

THE WENDOVER SOCIETY

Constitution adopted 22nd February 2008

Part 1

1. Name

The name of the society is The Wendover Society (“the Society”).

2. Adoption of the Constitution

The Society and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution and in accordance with the Laws of England by a Committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the Committee (excluding any *ex officio* members of the Committee) shall be the Trustees of the Society and in this Constitution are together called “the Trustees”.

3. Objects

The Society’s objects (“the Objects”) are to:-

- a. stimulate public interest and educate the public in the beauty, history and character of the Parish of Wendover, Buckinghamshire and the care and maintenance thereof;
- b. encourage the preservation, development and improvement of features contributing to the pleasant and convenient living conditions of the inhabitants of Wendover;
- c. encourage high standards of architectural planning and building in keeping with the character of Wendover;
- d. take such actions as the Committee may determine to further the Objects of the Society; and
- e. pursue the aims of the Society in cooperation with any other person, incorporated or statutory body or organisation that the Committee believes appropriate.

The Society shall not engage in any political or religious activities.

4. Application of Income and Property

- a. The income and property of the Society shall be applied solely towards the promotion of the Objects.
- b. A Trustee may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- c. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society.
- d. No Trustee may be paid or receive any other benefit or profit (other than benefits available to the other members of the Society or members of the public) for being a Trustee.
- e. A Trustee must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to and personal financial interest) and take no part in the voting upon the matter.
- f. In this Clause 4, “Trustee” shall include any person, firm or company connected with a Trustee.

5. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days’ notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have 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 given or transferred to such other charitable institution or institutions having objects similar to the Objects as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commissioners for England and Wales (“the Commission”).

6. Amendments

- a. The Society may amend any provision contained in Part 1 of this Constitution provided that:

- i. no amendment may be made that would have the effect of making the Society cease to be a Charity in Law;
 - ii. no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Society;
 - iii. no amendment may be made to clause 4 without the prior written consent of the Commission;
 - iv. any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a General Meeting.
- b. Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a General Meeting.
- c. A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

- a. Membership is open to individuals over eighteen or organisations that are approved by the Committee.
- b. The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application. The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing and shall be final.
- c. Membership is not transferable.
- d. The Committee must keep a register of names and addresses of the members which must be made available to any member upon request, subject to any relevant Data Protection legislation.

8. Termination of Membership

Membership of the Society is terminated if:

- a. the member dies or, if it is an organisation, ceases to exist;
- b. the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
- c. any sum due from the member to the Society is not paid in full within six months of it falling due, or such longer period as the Committee shall decide;
- d. the member is removed from membership by a resolution of the Committee that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty one days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

9. General Meetings

- a. The Society must hold a General Meeting in or about February of each year.
- b. All General Meetings other than Annual General Meetings shall be called Special General Meetings.
- c. The Committee may call a Special General Meeting at any time.
- d. The Committee must call a Special General Meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.
- e. General Meetings shall be chaired by the person elected as Chair or, in their absence, the Committee shall nominate one of their members as chair for that meeting.

10. Notice

- a. The minimum period of notice required to hold any General Meeting of the Society is fourteen clear

days from the date on which the notice is deemed to have been given.

- b. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- c. The notice must be sent to all members.

11. Quorum at General Meetings

- a. No business shall be transacted at any General Meeting unless a quorum is present.
- b. A quorum is twenty members (other than Trustees or Officers) or one tenth of the total membership at the time, whichever is the lesser number.
- c. The authorised representative of a member organisation shall be counted in the quorum.
- d. If:
 - i. a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii. during a meeting a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the Committee shall determine.
- e. The Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- f. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Votes

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

13. Representatives of Other Bodies

- a. Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.
- b. The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.
- c. Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.

14. Officers and Trustees

- a. The Society shall have the following Officers:
 - i. A Chair
 - ii. A Vice-Chair
 - iii. A Secretary
 - iv. A Treasurer.
- b. A Trustee must be a member of the Society or the nominated representative of an organisation that is a member of the Society.
- c. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 18.
- d. The number of Trustees shall in total be not less than three but (unless otherwise determined by a resolution of the Society in General Meeting) shall not exceed nine.
- e. The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this Constitution is adopted.
- f. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Committee.

