

# **SMALL CHARITY CONSTITUTION**

**Suitable for small charities with an annual income under £5,000 that don't own a building or employ people and do not intend to register with the Charity Commission.**

## **NAME**

1. The name of the Charity shall be **THE BENSINGTON SOCIETY**, hereafter known as 'The Society'.

## **THE PURPOSES OF THE SOCIETY**

2. The Society is established for the benefit of the public in the area comprising the Parish of Benson, including the hamlets of Preston Crowmarsh, Roke, Rokemarsh, and RAF Benson, hereafter referred to as "**the benefit area**".
3. The Aims of the Society in the benefit area are:
  - a. To stimulate public interest in matters of concern.
  - b. To promote high standards of planning and architecture.
  - c. To secure the preservation, protection, development and improvement of features of historic or public interest.
  - d. To promote and support research into the history of the benefit area.
  - e. To promote, protect and improve the visual and physical environment.
  - f. To promote the improvement of the benefit area by associating with the local authorities, voluntary organisations and inhabitants in a common effort to provide facilities in the interests of social welfare for recreation and leisure time occupation.

## **CARRYING OUT THE PURPOSES**

4. In order to carry out the charitable purposes, the Society has the power to:
  - a. Raise funds, receive grants and donations.
  - b. Apply funds to carry out the work of the charity.
  - c. Co-operate with and support other charities with similar purposes.
  - d. Do anything which is lawful and necessary to achieve the purposes.

## **CONSTITUTION**

5. The Society shall be governed by a Constitution in accordance with the guidelines of the Small Charity Constitution provided by the Charity Commission.
6. The Constitution may be amended by a two-thirds majority of members present at a General Meeting (GM), an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) of the Society, provided that twenty-eight days' notice of the proposed amendment or amendments has been given to all members.
7. Any current member of the Society can propose a change to the Constitution provided they have the written support of any five (5) other current members of the Society.
8. It shall be deemed sufficient for any changes to the Constitution proposed by the Committee or members of the Society to be published in summary form for acceptance by the members at an GM, AGM or EGM. The proposed changes shall be promulgated in full on the Society's web site for those who wish to review the whole document and provided in hard copy form at the request of individual members of the Society.
9. Unforeseen events arising throughout the Society year involving anything not specifically covered by this Constitution shall be determined at the absolute discretion of the Committee.

## **TRUSTEES**

10. The charity shall be managed by a Committee of Trustees, in the form of an Executive Committee, hereafter referred to as 'The **Committee**', who shall be appointed at the Annual General Meeting (AGM) of the Society.

## **OFFICERS OF THE SOCIETY**

11. The Officers of the Society shall be trustees and consist of the Chairman, the Secretary, the Membership Secretary and the Treasurer who shall be elected at the Annual General Meeting.
12. The Chairman shall nominate an Officer as Vice Chairman who will undertake the duties of Chairman in his/her absence.
13. If not all Officer positions are filled at the AGM, the vacant posts shall be filled by ballot at the first meeting of the new committee as soon as possible after the AGM. In which case the quorum for the election of Officers shall be not less than five (5) Ordinary Members.
14. Officers shall hold office for one (1) year from the date of the AGM and may serve for a period of three (3) years subject to annual re-election. Subject to the agreement of the Committee and the individual concerned, Officers may serve for a further period(s) of three (3) years and at the end of 6 years in office may stand for election to the Committee as an ordinary member or as an officer in another appointment.
15. A President and not more than two Vice-Presidents shall be elected at the AGM and may hold the position for a period of three (3) years from the date of election, but may be re-elected for a further period of three (3) years subject to their agreement and the approval of members.
16. The President and Vice-Presidents may attend meetings of the Committee and express their views on matters under discussion, but may not vote.

## **THE COMMITTEE OF THE SOCIETY**

17. The Committee shall consist of the Officers and not less than three (3) Ordinary Members who shall be responsible for the management and administration of the Society in accordance with the Constitution and the Law.
18. Prior to the Annual General Meeting the Committee shall determine the number of tasks for which Ordinary Members will be required in furtherance of the Society Aims.
19. Ordinary Members may serve for a period of three (3) years subject to annual reselection. Ordinary Members may serve for a further period of three (3) years subject to the agreement of the Officers and the individual concerned.
20. The Committee shall be chaired by the Chairman, or in his absence, the Vice Chairman in that order.

