

CONSTITUTION OF THE ROYAL TUNBRIDGE WELLS CIVIC SOCIETY

ORIGINALLY ADOPTED ON 25th OCTOBER 1973
AND THEN AMENDED ON 10th OCTOBER 1985
AND 9th NOVEMBER 2006

1. **Name**

The name of the society is the Royal Tunbridge Wells Civic Society, under which name it is registered as a Charity with the Charity Commissioners.

2. **Objects**

The Society is established for the public benefit and the following objects in the area comprising the former Borough of Royal Tunbridge Wells, which area shall hereinafter be referred to as “the area of benefit”. (This area is defined in the attached map).

1. To stimulate interest in the area of benefit.
2. To promote high standards of planning and architecture in the area of benefit.
3. To secure the restoration, preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
4. To educate the public in the geography, history and architecture of the area of benefit.

3. **Powers**

In furtherance of the said Objects, the Society through its Executive Committee shall have the following powers:-

1. To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
2. To act as a co-ordinating body and to co-operate with the local authority, planning committees, sanitary, drainage, transport, health and all other local and statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
3. To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
4. To publish papers, reports and other literature.
5. 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.
6. To hold meetings, lectures and exhibitions.
7. To educate public opinion and to give advice and information.

8. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.
9. To take and accept any gifts of property, whether subject to any special trusts or not.
10. To sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Society as shall be necessary.
11. To borrow or raise money for the purpose of the Society on such terms and on such security as the Executive Committee shall think fit, but so that the liability of members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
12. To change the name of the Society. The Executive Committee may, after obtaining the agreement of a two-thirds majority of the Society's paid-up and voting members, and subject to the approval of the Charity Commissioners, change the name of the Society.
13. To do all such other things as are necessary for the attainment of the said Objects.

4. **Membership**

Membership shall be open to all individuals, families or organisations who are interested in actively furthering the objects of the Society. There shall be such classes of membership as the Executive Committee shall from time to time decide. Each paid-up member shall be entitled to one vote and all the privileges of membership except that only one copy of the Society's newsletter or other communications (including notices of meetings) shall be sent to a family address, and a suitable number to organisations with a number of members/employees.

5. **Subscriptions**

1. The annual subscriptions shall be such reasonable sums as the Executive Committee shall determine from time to time and shall be payable on or before 1st September in each year, in respect of the subscription year ending 31st. August next..
2. In the event of a member joining after 1st March in any year, the subscription for that year shall be halved.
3. No member shall have power to vote at any meeting of the Society if his/her subscription is more than one month in arrears at that time.
4. Membership shall lapse if the subscription is unpaid six months after it is due.

6. **General Meetings**

1. An Annual General Meeting shall be held in or about October of each year to receive the Executive Committee's Annual Report and Accounts; and to elect Officers and Members of the Committee.
2. The Committee shall decide when other ordinary General Meetings of the Society shall be held.
3. The Committee shall give at least twenty one days' notice of such meetings to all members, such notice to include an agenda of the business to be conducted.
4. Special General Meetings of the Society shall be held at the written request of members representing not less than 10 per cent of the existing membership of the Society and whose subscriptions are fully paid-up.
5. Twenty five members personally present shall constitute a quorum for a General Meeting of the Society.