15. President and Vice-Presidents

- a. There shall be a President of the Society, nominated and elected in the same manner as the Officers of the Society but remaining in office for a period of five years. The retiring President shall be eligible for re-election. The office of President shall be honorary but the holder shall nevertheless be a member of the Committee, *ex officio*.
- b. Any individual of distinction whose appointment would further the Objects of the Society may be

nominated by any member as Vice-President and Honorary Life-Member of the Society, such appointment to be subject to approval of the Committee. Vice-Presidents shall not be Trustees or members of the Committee.

16. The Appointment of the Committee

- a. The Society in General Meeting shall elect the Officers and the other Trustees.
- b. The Committee may appoint any person who is willing to act as a Trustee. Subject to clause 16.e they may also appoint Trustees to act as Officers.
- c. At least one third of the Trustees shall retire by rotation at each Annual General Meeting. Trustees with equal periods of service shall be chosen for retirement by lot. Retiring Trustees shall be eligible for re-election at that Annual General Meeting.
- d. No-one may be elected a Trustee or an Officer at any Annual General Meeting unless seven days prior to the meeting the Society is given a notice that:
 - i. is signed by a member entitled to vote at the meeting;
 - ii. states the member's intention to propose the appointment of a person as a Trustee or as an Officer;
 - iii. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- e. The Committee may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

17. Powers of the Committee

- a. The Committee must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose):
 - i. to raise funds. In doing so, the Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - ii. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - iii. to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - iv. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - v. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Society formed for any of the Objects;
 - vi. to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
 - vii. to open and operate such bank and other accounts as the Committee considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - viii. to do all such other lawful things as are necessary for the achievement of the Objects.
- b. No alteration of this Constitution or any resolution shall have retrospective effect to invalidate any prior act of the Committee;
- c. Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

18. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

- a. is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b. ceases to be a member of the Society;
- c. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- d. resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- e. is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolves that his or her office be vacated.

19. Proceedings of the Committee

- a. The Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- b. Any Trustee may call a meeting of the Committee.
- c. The Secretary must call a meeting of the Committee if requested to do so by a Trustee.
- d. Questions arising at a meeting must be decided by a majority of votes.
- e. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- f. No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made.
- g. The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Committee.
- h. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- i. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- j. The person elected as the Chair shall chair meetings of the Committee. If the Chair is not present within ten minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- k. The person appointed to chair meetings of the Committee shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Committee.
- l. A resolution in writing signed by all the members of the Committee entitled to receive notice of a meeting of the Committee to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee.

20. Minutes

The Committee must keep minutes of all:

- a. appointments of Officers and Trustees made by the Committee;
- b. proceedings at meetings of the Society;
- c. meetings of the Committee including:
 - i. the names of those present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

21. Annual Report and Return and Accounts

- a. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - i. the keeping of accounting records for the Society;
 - ii. the preparation of annual statements of account for the Society;
 - iii. the transmission of the statements of account to the Members;
 - iv. the preparation of an annual report and its transmission to the Commission; and
 - v. the preparation of an annual return and its transmission to the Commission.
- b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

22. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

23. Property

- a. The Trustees must ensure the title to:
 - i. all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and
 - ii. all investments held by or on behalf of the Society,is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

- b. The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Society.
- c. The Trustees may remove the holding Trustees at any time.

24. Insurance

The Trustees must procure suitable insurance in respect of public liability and employer's liability.

25. Rules

- a. The Committee may from time to time make rules or bye-laws for the conduct of their business.
- b. The bye-laws may regulate the following matters but are not restricted to them:
 - i. the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
 - iii. the procedure at General Meetings and meetings of the Committee in so far as such procedure is not regulated by this Constitution;
 - iv. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- c. The Society in General Meeting has the power to alter, add to or repeal the rules or bye-laws.
- d. The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society.
- e. The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.