## **ELECTION OF THE COMMITTEE**

21. Any current member of the Society may volunteer, or be nominated with their prior consent, to stand for election to the Committee.
22. Ordinary Members of the Committee shall be elected at the AGM.
23. The Committee may co-opt a member of the Society as an Ordinary Member of the Committee at any time subject to the agreement of the individual and their subsequent election at the next AGM.

## **DUTIES AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

24. The duties and responsibilities of Committee Members shall be determined at the sole discretion of the Committee. These shall be entitled 'The Rules of The Committee' and to be made available to members and others on request.

## **COMMITTEE MEETINGS**

25. The Committee shall hold not less than 4 meetings each year. Committee members (Trustees) may act by simple majority decision.
26. Minutes shall be kept for every meeting and after adoption at the following meeting a summary of the decisions and actions decided shall be placed on the Society's website.

27. Committee members shall declare any conflict of interest on an agenda item and leave the meeting while this matter is being discussed or decided.
28. The Committee members may make reasonable additional rules to help run the charity providing that this does not conflict with this Constitution or the Law.
29. Each member of the Committee shall have one vote at Committee meetings. In the event of a tied vote the Chairman shall have the casting vote.
30. The Quorum for any meeting of the Committee shall be not less than two (2) Officers of the Society and two (2) Ordinary Members of the Committee.

### **POWERS OF THE COMMITTEE**

31. The Committee shall have the following powers:
  - a. To promote research into subjects directly connected with the Aims of the Society and to publish the results of any such research.
  - b. To co-operate with all Statutory Authorities, voluntary organisations and persons having aims similar to those of the Society.
  - c. To publish books, papers, reports and other literature relative to the Society's purposes and interests.
  - d. To make surveys and prepare maps and plans and collect information relative to any place, building or erection of beauty or historic interest, or past or present local activity within the benefit area.
  - e. To hold meetings, lectures, exhibitions and social occasions.
  - f. To raise funds by way of subscription, donation, and otherwise, providing that the Society shall not raise funds through any permanent trading activity.
  - g. To donate funds to causes directly related to the Aims of the Society.
  - h. To accept any gifts of property or funds whether subject to any special trusts or not.
  - i. To do all such things as are necessary for the attainment of the Aims of the Society.

### **SUB-COMMITTEES**

32. The Committee may establish sub-committees from time to time as shall be thought necessary. Each sub-committee shall be chaired by a member of the Committee appointed by the Chairman.
33. The Chairman of a sub-committee may co-opt Society members to serve on the sub-committee as necessary.
34. Each member of a sub-committee shall have an equal voting right except that in the event of tied vote the Chairman shall have the casting vote.
35. Sub-committees shall be subordinate to and may be regulated or dissolved by the Committee. All actions and proceedings of each sub-committee shall be reported to and confirmed by the Committee at the regular meetings of the Committee.

### **MEMBERSHIP**

36. The charity shall have a membership. People who support the work of the charity and are aged 18 or over, can apply to the trustees to become a member. Once accepted by the trustees, membership lasts for one year and may be renewed. The trustees shall keep an up-to-date membership list.
37. The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.
38. The membership will consist of:
  - a. **Ordinary Members.** Ordinary Membership shall be open to all who are interested in actively furthering the Aims of the Society on payment of an annual subscription.

- b. **Life Members.** Potential or existing members may opt for Life Membership if they so wish through the payment of a single subscription which shall be equal to ten times the annual subscription at the time of enrolling.
- c. **Honorary Life Vice-President.** The committee may recommend to members at the AGM that a member who has rendered exceptionally outstanding and lengthy service to the Society be established as an 'Honorary Life Vice-President'. This is the highest compliment to be awarded by the Society to a member,
- d. **Honorary Life Members.** Honorary Life Membership may be awarded to those who, in the opinion of the Committee, have given lengthy and outstanding service to the Society. Any recommendation for the award of Honorary Life Membership shall be supported by a written summary of service history and submitted to the Committee for approval. If approved by the Committee the award shall be subject to ratification by the membership at the next AGM. Honorary Life Members are not required to pay any further subscriptions to the society.