7. **The Executive Committee**

1. The management and administration of the Society shall be the responsibility of the Executive Committee which shall comprise Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer (“the Officers”) and a maximum of ten other persons (“the Committee”).
 2. The Officers and the Committee shall normally be resident in or work in the area of benefit but there shall be no such restriction on eligibility for co-option by the Executive Committee.
 3. The Officers shall hold office for two years and shall be eligible for re-election to the same office.
 4. At each Annual General Meeting one half of the members of the Committee (being those who have served longest since their last election) shall retire. As between members of equal seniority, the members to retire shall, in the absence of agreement, be determined by lot. Retiring members of the committee shall be eligible for re-election.
 5. The Executive Committee shall have power to co-opt, for any period not extending beyond the next Annual General Meeting, members to assist it in the performance of its functions, but members so co-opted shall attend meetings of the Executive Committee by invitation only and shall have no vote in such meetings.
 6. The Executive Committee shall have power to appoint one of its members to fill a vacancy among Officers but any appointment so made shall terminate at the next Annual General Meeting.
 7. In meetings of the Executive Committee the Chairman shall have a second or casting vote in the event of an equality in the votes cast.
8. **Election**
1. Election of each Officer and member of the Committee shall be by nomination of a member of the Society supported by a seconder (also being a member of the Society), and the consent of the proposed nominee shall first have been obtained. The election of the Officers shall be completed prior to the election of the Committee. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by the Executive Committee.
 2. All nominations shall be received by the Secretary by a date to be announced by the Executive Committee, being no later than fourteen days prior to an Annual General Meeting.
9. **President/Vice President(s)**
1. An Annual General Meeting of members of the Society may appoint such person as may have been nominated by the Executive Committee to be the President of the Society. Whether or not a President shall have been appointed, the members may appoint such person or persons as may have been nominated by the Executive Committee to be a Vice President or Vice Presidents of the Society, provided that at no time shall the number of Vice Presidents of the Society exceed four.
 2. The President shall hold office for three years and shall be eligible for further nomination by the Executive Committee. A Vice President shall hold office for two years and shall be eligible for further nomination, provided that a Vice President may not hold office for more than four consecutive years. There shall be no residential or other qualification for the President or any Vice President, save only that the Vice President shall be a member of the Society. The President and any Vice President shall be entitled to attend and receive

Notice of Meetings of the Executive Committee but shall have no vote in such meetings.

10. **Executive Committee Meetings**

1. The Executive Committee shall meet not less than six times a year 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.
2. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee.

11. **Sub-Committees**

1. The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit.
2. Each sub-committee shall include at least two members of the Executive Committee and may include individuals who are not members of the Society.
3. The Chairman and Secretary of each sub-committee shall be appointed by the Executive Committee, and all actions and proceedings of each sub-committee shall be reported to, and be confirmed by, the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee, and membership of a sub-committee shall be subordinate to the Executive Committee and may be regulated or dissolved by the Executive Committee.

12. **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 purposes of the Society.

13. **Investment**

All monies at any time belonging to the Society and not required for the day-to-day purposes of the Society shall be invested by the Executive Committee in or upon such investments, securities or property as it may think fit, subject nevertheless 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 Executive Committee.

14. **Trustees**

1. Each elected member of the Executive Committee is a Trustee of the Charity, during his/her term of office.
2. Any freehold and leasehold property acquired by the Society shall and, if the Executive Committee so directs, any other property belonging to the Society may be vested in Custodian Trustees who shall deal with such property as the Executive Committee may from time to time direct. Any such trustees shall be at least three in number or a trust corporation. The power of the appointment of new Custodian Trustees shall be vested in the Executive Committee. A Custodian Trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 5.4 hereof shall thereafter be qualified to act as a Custodian Trustee unless and until re-appointed as such by the Executive Committee. The Honorary Secretary shall from time to time

notify the Custodian Trustees in writing of any amendment to hereto, and the Custodian Trustees shall not be bound by any such amendments in their duties as trustees, unless such notice has been given.

3. The Society shall be bound to indemnify trustees in their duties (including the proper charge of the trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

15. **Amendments**

This Constitution may be amended by a two-thirds majority of paid-up members present at an Annual General Meeting or Special General Meeting of the Society, provided that 28 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.

16. **Notices**

Any notice required to be given by this Constitution 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.

17. **Winding Up**

The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or a Special General Meeting of the Society, confirmed by a simple majority of members voting at a further Special General Meeting held not less than fourteen 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 objects similar or reasonably similar to those herein before declared as 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 minute books and other records of the Society shall be deposited with the Civic Trust.