

RAVENSBORNE VALLEY PRESERVATION SOCIETY

REVISED CONSTITUTION June 2014

Words in **bold** indicate definitions.

1. Objectives of the Society

Preserve the best and improve the rest.

To preserve and improve the environment in the Area defined below and when appropriate the wider area and to work for the benefit of the membership and the community as whole.

The **Area** is defined as the approximate area bounded by

West	Downs Hill and Ravensbourne Avenue
South	Beckenham Lane
East	Highland, Oaklands and Coniston Roads
North	Ashgrove Road to Ravensbourne BR Station and Crab Hill

In furtherance of the said objects but not otherwise the Society may:

- a) Monitor issues to do with planning, traffic, the environment, amenities and other items of interest to the Members, and coordinate and organise appropriate responses.
- b) Initiate or support such actions that the Society believes would improve the environment of the Area and the community therein.
- c) Where appropriate work with other like-minded organisations and individuals.
- d) Act as a non-political pressure group.
- e) Raise funds and invite and receive contributions from any person or persons whatsoever by way of donation, and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purposes.
- f) Do all such other lawful things as are necessary for the attainment of the said purposes.

2. Membership of the Society

- a) Anyone resident in the Area is eligible to be a **Member**.
- b) A Register of Members shall be maintained in a manner which shows the name, address and, where provided, email address, phone number and other details of such Members.
- c) Unless agreed otherwise by a majority at a General Meeting, registered Members shall cease to be Members if they:
 - resign,
 - cease to be a resident the Area,
 - cease paying subscriptions for two consecutive years, or
 - are expelled by a majority vote at a General Meeting.
- d) Life Members may be proposed and agreed at a General Meeting.

- e) **Co-opted Members** are non Members co-opted at Members Meetings, for example if they have particular expertise relevant to the work of the Society. Co-opted Members may attend Members' Meetings and act on Working Parties but do not count towards a quorum and do not have voting powers.
- f) No member shall derive financial benefit from membership of the Society.
- g) All parties to decisions on behalf of the Society should act with due care and with regard to the objectives and resources of the Society.

3. Subscriptions

- a) One full membership subscription shall cover all residents at the same address.
- b) The amount of the subscription shall be determined by a majority at the Annual General Meeting.
- c) The subscription year shall commence on the 1st July each year.
- d) Subscriptions are payable annually in advance.
- e) Subscriptions shall normally be collected by the Road Representatives and passed to the Treasurer. Road Representatives will at the same time send an update of Members to the Membership Secretary.

4. General Meetings

- a) The Society shall hold, with 14 days notice, an **Annual General Meeting** in every calendar year at such time and place as may be determined at a Members' Meeting, provided that every AGM shall be held not more than fifteen months after the last preceding AGM.
- b) The following business shall be transacted at the AGM:
 - Minutes of the previous AGM.
 - Consideration of the reports prepared by Elected and Appointed Officers.
 - Consideration of the audited income and expenditure account, balance sheet and Auditor's report.
 - The fixing of the annual subscription payable by members.
 - The election of Officers.
 - The appointment of the Auditor.
- c) If no Annual General Meeting is called within eighteen months of the last AGM, an AGM may be called by five or more paid up members giving at least 14 days notice of the time, date and place of such meeting by public advertisement and by such other means as is reasonably practicable to bring it to the notice of all registered Members. A meeting so called shall be a valid AGM for all purposes, including the election of Officers.
- d) If within half an hour from the time appointed for the holding of an AGM a quorum of ten Members is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case the

Members who are present shall be empowered to terminate the Society in accordance with the Termination of the Society clause.

- e) An **Extraordinary General Meeting** if required may be called between Annual General Meetings, by a majority of the Elected Officers (excluding vacancies) or by five or more Members giving at least 14 days notice of the time, date and place of such meeting by public advertisement and by such other means as is reasonably practicable to bring it to the notice of all registered Members. Notice of the Meeting must specify the motion(s) to be debated.

