

Battersea Society Constitution and Rules

1. Name

The Battersea Society shall be regulated by the Rules contained in this Constitution.

2. Objects

The objects of the Society shall be to conserve and improve the amenities of Battersea as determined by the area of the former Parish and Metropolitan Borough of Battersea.

To do this particularly by:

- a) stimulating interest in the history, character and traditions of Battersea;
- b) encouraging and promoting good architecture, town planning and civic design; environmental management including the planting and care of trees and reductions in air pollution; conservation and proper maintenance of Battersea's buildings, open spaces, public realm and other features of historic or public interest; and effective provision and management of travel and transport;
- c) engaging in, and promoting awareness of, issues of concern to the community;
- d) making representations to the proper authorities on these subjects.

3. Powers

In furtherance of its Objects, the Society through its Board of Trustees, shall have the following powers:

- 1) To promote civic pride in Battersea.
- 2) To review and, where appropriate, comment upon planning issues in Battersea and surrounding areas
- 3) To work constructively 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 publish papers, reports and other literature.
- 5) To hold meetings, lectures and exhibitions.
- 6) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations or otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- 7) To acquire, by purchase, gift or otherwise, resources to enable the efficient running of the Society.
- 8) To make charitable and local community project donations as from time to time the Board of Trustees sees fit.

4. Membership

Membership of the Society shall be open to anyone who is interested in furthering the Society's Objects.

5. Board of Trustees

- 1) There shall be a Board of Trustees (Board) of the Society which shall be constituted in accordance with these Rules.
- 2) The Society shall elect at its Annual General Meeting not more than twelve (and not fewer than eight) members of the Society to be members of the Board.
- 3) Trustees so elected may co-opt not more than four further persons to be members of the Board, albeit in a non-voting capacity and not serving as Trustees.
- 4) The Officers to be appointed under Rule 6 shall be elected by the Trustees. In the event of an equality of votes cast, the Chair shall have a second, or casting, vote.
- 5) The Board shall have overall responsibility for the work of the Society, and shall have the power to take any action on behalf of the Society which it thinks fit for the purpose of furthering the Society's Objects. It will make and publish every year a Report of the Society's activities during the previous year which will be presented at the Annual General Meeting.
- 6) The Board shall meet at least four times in each calendar year.
- 7) A member of the Board who is absent from two successive meetings of the Board without an explanation which the Board approves shall cease to be a member of the Board.
- 8) Trustees must retire after three years but may offer themselves for re-election by the members of the Society. They will not be eligible for re-election if they have served on the Board for a continuous period of 9 years.
- 9) Trustees will make every effort to encourage and support members of the Society of all ages and backgrounds, especially those with knowledge and understanding of the Society's Objects, to join committees and to stand for election to the Board.
- 10) By Resolution of a majority of the Trustees the appointment of any Trustee or member of the Board may be rescinded during their term of office for reasons deemed to be substantial.
- 11) The quorum for the Board shall be one-third of its members.

6. Officers

- 1) The officers of the Society shall consist of:
 - a Chair
 - a Secretary
 - a Treasurer
 - a Membership Secretary
- 2) The Chair, Secretary, and Treasurer must be Trustees of the Society and shall be elected by Trustees at the first meeting of the Board following the Annual General Meeting or, in the event of a vacancy, at a subsequent Board Meeting.
- 3) The term of office of the Chair shall be three years, but the Chair may stand for re-election for a second term for an additional three years. The Chair must resign after 6 years.
- 4) Other Officers may serve for a period of three years from the date of election, and may stand again for a second and third term, but must resign after 9 years.
- 5) The Chair shall have the power to take decisions on behalf of the Society between meetings of the Board, providing that the Chair keeps Trustees informed and has their majority approval.

6) The Membership Secretary and the Chair will be responsible for membership issues.

7. Committees

1) The Board may constitute such committees from time to time as shall be considered necessary to further the Society's Objects.

2) Each committee will operate within Terms of Reference drawn up by that committee and agreed by the Board.

3) Each committee shall have within its membership at least one Trustee.

4) Committees shall be subordinate to, and may be regulated and dissolved by, the Board.

8. Subscriptions

1) The Board shall prescribe the amount of the subscriptions to be paid by members of the Society and the arrangements for payment.

2) Membership shall lapse if the subscription is unpaid for three months after it is due.

9. General Meetings

1) In these Rules 'General Meeting' means a meeting of the Society open to all its members and held for the purpose of managing and voting upon the Society's activities.

