

## THE HENLEY SOCIETY CONSTITUTION

### 1. **NAME**

The Name of the Society shall be The Henley Society.

### 2. **OBJECTS**

The Society is established for the public benefit for the following purposes in the area comprising the Borough or Parish of Henley-on-Thames and the surrounding parishes insofar as these affect the amenities of the said Borough or Parish of Henley-on-Thames which area shall hereinafter be referred to as "the area of benefit".

- a) to stimulate public interest in the area of benefit.
- b) to promote high standards of planning and architecture in the area of benefit.
- c) to secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
- d) to secure the preservation of or improvement in environmental standards in the area of benefit.

In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers:-

- i) to promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- ii) to act as a co-ordinating body and to co-operate with the local authority, planning committees, sanitary drainage and all other local and statutory authorities; and with voluntary organisations, charities and persons having aims similar to those of the Society.
- iii) to promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- iv) to publish papers, reports and other literature.
- v) 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.
- vi) to hold meetings, lectures, and exhibitions.
- vii) to educate public opinion and to give advice and information
- viii) 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 Society shall not undertake any permanent trading activities in raising funds for its primary purposes.
- ix) to take and accept any gifts of property, whether subject to any special trusts or not.

- x) 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.
- xi) to borrow or raise money for the purposes of the Society on such terms and on such security as the Executive 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.
- xii) to do all such other things as are necessary for the attainment of the said purposes.

### 3. **MEMBERSHIP**

Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have power to vote at any meeting of the Society if his subscription is in arrears at the time, Junior members shall be those aged less than eighteen years at the time their subscription is due; and they shall not be entitled to vote at any meeting of the Society. The subscriptions of a member joining the Society in the three months preceding 1st January in any year shall be regarded as covering membership for the Society's year commencing on 1st January following the date of joining the Society.

### 4. **SUBSCRIPTIONS**

The Life and Annual subscription shall be such sums as the executive Committee shall from time to time determine. At least three months notice of any future changes in Subscription to be given to all Members.

Annual subscriptions are due on 1st January. Membership shall lapse if the appropriate subscription remains unpaid for two months after it is due.

### 5. **GENERAL MEETINGS**

An Annual General Meeting shall be held in or about March or April of each year to receive the Executive Committee's report and audited accounts and to elect the Honorary Treasurer, the Honorary Secretary and the Executive Committee as might be required. The Committee shall decide when general meetings of the Society shall be held and shall give at least fourteen days notice of such meetings to all members.

A President and Vice-Presidents may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

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

Special General Meetings of the Society shall be held at not less than 14 days notice at the written request of members representing not less than 10% of the existing membership of the Society and whose subscriptions are fully paid-up. Twenty members personally present shall constitute a quorum for a meeting of the Society.

6. **OFFICERS**

The Officers of the Society shall consist of:-

Chairman

Vice-Chairman

Honorary Secretary

Honorary Treasurer

Honorary Membership Secretary

each of whom shall relinquish office at the Annual General Meeting.

7. **THE EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the management and administration of the Society. The Executive Committee shall consist of the Officers and not more than SIX other members. The Committee shall have the power to co-opt not more than three further members (who shall attend in an advisory and non-voting capacity and shall not form part of the quorum). The Officers and members of the Committee shall normally be resident or work in the area of benefit.

The Executive Committee will meet as soon as possible after the AGM to elect the Chairman, Vice-Chairman and Honorary Membership Secretary which will be the first three items on the agenda. The Honorary Secretary will take the chair for item 1 on completion of which, the duly elected Chairman will take the chair for the rest of the meeting.

The President and Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting or form part of the quorum.

The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

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 7 days' notice of each meeting; similar notice shall be given to the President and Vice-Presidents. The quorum shall comprise not less than one third of the members of the Executive Committee.

8. **SUB-COMMITTEES**

The Executive Committee may constitute any such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and other members of each sub-committee shall be appointed, and its quorum shall be determined, by the Executive Committee and all such 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 no bar to appointment to membership of the Executive Committee. Sub-Committees shall be subordinate to the Executive Committee and may be regulated or dissolved by the Executive Committee. A sub-committee may not consist of more than 12 members; and the Chairman and Honorary Secretary of the Society shall be members "ex-officio" of every sub-committee.

9. **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.

10. **INVESTMENT**

All monies at any time belonging to the Society and not required for immediate application for its purposes 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 whether by the Charity Commissioners or the Secretary of State for Education and Science 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.

11. **TRUSTEES**

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 invested in trustees who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The power of appointment of new trustees shall be invested in the Executive Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee. The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto 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 be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

12. **AMENDMENTS**

This Constitution may be amended by a two-thirds majority of members present entitled to vote and so voting at an Annual General Meeting or Special General Meeting of the Society, providing that 21 (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.

13. **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.

14. **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 objects similar or reasonably similar to those therein 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 Society or otherwise as the Committee may decide.

22nd April 2022