

THE NORWOOD SOCIETY CONSTITUTION

Registered Charity No 285547

1 NAME

The name of the Society shall be The Norwood Society (hereinafter called the Society).

2 OBJECTIVES

The Society is established for the public benefit for the following purposes in the (South, Upper and West) Norwood area of South London which area 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:-

- (1) To promote civic pride.
- (2) To promote research into subjects directly connected with the objectives of the Society and to publish the results.
- (3) To act as the co-ordinating body and to liaise with the Local Authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
- (4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- (5) To publish papers, reports and other literature.
- (6) To carry out surveys and prepare maps and plans and collect information in relation to any place, person, activity or building of public or historic interest within the area of benefit.
- (7) To hold meetings, lectures and exhibitions.
- (8) To educate public opinion and to give advice and information.
- (9) To raise funds and to invite and receive subscriptions and donations but excluding any permanent trading or fund raising activities.
- (10) To dispose of its funds as shall be necessary to further the objectives of the Society.

- (11) To ensure that the furthering of the objectives of the Society is carried out in a lawful manner.
- (12) To carry out all other activities as are necessary for the attainment of the said objectives.

3 MEMBERSHIP

Membership shall be open to all who are interested in actively furthering the purposes 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 a society, association, educational institution or business interested in actively furthering the objectives of the Society.

A corporate member may appoint a representative to vote on its behalf at all meetings. Details shall be given to the Secretary before the appropriate representatives are able to vote.

No member shall take any action that is contrary to the interests of the Society. The Executive Committee shall have the power to terminate an individual's membership of the Society should they take such action that is considered contrary to the Society's interests. Such a decision may be taken only after considering any representations such a member shall make.

4 SUBSCRIPTIONS

The subscription amount shall be determined by the Executive Committee and shall be payable on or before 1 January each year. Membership shall lapse if the subscription is unpaid three months after it is due.

The subscriptions of a member/s joining the Society after 30 September in any year shall be regarded as covering membership for the Society's year commencing 1 January following the date of joining the Society. A subscription covers member/members living in one household including those under 18. Voting at the AGM or SGM is limited to 2 persons per household over the age of 18.

From time to time the Executive Committee may bestow life membership to members who have significantly contributed and furthered the objectives of the Society.

5 MEETINGS

An Annual General Meeting shall be held in or about the month of April of each year to receive the Executive Committee's report and audited accounts and to elect Officers and members of the Committee. The Executive Committee shall decide when ordinary meetings of the Society shall be held.

A Special General Meeting of the Society may be convened at any time either by the Executive Committee or held at the written request of fifteen or more members stating the reason for the request. A request can only be made by members whose subscriptions are fully paid-up. Ten members personally present shall constitute a quorum for an AGM or SGM of the Society.

The committee shall give at least 21 days' notice to members of Annual General and Special General Meetings of the Society.

6 OFFICERS

Nominations for the election of Officers shall be made in writing to the Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The election of Officers shall be completed prior to the election of further Committee members. Nominees for election as Officers or Committee members shall declare at the Annual General Meeting 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 consist of:

Chair; Vice-Chair; Secretary; and Treasurer

All of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. The Executive Committee shall have the power to fill annual vacancies occurring among the Officers of the Society.

7 THE EXECUTIVE COMMITTEE

The Executive Committee shall be members of the Society responsible for the management and administration of the Society. The Committee shall consist of the Officers and not fewer than 2 and not more than 8 other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). The Officers and members of the Committee shall normally be resident or work in the area of benefit but the Committee shall have power to co-opt additional members from outside the area of benefit. In the event of an equality in the votes cast, the Chair shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Secretary at least 14 days before the annual General Meeting. This must be supported by a seconder and the consent of the proposed nominee must first have been obtained. All nominees shall be required to make a statement of intent at the AGM. They shall seek the approval of the meeting before their appointment is ratified. If the nominations exceed the number of vacancies a ballot shall take place in such a manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The Executive Committee shall meet not less than four times a year at intervals of not more than three months and the Secretary shall give all members not less than 7 days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive committee.

The Executive Committee may at a meeting at which at least half of its members are present resolve to terminate the membership of any Committee member if it is reasonably considered that it would be detrimental to 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 from time to time as shall be considered necessary. Members of the sub committees shall be members of the Society. The Chair of each sub-committee shall be appointed by the Executive Committee. All actions and proceedings of each sub-committee shall be reported to the Executive Committee and agreed where appropriate. Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

9 DECLARATION OF INTEREST

It shall be the duty of every Officer or member of the Executive Committee or sub-committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chair) or vote thereon.

10 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Executive 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 Executive Committee in furtherance of the objectives of the Society. All expenditure shall be subject to the requirements of the Charity Commission.

11 INVESTMENT

All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investments, securities or assets as it may think fit, subject to the requirements of 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 Executive Committee.

12 TRUSTEES

There shall be at least three registered trustees of the Society. The Power of appointment of new trustees shall be vested in the Executive Committee.

A trustee need not be a member of the Society but no person whose membership lapses by virtue of Section 4 above shall be qualified to act as a trustee unless and until reappointed as such by the Executive Committee. The Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

13 AMENDMENTS

This Constitution may be amended by a resolution passed by not less than a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society provided that 21 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. Any amendment made under this clause shall be notified to the Charity Commission.

14 NOTICES

Any notice required to be given by these Rules shall be deemed to be duly 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.

15 WINDING UP

The Society may be dissolved by a two-third majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 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. In the event of the dissolution of the Society the available funds and assets shall be transferred to organisations or more charitable institutions having similar objectives to the Society and shall be chosen by the Executive Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed.

On dissolution the records of the Society shall be deposited with the appropriate Local Authority 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.

Amended at The Norwood Society's Annual General Meeting held on: 17 April 2019
