

# CANTERBURY SOCIETY

## CONSTITUTION

**AGREED AT THE ANNUAL GENERAL MEETING  
14 MAY 2009**

### **1 Name**

The name of the society is The Canterbury Society, under which name it will in the future be registered as a Charity with the Charity Commissioners.

### **2 Objects**

2.1 The Society is established for the public benefit of the area comprising the city of Canterbury and surrounding villages, which area shall hereinafter be referred to as “the area of benefit”<sup>1</sup>.

2.2 The Society will be a community-based organisation, bringing together a diverse group of local citizens, with a shared sense of civic pride and community spirit, who volunteer their time to carry out activities and campaigns that aim to improve the quality of life in the city.

2.3 The Canterbury Society will be concerned with the following issues:

- Encouraging civic pride
- The built environment/architecture
- Historic heritage and tourism
- Transport, including road, rail and cycling
- Natural environment and sustainability
- Leisure facilities
- Arts and culture
- The local economy
- A fully inclusive community
- Other issues which may be added in the future

### **3 Powers**

In furtherance of its concerns, the Society through its Committee shall have the following powers:-

3.1 To hold public meetings, lectures and exhibitions.

3.2 To take part in public consultations about topics of concern to the members of the Society and to comment on planning proposals

- 3.3 To engage in partnerships with the Canterbury City Council and other local bodies with the aim of enhancing the quality of life in the area of benefit
- 3.4 To work with young people, and other groups as appropriate, to increase civic pride and the quality of life of all the citizens of the city
- 3.5 To carry out initiatives aimed at enhancing the environment in the area of benefit, such as conservation work, tree planting, litter clearance, and other activities
- 3.6 To promote research into subjects directly connected with the concerns of the Society and to publish the results of any such research
- 3.7 To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit.
- 3.8 To educate public opinion and to give advice and information.
- 3.9 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.
- 3.10 To take and accept any gifts of property, whether subject to any special trusts or not.
- 3.11 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.
- 3.12 To borrow or raise money for the purpose of the Society on such terms and on such security as the Committee shall think fit, but so that the liability of members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
- 3.13 To change the name of the Society. The Committee may, after obtaining the agreement of a two-thirds majority of the Society's paid-up and voting members, and subject to the approval of the Charity Commissioners, change the name of the Society.
- 3.14 To do all such other things as are necessary for the attainment of the objects of the Society.

#### **4 Membership**

- 4.1 Membership shall be open to all individuals, families or organisations who are interested in actively furthering the objects of the Society. There shall be such classes of membership as the Committee shall from time to time decide.
- 4.2 Each paid-up member shall be entitled to one vote and all the privileges of membership, except that only one copy of the Society's newsletter or other communications (including notices of meetings) shall be sent to a household address, and a suitable number to organisations with a number of members/employees.
- 4.3 Local amenity societies can affiliate to the Canterbury Society and will then receive copies of all information sent to individual and family members.

4.4 The Committee can terminate the membership of an Officer, a member of the Committee, or a member of the Society on the grounds 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.

## **5 Subscriptions**

5.1 The annual subscriptions shall be such reasonable sums as the Committee shall determine from time to time and shall be payable on or before 1<sup>st</sup> May in each year, in respect of the subscription year ending 30<sup>th</sup> April next..

5.2 In the event of a member joining after 1 November in any year, the subscription for that year shall be halved.

5.3 No member shall have power to vote at any meeting of the Society if his/her subscription is more than six months in arrears at that time.

5.4 Membership shall lapse if the subscription is unpaid six months after it is due.

## **6 General Meetings**

6.1 An Annual General Meeting shall be held in or about April/May of each year to receive the Committee's Annual Report and Accounts; and to elect Officers and Members of the Committee.

6.2 The Committee shall decide when other General Meetings of the Society shall be held.

6.3 Items to go on the agenda for the AGM shall be forwarded to the Secretary 28 days before the meeting. The agenda and any papers shall go out to members 21 days before the AGM.

6.4 Nominations for the Officers and Committee Members shall be received by the Secretary at least 28 days before the date of the AGM and notified to members as part of the AGM agenda.

6.5 Special General Meetings of the Society shall be held at the written request of members representing not less than 10 per cent of the existing membership of the Society and whose subscriptions are fully paid-up. A request for a Special General Meeting should specify the matters to be considered.

6.6 Fifteen members personally present shall constitute a quorum for an Annual General Meeting of the Society.

6.7 At the AGM the members will:

- (a) receive the report of the Committee on the Society's activities since the previous AGM

- (b) receive the accounts of the Society for the previous financial year
- (c) appoint an Auditor for the Society where required
- (d) accept the retirement of the elected Committee Members and Officers who are retired or wish to retire
- (e) elect or re-elect from among the members Officers and Committee Members to fill the vacancies arising
- (f) discuss and determine any issues of policy or deal with any other business put before them by the Committee.

## **7 The Committee**

7.1 The management and administration of the Society shall be the responsibility of the Committee which shall comprise a Chair, Vice Chair, Hon. Secretary and Treasurer ("the Officers") and a maximum of nine other persons ("the Committee").