## **SUBSCRIPTIONS**

- 39. The membership year is the Calendar Year.
- 40. The annual membership subscription shall be decided by the Committee and the membership shall be advised of the amount in the calling notice for the Annual General Meeting.
- 41. Membership subscriptions fall due on the 1<sup>st</sup> January each year.
- 42. A reduced membership subscription of half the annual subscription is to be paid by those enrolling in the last three (3) months of the membership year.
- 43. A reminder shall be sent to those members from the previous two years who have failed to rejoin at the end of two months from the AGM.
- 44. Membership shall be subject to cancellation if the subscription due remains unpaid for three months after the AGM.

## **GENERAL MEETINGS (GM)**

- 45. If the Committee consider it necessary to change the constitution, or wind up the charity, it shall call a GM for the membership to make decisions. Trustees shall also call a GM if they receive a written request from 51% or more of the membership.
- 46. In the event of a GM being called the membership shall be given 14 days notice of the reason for doing so. All decisions require a two thirds majority of the members present at the meeting and formal Minutes shall be taken at the meeting.
- 47. A GM may be called for the following reasons:
  - a. **Winding Up** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
  - b. **Changes to the Constitution** - can be made at AGMs, EGMs or GMs. No change can be made that would make the organisation no longer a charity.
  - c. **Request by Members** - a written request from a majority of members is required.
  - d. **Consultation on Important Matters** - trustees may also call a General Meeting to consult the membership

## **ANNUAL GENERAL MEETING (AGM)**

- 48. An AGM shall be held in or about January of each year. A 'Calling Notice' shall be issued by the Secretary 14 clear days prior to the AGM.
- 49. **Purposes.** The purposes of the AGM are;
  - a. To elect the Officers and Ordinary Members of the Committee when the previous Chairman has stood down and handed the meeting to the President to conduct the voting.
  - b. To appoint an Independent Financial Examiner (IFE) to examine the Society accounts.

- c. If required, to elect a President and not more than 2 Vice-Presidents.
- d. To approve the award of Honorary Life Presidency and Life Membership(s).

50. **Agenda.** An Agenda shall be included in the AGM Calling Notice showing:

- a. The order of business.
- b. The names of those members standing for election and the Officer or committee position for which they are standing.
- c. The name(s) of those whom the Committee recommends be awarded Honorary Life Membership.
- d. The membership subscription for the following year.
- e. The committee planned objectives for the year.

51. **Rules.** The following rules shall apply to the AGM:

- a. Minutes shall be kept of the AGM
- b. At least 40% of the current membership shall be present for the meeting to be quorate.
- c. Every member shall have one vote.
- d. The trustees shall present their Annual Report and accounts.
- e. Any member may stand for election as a trustee.
- f. Members may elect between 3 and 10 trustees to serve for the next year. They will retire at the next AGM but may stand for re-election.

#### **EXTRAORDINARY GENERAL MEETING (EGM)**

52. An EGM may be called by the trustees should they wish:

- a. To dissolve the Society
- b. To amend the Constitution - can be made at AGM/EGMs or General Meetings. No change can be made that would make the organisation no longer a charity.
- c. A request has been received from the membership representing not less than 10% of the current membership of the Society
- d. The trustees wish to consult the membership. A simple majority vote of the Committee is required to convene the meeting.

53. The rules above governing an AGM will also apply to an EGM.

#### **ORDINARY MEETINGS**

54. The Committee shall decide when ordinary meetings of the Society are to be held and shall give prior notice to the membership of all such meetings by promulgating an annual programme of events to all members (which shall include details of the ordinary meetings, speaker topics and visits to places of interest to the Society membership).

