attend a General Meeting.
- 9.2 A quorum at an Annual General Meeting or an Extraordinary or Special General Meeting of the Society shall be not less than ten per cent of the members and shall include at least three of the Officers and at least two other Members of the Committee. Except as otherwise expressly provided for in this Constitution all questions arising shall be decided by a majority of votes, the Chair of the meeting having a second or casting vote in case of equality of votes.
- 9.3 An Annual General Meeting (AGM) of the Society shall be held no later than 31st March in each calendar year at such time and place within the bounds of Wivenhoe as the Committee shall determine.
- 9.4 The AGM shall be conducted by the Chair. If he or she is unable to attend the responsibility shall pass to the President. If neither can be present a member of the Committee voted by the majority of Committee members present shall deputise.
- 9.5 A Corporate Member and a Corporate Associate Member may be represented at the AGM by one person. Written notice of the appointment of the person for that purpose shall have been received by the Secretary not less than seven days before the AGM.
- 9.6 At the AGM the business shall include:
 - 9.6.1 The election of officers;
 - 9.6.2 The election of the Committee;
 - 9.6.3 A financial report;
 - 9.6.4 The appointment of an Independent Examiner of the accounts;
 - 9.6.5 Determination of subscription rates for the current year; and
 - 9.6.6 Consideration of the work done by the Committee and any Sub-Committees or Working Groups; and
 - 9.6.7 Such other items as shall be considered necessary.

9.7 Any member of the Society may call an Extraordinary General Meeting (EGM) of the Society provided he or she has the support of at least nine other members by giving notice in writing to the Secretary stating the purpose of the meeting. The notice shall bear the name and signature the member calling the meeting and those of at least nine of his or her supporters. The Secretary shall publish a notice of the EGM within 7 days of receiving the notice calling for the EGM in accordance with 9.1.

9.8 An EGM shall not discuss any item that is required to be discussed at an AGM under this Constitution, nor shall it change any decision properly made at an AGM, and may only discuss matters directly related to the stated purposes of the EGM.

10. Notices

10.1 Any notice shall be treated as validly given and any ballot paper as validly sent to a member on the day it is dispatched addressed to the address of that member as recorded in the Society's register.

10.2 Any notice required to be given to the Secretary of the Society by a Corporate or Corporate Associate Member shall be treated as validly given if it purports to be signed by the Secretary or other authorised officer or any such Member.

11. Procedures of meetings

11.1 In the absence of the Chair at a Committee, Sub-committee or Working Group meeting the Vice-Chair shall chair the meeting. If the Vice-Chair is absent or there is no Vice-Chair the members shall appoint one of their number present to chair the meeting.

11.2 Minutes shall be kept of all proceedings and resolutions. The Secretary or the nominated secretary of a Committee, Sub-committee or Working Group shall prepare the Minutes. The Chair of the group shall approve them within 14 days of a meeting, subject to any amendments from Members of the group raised at the next meeting which are agreed by the members. The nominated secretary shall maintain a Minute Book and shall publish the minutes in such manner and in such place or places as agreed by the Committee.

11.3 All members of the Society are entitled to vote at a General Meeting. Any member of a Committee, Sub-Committee or Working Society shall be entitled to vote at meetings of the body of which they are a member.

11.4 The way in which meetings are conducted will be in accordance with Standing Orders which shall be approved by the Committee.

12. Finance

12.1 The Treasurer on behalf of the Committee shall:

12.1.1 Maintain a bank or building society account(s) in the name of the Society;

12.1.2 Keep accounting records for the Society;

12.1.3 Prepare annual statements of accounts for the Society.

12.2 All disbursements from the bank or building society account(s) shall require the signature of two signatories authorised by the committee, normally to include the Treasurer.

12.3 An Independent Examiner appointed by the Society at its AGM shall certify the accounts of the Society prior to the next Annual General Meeting at which time the same shall be submitted for approval.

12.4 The income and property of the Society shall be applied solely towards the achievement of the Objects stated in section 3 and no portion shall be paid or transferred directly or indirectly by way of profit to any member of the Society.

12.5 Payment to a Member may be made only:

12.5.1 To reimburse legitimate expenses incurred as evidenced by a receipt in the furtherance of the work of the Society; or

12.5.2 In good faith of reasonable and proper remuneration in return for services rendered and authorised by the Chair or Deputy Chair.

12.6 The financial year of the Society shall end on 31st December in each calendar year.

12.7 The annual subscription determined at the Annual General Meeting (see item 9.6.5) shall become due on 1st April in each calendar year

13. Alterations to the Constitution

13.1 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 at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

13.2 No amendment may be made to section 1.

13.3 No amendment may be made to section 3 so as to permit any Object other than a charitable Object or allow the application of funds to any purpose whatsoever which may not be charitable.

14. Winding up

14.1 If the Committee decides at any time that it is necessary or advisable to dissolve the Society it shall call a Special General Meeting stating the terms of the proposed resolution. If such a decision is confirmed by not less than two thirds of the Members present at the Special General Meeting, the Committee shall have the power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to one or more local charitable organisation, which the Committee shall determine.

Constitution Approved by Annual General Meeting on 24 March 2010

Date	Version	Released by	Reason
25 Mar 2009	Wiv. Soc. Constitution v1	AGM	First approved version of new constitution
20 Jan 2010	Wiv. Soc. Constitution v1.1	HE	Draft amended version to be put to 2010 AGM - slightly amended to correct numbering and add versioning page
24 Mar 2010	Wiv. Soc. Constitution v2	AGM	Above amendments agreed at AGM. Second approved version of new constitution