

CONSTITUTION

adopted on the 5th day of April 2002 (as revised June 2002)

A. Name.

The name of the Association is "The Camberley Society", ("the Charity")

B. Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause "H" of this constitution ("the Executive Committee"),

C. Objects.

The Charity's objects ("the objects") are set out below.

The Charity is established for the public benefit for the following purposes in or affecting the wards of Old Dean, Town, St. Michaels, Watchetts, St. Pauls, Parkside and Heatherside in the town of Camberley, Surrey -see map- which area shall hereinafter be referred to as 'the area of benefit'.

- (1) To stimulate public interest in the area of benefit.
- (2) To promote civic pride in the area of benefit.
- (3) To promote high standards of amenity related to both the natural environment and the physical development in the area of benefit.
- (4) To promote high standards of planning and architecture in or affecting the area of benefit
- (5) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.

D. Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (1) Power to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Executive Committee on behalf of the Charity shall not undertake any substantial permanent trading activities in raising funds for its primary purpose and shall conform to any relevant requirements of the law.
- (2) Power to buy, take on lease or in exchange any property (other than land or buildings) necessary for the achievement of the objects and to maintain and equip it for use;
- (3) Power to take and accept any gifts of property, whether subject to any special trusts or not.
- (4) Power subject to any consents required by law to sell, lease or dispose of or turn to account all or any part of the property or funds of the Charity as shall be necessary;
- (5) Power subject to any consents required by law to borrow or raise money for the purposes of the Charity on such terms and on such security as the Executive Committee shall think fit, but so that the liability of individual members of the Charity shall in no case extend beyond the amount of their respective annual subscriptions.
- (6) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

- (7) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (9) Power to promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- (10) Power to act as a co-ordinator body and to co-operate with the local authorities, planning committees and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
- (11) Power to publish papers, reports and other literature.
- (12) Power 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.
- (13) Power to hold meetings, lectures and exhibitions.
- (14) Power to educate public opinion and to give advice and information.
- (15) Power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership.

- (1) Membership of the Charity shall be open to:
 - i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee,
 - and
 - ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription laid down from time to time by the Executive Committee, (any such body being called in this constitution a "member organisation").
- (2) Every member shall have one vote.
- (3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F. Honorary Officers.

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a vice chairman, secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. Presidents.

At the annual general meeting of the Charity the members may elect a President and up to two Vice-Presidents for such period of time as specified at the Annual General Meeting. If no period is specified then the appointment shall last until the following Annual General Meeting. The President and Vice – President(s) shall have no executive powers although they may attend any meetings of the Executive Committee, as observers, should they so wish. The prime role of the President and Vice-President(s) is to represent the Charity to the general public and any relevant public bodies as the occasion arises. Persons so elected would normally be those who are expected to make, have currently or in the past made, considerable contributions towards the achievement of the Objects of the Charity.

H. Executive Committee.

- (1) The Executive Committee shall consist of not less than 8 members nor more than 12 members being:
 - a) the honorary officers specified in clause F
and
 - b) not less than 4 and not more than 8 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may co-opt up to 3 additional members provide that the overall number of co-opted members does not exceed one third of the Executive Committee's total membership. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity .

I. Executive Committee Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J. Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep signed minutes, in files kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee. These minutes shall be signed by the Chairman or acting Chairman at that meeting.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

K. Receipts and expenditure.

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account in excess of £250 (or such other sum as the Executive Committee may from time to time decide) must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L. Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

M. Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

N. Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

O. Annual General Meeting.

- (1) There shall be an annual general meeting of the Charity which shall be held before the 1st July in each year, (or as soon as possible thereafter).
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

P. Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Q. Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity , whichever is the greater, are present at any general meeting.

R. Notices.

Any notice required to be *served* on any member of the Charity shall be in writing and shall be *served* by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

S. Alterations to the Constitution.

- (1) 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.
- (2) No amendment may be made to clause A, (the name of charity clause), clause C, (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause T, (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

T. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 of the Charity as the members of the Charity 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 Charity must be sent to the Commission.