#### **FUNDS AND PROPERTY**

55. Funds and property must only be used for the charity's purposes.

56. Trustees must keep accounts. The most recent annual accounts may be seen by anybody on request.

57. Trustees cannot receive any funds or property from the charity, except to refund reasonable out of pocket expenses.

58. Funds must be held in the charity's bank account. All cheques must be signed by 2 trustees and bank transfers authorised by 2 trustees.

## **FINANCE**

59. The Society is empowered to raise funds sufficient to meet their commitments to the aims and purposes of the Society.
60. The Committee shall authorise the payment from the funds of all proper expenses for the administration and management of the Society.
61. The remaining funds of the Society after the payment of the administration and management expenses, and the setting aside of reserves as may be deemed expedient, may be applied by the Committee in furtherance of the Aims and Purposes of the Society.
62. The Society shall maintain an account of its income and expenditure. The Society Accounts shall be examined annually and a certified copy of the examined accounts for the financial year shall be included with the Minutes of the AGM.
63. The Secretary, in consultation with the Treasurer, is to recommend to the Committee for approval and subsequent approval by the AGM the name and qualifications of candidates for appointment as the Independent Financial Examiner (IFE). On approval the IFE may serve indefinitely, but must be re-elected annually at the AGM. A member of the Committee may not act as the IFE.

## **DATA PROTECTION**

64. The Society is classified under the Data Protection Act 2001 as an 'Unincorporated Member Society' and, as such, shall comply with all statutory requirements of the Act (as amended).

## **PURCHASE AND SUPPLY OF LIQUOR**

65. Purchase for the Society and supply by the Society of intoxicating liquor shall be at the discretion of the Committee.

## **LICENSING**

66. The Society shall comply with all statutory requirements of the UK Licensing Laws (as amended) in respect of any event at which alcohol is sold. A committee member shall be appointed to be responsible for obtaining the appropriate licenses.

## **LOTTERIES AND AMUSEMENTS LICENCE**

67. The Society shall comply with all statutory requirements of the Lottery and Amusement licensing regulations (as amended). A committee member shall be appointed to be responsible for obtaining the appropriate licenses.

## **INSURANCES**

68. The Committee is empowered to effect whatever insurances it considers necessary for the protection of the Society and its members.

## **MATTERS NOT OTHERWISE COVERED BY THIS CONSTITUTION**

69. Unforeseen events arising throughout the Society year involving anything not specifically covered by this Constitution shall be determined at the absolute discretion of the Committee.

## **DISSOLUTION OF THE SOCIETY**

70. The Society may be dissolved by a two-thirds majority of members present at an AGM or EGM of the Society. If a motion for the dissolution of the Society is proposed at an AGM or EGM this motion shall be referred to specifically when notice of the meeting is given.
71. In the event of dissolution, the funds of the Society shall be frozen for an agreed period, the exact period to be decided at the Meeting at which the dissolution of the Society is determined.
72. Trustees appointed at that meeting shall be empowered to call a public meeting, including any former members of the Society, to decide whether the Society should be re-formed or re-established if any good and justifiable reason for doing so should arise.
73. Should the Society not be re-established during the period it is in abeyance, the Trustees shall convene a meeting of former members, by press notice or other means, to determine the disposal of the assets, including funds, of the Society.

74. On dissolution the Minutes and other Records of the Society, subject to the decision and confirmation of the appointed Trustees, shall be deposited with, and held in custody by the Civic Voice with which The Bensington Society is registered.

### **SETTING UP THE CHARITY**

75. This constitution was adopted on 24 April 2015 by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the next AGM, which shall be held within one year of this date.

<b><u>Appointment:</u></b>	<b><u>Signed</u></b>	<b><u>Name and Address</u></b>
Chairman		George Verdon, The Stables, 11A Castle Square, Benson, Oxon, OX10 6SD
Secretary		Paul Booker, 1 Bear Lane, Wallingford, Oxon, OX10 8DR.
Treasurer		Anthony Holder, 10 Saint Helen's Way, Benson, Oxon, OX10 6SW
M'ship Secretary		Michael Dyde, 5 Queen's Close, Dorchester on Thames, Oxon, OX10 7LR