



## **THE HERNE HILL SOCIETY CONSTITUTION<sup>1</sup>**

### **1. NAME**

The name of the Society shall be **THE HERNE HILL SOCIETY**.

### **2. OBJECTIVES**

The Society is established for the public benefit for the following purposes in Herne Hill and the surrounding area which shall hereinafter be referred to as “the area of benefit”.

- i. to promote high standards of planning and architecture in or affecting the area of benefit.
- ii. to educate the public in the geography, history, natural history and architecture of the area of benefit.
- iii. to secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.

In pursuing these objectives the Society, through its Executive Committee, shall have the following powers:

- a. To promote civic pride.
- b. To promote research into subjects connected with the Society’s objectives and publish the results.
- c. To act as a co-ordinating body and co-operate with local authorities, planning committees, and other organisations and individuals having similar aims to those of the Society.
- d. To promote or assist in promoting activities of a charitable nature.
- e. To publish papers, reports and other literature.
- f. To make surveys, prepare maps and plans and collect information in relation to any place, person, activity, or building of public or historic interest.

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As adopted at the Society’s Annual General Meeting held on Wednesday 13 March 2002; and incorporating amendments agreed at a General Meeting of the Society, held on Wednesday 9 October 2002; further amended at Special General Meeting of 9 November 2011; further amended following the Annual General Meeting of Wednesday 9 March 2016, as agreed by the Charity Commissioners.

- g. To hold meetings, lectures and exhibitions.
- h. To educate public opinion and give advice and information.
- i. To raise funds and invite and receive subscriptions and donations; but excluding any permanent fund raising activities.
- j. To dispose of any of its funds as shall be necessary.
- k. To do any other lawful thing to further its objectives.

### **3. MEMBERSHIP**

Membership shall be open to anyone interested in furthering the objectives of the Society. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time. A Corporate Member shall be any organisation or business interested in furthering the Society's objectives. A Corporate Member may appoint a representative to vote on its behalf at all meetings. The Executive Committee shall have power to appoint individuals to honorary membership.

### **4. SUBSCRIPTIONS**

The subscription of a member joining the Society after 30 September in any year shall cover membership for the remainder of that year and for the Society's year beginning the following 1 January. Subscriptions shall be of such amount or amounts as the Executive Committee shall from time to time determine. Subscriptions shall be payable on or before 1 January each year. Membership shall lapse if the subscription is unpaid three months after it is due.

### **5. MEETINGS**

An Annual General Meeting (AGM) shall be held in or about March of each year to receive the Executive Committee's report and accounts and to elect Officers and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held. Special General Meetings of the Society shall be held at the written request of 15 or more members. A quorum for a meeting of the Society shall be 20 members. The Committee shall give at least seven days' notice to members of all meetings of the Society.

### **6. OFFICERS**

Nominations for electing Officers shall be made to the Secretary at least seven days before the AGM. Nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. Officers shall be elected before Committee Members are elected. Nominees for election as Officers or Committee Members shall declare at the AGM 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 be Chair, Vice Chair, Secretary and Treasurer, all of whom shall relinquish their office every year and shall be eligible for re-election at the AGM. A President and Vice-president may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

## **7. EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for managing and administering the Society. The Executive Committee shall comprise the Officers and not less than five and not more than nine other members. It shall have the power to co-opt further members to attend in an advisory and non-voting capacity. Subject to the approval of the Committee, co-opted members may be permitted to vote on any motion. The Officers and Executive Committee members shall normally be resident or work in the Herne Hill area. However, the Committee shall have power to co-opt additional members from elsewhere. The President and Vice-president may attend any meeting of the Executive Committee but shall not vote. In the event of an equality in the votes cast, the Chair shall have a casting vote.

Minutes of Executive Committee, Annual and Special General Meetings shall be kept and may be made publicly available.

Nominations for election to the Executive Committee shall be made in writing to the Secretary at least seven days before the AGM. Each nomination must be supported by a seconder and the consent of the proposed nominee must first have been obtained. Both the nominator and seconder must be members of the Society. If there are more nominations than vacancies, a ballot shall take place. Members of the Executive Committee shall be elected annually at the Society's AGM and outgoing members may be re-elected. The Committee shall meet not less than six times a year at intervals of not more than two months. The Secretary shall give members not less than seven days' notice of each meeting. The Executive Committee may, between General Meetings, fill casual vacancies occurring among its members.

One third of its members present shall constitute a quorum of the Executive Committee.

The Executive Committee may at a meeting at which at least half its members are present resolve to terminate the membership of any Committee member if it is reasonably considered that it would be detrimental either to the objectives of the Society or to the effective management of the Society for the member concerned to remain on the Committee. Such a resolution can only be passed if the member concerned has been given not less than 14 days' notice of the proposed resolution and the circumstances which are alleged to justify termination and a reasonable opportunity to be heard by the Committee whether in person, in which event the member concerned may be accompanied by a friend, or by communication in writing.

## **8. SUB-COMMITTEES**

The Executive Committee may set up sub-committees as necessary. The Executive Committee shall appoint the Chair and Secretary of each sub-committee. 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. Membership of a sub-committee shall be no bar to appointment to the Executive Committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

## **9. DECLARATION OF INTEREST**

Every Officer or member of the Executive Committee or any sub-committee who is present and who has any direct or indirect financial or professional interest in any item discussed shall declare such interest. He/she shall not discuss any such item (except by invitation of the Chair) or vote thereon.

## **10. EXPENDITURE**

The Executive Committee may, out of the Society's funds, pay all proper administrative and management expenses. After paying these expenses, the remaining funds of the Society shall be applied by the Executive Committee to the Society's objectives.

## **11. INVESTMENT**

The Executive Committee shall invest all funds belonging to the Society and not needed for immediate use, as it thinks fit, though subject to any relevant requirements of the Charity Commissioners.

## **12. AMENDMENTS**

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. No amendment may be made to Clause 1 (the name of charity clause), clause 2 (the objectives clause), clause 14 (the winding up clause) or this clause without the prior consent in writing of the Charity Commissioners. No amendment may be made that would have the effect of making the charity cease to be a charity in law. The Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **13. NOTICES**

Any notice required under these rules shall be deemed to be given if left at or sent by prepaid post, by email, text message or other electronic means to the address of that member last notified to the Secretary

## **14. WINDING UP**

The Society may be dissolved by a two thirds majority of members voting at an AGM or Special General Meeting. If a motion for the Society's dissolution is to be proposed, specific reference shall be made to this motion when giving notice of the meeting. In the event of dissolution, the Society's available funds shall be transferred to one or more organisations having similar objectives, to be chosen by the Executive Committee. On dissolution the Society's minute books and other records shall be deposited with the Lambeth archives. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

*The Herne Hill Society Constitution: revised 26 April 2016*