2) The Board shall arrange at least one General Meeting every year, to be called the Annual General Meeting (AGM), within six months of the end of its financial year. It may also arrange as many other Meetings, in these Rules referred to as Special Meetings, as it may think fit.

3) AGMs and Special Meetings shall take place at such times and places as the Board shall specify, and notice of the date of shall be given not less than twenty-eight days ahead. The agenda and any papers shall be circulated not less than twenty-one days in advance of the meeting via email, and will be made available on the Society's website,

4) The Chair of the Society, or another person nominated by the Chair, shall preside.

5) Any election of one or more Trustees shall be held at the AGM or a Special Meeting.

6) No person shall be eligible for election as a Trustee unless:

- he or she has been proposed and seconded by other members of the Society, and has consented to serve, and;
- the names of the three persons concerned, and the fact of the consent, have reached the Secretary in writing at least fourteen days before the AGM or Special Meeting (either by email or hard copy).

7) If the Secretary duly receives more names for election than there are vacancies, voting papers shall be prepared for use at the AGM or Special Meeting and those persons who receive most votes shall be declared elected.

8) A Member may appoint another Member as their proxy to attend and AGM or Special Meeting and to vote on their behalf and in their name only if that Member has given signed notice in writing to the Secretary not less than seven days before the Meeting of the name of the proxy and stating that the Member has appointed the proxy to attend the Meeting.

9) The agenda for the AGM shall include:

- receiving the Annual Report, and;
- receiving the Annual Accounts.

10) At the AGM any member of the Society may comment on any matter mentioned in the Report or Accounts, and may raise any matters not mentioned in the Report, if it is within the Objects of the Society.

11) Resolutions by members may be made only at the AGM or at a Special Meeting as permitted under sub-section 13 of this Section of the Constitution. Any member who wishes to make a Resolution shall give notice of such Resolution by sending it to reach the Secretary at least twenty-eight days before the date of the meeting. The Resolution, if seconded at the meeting by another member, will be put to the vote.

12) The outcome of any vote held at the AGM or a Special Meeting shall be decided by a majority of those members voting in person or by proxy.

13) If any twenty members of the Society apply to the Board in writing for a Special Meeting of the Society, the Board shall consider the application, and may make it a condition of granting it that the expense should be defrayed by the applicants.

10. Amendments

1) These Rules may be amended by a two-thirds majority of the members voting in person or by proxy and voting at an AGM or Special Meeting if a notice in writing of the proposed amendment has reached the Secretary at least twenty-eight days before such a Meeting. Providing 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.

2) The Secretary shall send notices of any such amendment to the members of the Society twenty-one days before the Meeting.

11. Declaration of Interest

It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of the Board or other Committee) at which they may be present to declare such interest and they shall not discuss such item (except by invitation of the Chair) or vote thereon.

12. Expenses of Administration and Application of Funds

1) The Board shall, out of the Society's funds, pay all proper expenses of the Society's administration and management. After payment of the administration and management expenses, and the setting aside of reserves of such sums as may be deemed expedient, the remaining funds of the Society shall be applied by the Trustees in furtherance of the purposes of the Society.

2) All assets shall be held in the name of the Society and drawn upon only by an officer of the society. Cheques must be signed, and bank transfers carried out, by designated officers of the Society, whose details are registered with the Society's bank. Banking records and transactions can be presented to the Trustees, on request, by the designated officers of the Society.

3) Annual accounts will be presented to the Trustees each year after an independent examination of the accounts.

13. Investment

All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Board in or upon such investment, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commission as may for the time being be required by law or by special trusts affecting any property in the hands of the Board.

14. Notices

Any notice required to be given to any member by this constitution shall be deemed to be duly given if left at, or sent by pre-paid post, or sent by e-mail, to the address of that member last notified to the Secretary. The accidental omission to give notice of a General meeting to one or more members or the non-receipt of notice by one or more members shall not affect the validity of the meeting. Any notice required to be given by this constitution by any one or more members to the Society shall be deemed to be duly given if left at, or sent by pre-paid post, or sent by email to the address of the Chair or the Secretary then displayed on the Society's website.

15. Interpretation of Rules and Omissions

Trustees shall have power to interpret these Rules if there should be any ambiguity or difference of opinion concerning the purpose or interpretation of any Rule. Trustees shall have power to deal with any matter not provided for in these rules.

16. Winding Up

- 1) The winding-up of the Society shall be subject to a Resolution proposed by the Board and approved by a two-thirds majority of members present at a Special Meeting.
- 2) In the event of the winding-up of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects reasonably similar to those herein before declared as shall be chosen by the Board and approved by the Special Meeting, or as directed by the Charity Commission.

Ratified March 2023