7.2 The Officers and the Committee shall normally be resident in or work in the area of benefit but there shall be no such restriction on eligibility for co-option by the Committee.

7.3 The Officers and members of the Committee shall be eligible for re-election to the same office, or any other office, at the Annual General Meeting each year.

7.4 The Committee shall have power to co-opt, for any period not extending beyond the next Annual General Meeting, members to assist it in the performance of its functions, but members so co-opted shall attend meetings of the Committee by invitation only and shall have no vote.

7.5 The Committee will have a commitment to invite one or more representatives of an affiliated local amenity society to attend a meeting when the Committee will be discussing issues relevant to that local area. Such representatives will not, however, have a vote at the meeting.

7.6 The Committee shall have power to appoint one of its members to fill a vacancy among Officers but any appointment so made shall be subject to confirmation at the next Annual General Meeting.

7.7 In meetings of the Committee voting will be on the principle of a simple majority. The Chair shall have a second or casting vote in the event of an equality in the votes cast.

7.8 Arrangements must be made by the Treasurer for indemnity insurance for all members of the Committee

## **8 Committee Meetings**

8.1 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.

8.2 The quorum shall comprise at least one third of the Officers and elected Members of the Committee, excluding coopted members.

8.3 Whenever a Committee Member has a prejudicial/financial interest in a matter to be discussed at a meeting of the Committee or a sub-committee, he or she must:

- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter
- (b) be absent from that part of the meeting unless expressly invited to remain in order to provide information
- (c) not be counted in the quorum for that part of the meeting
- (d) be absent during the vote and have no vote on the matter.

## **9 Records kept by the Committee**

9.1 The Committee must keep financial records, and must comply with the requirements of the Charities Act applicable to charities as to the keeping of financial records and the audit or independent examination of accounts.

9.2 The Committee must keep proper records of:

- (a) all proceedings at general meetings
- (b) all proceedings at Committee meetings
- (c) reports of sub-committees
- (d) professional advice obtained.

9.3 The committee must keep a register of members, with contact details; this job could be delegated to a Membership Secretary.

## **10 Elections**

10.1 The election of each Officer and elected member of the Committee shall be by nomination by a member of the Society, supported by a seconder (also being a member of the Society). The consent of the proposed nominee shall first have been obtained. The election of the Officers shall be completed prior to the election of the Committee. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by the Committee.

10.2 All nominations shall be received by the Secretary by a date to be announced by the Committee, being no later than fourteen days prior to an Annual General Meeting.

## **11 Sub-Committees**

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

11.2 Each sub-committee shall include at least one member of the Committee and may include individuals who are not members of the Society.

11.3 The Chair 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 practicable. Members of the Committee may be members of any sub-committee, and membership of a sub-committee shall be subordinate to the Committee and may be regulated or dissolved by the Committee.

## **12 Expenses of Administration and Application of Funds**

12.1 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.

## **13 Investment**

13.1 All monies at any time belonging to the Society and not required for the day-to-day purposes of the Society shall be invested by the Committee in or upon such investments, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law, or by the special trusts affecting any property in the hands of the Committee.

## **14 Trustees**

14.1 The Officers of the Committee shall constitute the Trustees of the Charity, during their terms of office.

14.2 Any freehold and leasehold property acquired by the Society shall be vested in Custodian Trustees who shall deal with such property as the Committee may from time to time direct. Any such trustees shall be at least three in number or a trust corporation. The power of the appointment of new Custodian Trustees shall be vested in the Committee. A Custodian Trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 5.4 hereof shall thereafter be qualified to act as a Custodian Trustee unless and until re-appointed as such by the Committee. The Honorary Secretary shall from time to time notify the Custodian Trustees in writing of any amendment to hereto, and the Custodian Trustees shall not be bound by any such amendments in their duties as trustees, unless such notice has been given.

14.3 The Society shall be bound to indemnify trustees in their duties (including the proper charge of the trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

## **15 Amendments**

15.1 This Constitution may be amended by a two-thirds majority of paid-up members present 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, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law.

15.2 Proposals for amendments to the Constitution should go to the Secretary 28 days before the AGM, and be included in the papers, which should go out 21 days before the meeting.

## **16 Notices**

16.1 Any notice required to be given by this Constitution 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, or mailed to the last known email address.

## **17 Winding Up**

17.1 The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or a Special General Meeting of the Society, confirmed by a simple majority of members voting at a further Special General Meeting held not less than fourteen 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.

17.2 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 herein before declared as shall be chosen by the 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 Archives of the City of Canterbury.

## **Footnote**

1 It is proposed that the Canterbury Society will be primarily concerned with matters pertaining to Canterbury, plus the following immediately surrounding villages (including their immediate environs): Bekesbourne; Blean; Bridge; Broad Oak; Chartham, Chartham Hatch; Fordwich; Hackington; Harbledown (Lower and Upper); Ickham; Littlebourne; Nackington; Patribourne; Rough Common; Sturry; Thanington; Tyler Hill; Westbere; Wickhambreaux. This will be the 'area of benefit'. Parts of the city and some villages already have active local amenity societies, and the aim will be to work with such societies and consult with them when appropriate.