

# CONSTITUTION OF THE HARPENDEN SOCIETY

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## Constitution

1. This Constitution was adopted at the EGM of 4<sup>th</sup> October 2012.

## Name

2. The name of the Society shall be "The Harpenden Society" (the Society).
3. The Society is a Registered Charity, No. 278154.
4. The Society is an unincorporated association governed by its constitution.

## Objects

5. The Society is established for public benefit for the following charitable purposes in Harpenden and its environs (the Local Area):
  - 5.1. to stimulate public interest in the Local Area
  - 5.2. to promote high standards of planning, architecture and environmental quality.
  - 5.3. to encourage the initiation, preservation, development and improvement of features which contribute to pleasing and convenient conditions in which to live and work, or which are of historical or local interest.
  - 5.4. to pursue these Objects by means including but not limited to awards, competitions, meetings, exhibitions, lectures, publications and promotion of schemes, directly or in co-operation with other individuals or local or national authorities or organisations.
6. The Society may not acquire real estate or engage in property management.
7. The Society shall have no political or religious affiliations, or engage in activities which prejudice its charitable status.

## Membership

8. Membership shall be open to individual adults or families who wish to support the Society's Objects. Membership shall lapse if the annual subscription is unpaid six months after it is due. Members whose subscriptions are in arrears shall not be entitled to vote. The Committee may refuse an application for membership, or terminate a membership, if they consider it to be in the Society's best interests to do so, provided that the applicant or member shall have the right to be heard by the Committee before a final decision is made. The Committee's decision shall be final.

## Subscriptions and Donations

9. From time to time the Committee shall set the minimum annual subscriptions for individual and family members. The Society may receive donations.

## Meetings

10. The meetings of the Society shall be the Annual General Meeting (AGM) or Extraordinary General Meeting (EGM).
11. The Society's AGM shall be held as soon as practicable after the end of each financial year, and no later than 15 months from the previous AGM, to receive its Annual Report and Accounts, to elect Officers and Committee Members and to deal with other business. The Committee shall decide when the AGM shall be held and shall give at least 14 clear days Written Notice.
12. An EGM may be called by the Committee or by 25 members on giving at least 14 clear days Written Notice.
13. Twenty members shall constitute a quorum for an AGM or EGM. Each member is entitled to one vote at an AGM or EGM. Proceedings at an AGM or EGM shall be limited to those matters contained in the Written Notice to members calling the meeting. Decisions shall be taken by a simple majority of those present and entitled to vote. The chairman shall have an additional casting vote if necessary.
14. Written Notice shall include notice in the Society's newsletter, notice placed on the Society's website and notice sent by e-mail.

## **The President and any Vice President(s)**

15. The President and any Vice President(s) shall stand at the AGM for election every 5 years. They shall be nominated by the Committee. They have the right to attend meetings of the Committee on invitation but they shall not vote at them. They need not serve out their full term.

## **Officers and Committee Members**

16. The Officers of the Society shall be members of the Society, and shall consist of Chairman, Vice-Chairman, Secretary and Treasurer. The Officers shall be elected annually at the AGM.
17. Committee Members shall be elected annually at the AGM. There shall be no fewer than eight and no more than fifteen in addition to the Officers.
18. Officers and Committee Members may be re-elected. Nominations for Officers and Committee Members shall be made to the Secretary in writing, with the written consent of the nominee, and supported by a seconder who is a member of the Society, 14 clear days before the AGM. If the nominations exceed the number of places the result shall be determined by the number of votes cast. The President shall have an additional casting vote if necessary. Officers and Committee Members must live or work in the Local Area.

## **The Committee**

19. The management and administration of the Society shall be vested in the Committee, which shall consist of the Officers and Committee Members. The Committee may take decisions and receive and expend moneys on behalf of the Society. All the Society's income and property shall be applied solely towards the Objects, or set aside as a reserve against future expenditure. The Committee shall be responsible for receiving and approving the accounts prepared by the Treasurer and duly audited for submission to the members at the AGM.
20. The Committee may fill any vacancy on the Committee by co-opting further members during the year. Officers and Committee Members may have more than one role. The Committee may appoint sub-committees or Officers or Committee Members to act with the same authority as the Committee.
21. The Committee shall meet no less than four times a year. Six persons shall constitute a quorum. Meetings shall be called by the Secretary giving at least 10 clear days Written Notice. Decisions shall be taken by simple majority of those present and entitled to vote. The Chairman shall have an additional casting vote if necessary. Any Officer or Committee Member who has a pecuniary interest in a matter under discussion shall declare the fact and may not vote on it. All members of the Committee hold their positions on an honorary basis but are entitled to claim reasonable out of pocket expenses.

## **Alterations to the Constitution**

22. Any proposal for alteration of the Constitution shall require a simple majority of those present and entitled to vote at an AGM or EGM, provided that 21 clear days Written Notice shall have been given, setting out in general or in particular the terms of such alteration. This power of alteration includes a power to change the Objects of the Society, but must not be used to prejudice the Society's charitable status.

## **Dissolution**

23. If the Committee decides at any time by two-thirds majority of those voting that it is necessary or advisable to dissolve the Society, it shall call an EGM giving not less than 21 clear days Written Notice, stating the terms of the resolution to be proposed to that EGM. If the Committee decision is confirmed by a two thirds majority of those present at the EGM and entitled to vote, then the matter shall be put to a further EGM held within the next 28 days. If the decision is again confirmed then the Committee shall have power to dispose of any assets held by the Society.
24. Any assets remaining after satisfaction of the Society's debts and obligations shall be given or transferred to such other body which in the opinion of the Committee has objects similar to those of the Society, or if effect cannot be given to this to some other body which the Committee feels is suitable. The Society's records shall be deposited with the Hertfordshire County Record Office or failing that some other body which the Committee feels is suitable.

## **End of document**

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