

# THE GOSPORT SOCIETY CONSTITUTION

1. NAME The name of the Society shall be the GOSPORT SOCIETY.

2. PURPOSES The Society is established for the public benefit for the following purposes in the area comprising the Borough of Gosport, 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 inform the public of the history and architecture of the area of benefit;
- (iii) to promote the preservation and protection of, and improvement to, buildings and features of historic or public interest in the area of benefit.

In furtherance of the said purposes, the Society, through its Committee, shall have the following powers:

- to promote research into subjects directly connected with the purposes of the Society and to publish the results of any such research;
- to act as a co-ordinating 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;
- to promote, or assist in promoting, activities of a charitable nature throughout the area of benefit;
- to hold meetings, lectures and exhibitions;
- to raise funds, and to invite and receive contributions from any person or persons whatsoever by way of subscriptions, donation and otherwise;
- to sell, dispose of, or turn to account, all or any of the property or funds of the Society as shall be necessary;
- to borrow or raise money for the purposes of the Society on such terms and on such security as the Committee shall think fit, but so that the liability of individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.

3. MEMBERSHIP Membership shall be open to all who are interested in 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. Junior members shall be those aged less than 18 years at the time their subscription is due, and they shall not be entitled to vote at any meeting of the Society.

Corporate members shall be such societies, educational institutions or businesses as are interested in the purposes of the Society.

4. SUBSCRIPTIONS Such reasonable sum as the Committee shall determine from time to time shall be payable on or before 1 April each year. The subscriptions of a member joining the Society in the three months preceding 31 March in any year shall be regarded as covering membership for the Society's year commencing on 1 April following the date of joining the Society. Membership shall lapse if the subscription is unpaid three months after it is due.

5. MEETINGS An Annual General Meeting shall be held in or about June of each year to receive the Committee's report and audited 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 fifteen or more members whose subscriptions are fully paid-up. Thirty members personally present shall constitute a quorum for a General or Special General Meeting of the Society.

The Committee shall give at least 7 days' notice to members of all meetings of the Society.

6. OFFICERS Nominations for the election of Officers shall be made in writing to the Honorary 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, professional or official status held or any other interests known, or likely to be of concern, to the Society.

The Officers of the Society shall consist of:

Chairman

Vice-Chairman

Honorary Secretary

Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting of the Society for a period not exceeding five years, but in the event of no other candidate, the officer in situ shall be asked to continue for a further period. The Society shall have a President who is an elected member of the Council in the area of interest. A Society member who has made a major contribution to the work of the Society may be elected as a Vice-President at a General Meeting. The Committee shall have the power to fill casual vacancies occurring among the Officers of the Society during the electoral year.

7. THE COMMITTEE The Committee shall be responsible for the management and administration of the Society. The Committee shall consist of the Officers and not less than six members. 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. The President and Vice-President may attend any meeting of the Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

Nominations for election to the Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. They must be supported by a proposer and seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The Committee shall meet at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. A quorum shall comprise one third of the members of the Committee. The Committee shall have the power to fill up to three casual vacancies occurring among the members of the Committee between General Meetings. The Committee shall have the power to co-opt further members, who shall attend, as required, in an advisory and non-voting capacity.

8. SUB-COMMITTEES The Committee may constitute such sub-committees as shall be considered necessary for such purposes as shall be defined by the Committee. The Chairman and Secretary of each sub-committee shall be appointed by the Committee and all actions and proceedings of each subcommittee and membership of a sub-committee shall be no bar to appointment to membership of the Committee. Sub-committees shall be subordinate to, and may be regulated or dissolved by, the Committee.

9. DECLARATION OF INTEREST It shall be the duty of every Officer or member of the Committee of 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. He/she shall not discuss such items except by invitation of the Chairman, or vote thereon.

10. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS The 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 Committee in furtherance of the purposes of the Society

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 Committee in or upon such investments or securities as it may think fit, subject to such authority, approval or consent by 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 committee.

12. TRUSTEES Trustees shall be at least three in number. The power of appointment of new trustees shall be vested in the Committee. A trustee need not be a member of the Society but no person whose membership has lapsed by virtue of clause 4 hereof shall be qualified to act as a trustee. The Honorary Secretary shall notify the trustees in writing of any amendment to this Constitution 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 indemnify the trustees in the conduct of their duties. Such indemnity shall be a proper administrative expense.

13. AMENDMENTS This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society, provided that fourteen 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.

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 addressed to, the address of that member last notified to the Secretary.

15. WINDING UP The Society may be dissolved by a two-thirds 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 of the Society shall be transferred to such one or more charitable institutions having purposes similar or reasonable similar to those herein before declared as shall be chosen by the committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution, the minute book and other records of the Society shall be deposited with the appropriate organisation.

Revised and agreed at the Special General Meeting held on 21<sup>st</sup> April 2010 at the Discovery Centre, Gosport