5. Members' Meetings

- a) The prime duty of the Members' Meetings is to manage the Society's affairs between General Meetings.
- b) The Members' Meetings shall consist of no less than four Members, including at least one Elected Officer and excluding Co-opted Members.
- c) The Members' Meetings shall resolve any differences by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- d) The Members' Meeting shall normally be held bi-monthly, but not less than four times a year.
- e) All Members' Meetings shall be open to all paid up Members.
- f) No person who is not a Member of the Society may attend the Members' Meetings other than as a Co-opted Member. However, at the discretion of the Chair of the Meeting, part or all of a Members' Meeting may be declared open to any interested party to attend and participate but they do not have voting powers.
- g) The dates and venues of Members' Meetings shall be published with a minimum of 14 days' notice in the Newsletter or by such other means as may be appropriate. Accidental omission to give notice, or non receipt of notice, shall not invalidate the meeting.
- h) Members' Meetings shall agree specific responsibilities for Members as may be necessary from time to time. Members appointed for such responsibilities shall be referred to as **Appointed Officers** and they shall keep the Chairman informed on what actions they intend to take and report them to Members' Meetings and AGMs. Elected Officers may also become Appointed Officers by taking on other specific responsibilities.
- i) Members' Meetings may create **Working Parties** to further the objects of the Society. Any Working Party so created shall report back to the Members' Meetings at its regular meetings. The Society's Chairman shall be an ex-officio member of all Working Parties.
- j) Members' Meetings may co-opt non-members as Co-opted Members to attend Members Meetings or act on Working Parties.
- k) Members' Meetings shall cause minutes to be made of all decisions at their meetings. Copies of the minutes of the last meeting should be

available for the next meeting at which they should be submitted for acceptance as a true record.

6. Officers of the Society

- a) The **Elected Officers** of the Society shall be **Chairman, Vice-Chairman, Secretary, Treasurer** and **Membership Secretary**, all of whom must be Members and shall be elected at an Annual General Meeting.
Officers are accountable to the Members to act in line with the Objectives of the Society.
- b) **Election of Officers**
Nominations for the Elected Officer posts will be sought for each AGM. Any Member wishing to stand as an Elected Officer must be nominated and seconded by other Members, either in advance of the Annual General Meeting and notified to the Secretary, or at the Annual General Meeting.
The Chairman of the Annual General Meeting will conduct the voting. If there is only one candidate, the Meeting will vote on whether it approves the appointment. The Officer will be appointed if he/she receives a majority of the votes at the Meeting.
In the event of two or more candidates for one post, the candidate with the most votes will be appointed. In the event of an equal number of votes being cast for each candidate, the Chairman will have a second or casting vote.
If there are no new candidates, and the current post holder is willing to continue, he or she will continue in the post, for up to a total of five years (see Term of Office below).
- c) **Resignation of Officers**
An Officer, Elected or Appointed, may resign at any time by providing notice in writing to the Chairman or Secretary.
An Officer, Elected or Appointed, will be deemed to have resigned if he or she is no longer a Member.
If resignation would leave the Society with no Elected Officers and no Members agree to stand to replace them then the resignation will not stand and a resolution to terminate the Society must be proposed at the next meeting.
If an Elected post becomes vacant between Annual General Meetings, then an Extraordinary General Meeting may be held either in addition to or instead of the next Members' Meeting and the EGM shall have the power to elect a successor to hold office until the next Annual General Meeting. The nomination and voting procedure will be as at the Annual General Meeting described above.
- d) **Term of Office**
No Elected Officer should hold office for more than five years without reappointment. On the 5th anniversary of original appointment an Elected Officer may be reappointed for a maximum of a further five years. The nomination and voting procedure will be as above. After ten

years from the original appointment an Elected Officer must stand down for at least a year before seeking reappointment to any post.

7. Finances and Accounts

- a) The Society shall manage its finances in accordance with the requirements of Law.
- b) The Society's financial year shall commence on 1st January.
- c) At the Annual General Meeting in every year the Treasurer shall lay before the Society a proper income and expenditure account for the period since the last preceding account together with a balance sheet showing the true financial position of the Society as at the end of that period.
- d) The accounts shall reflect the recommended practice for small charities as jointly published by the Institute of Chartered Accountants and kindred bodies.
- e) The accounts shall have been properly audited by a person so appointed at the previous AGM or other person properly co-opted at a Members' Meeting. The person appointed as Auditor should not normally attend Members' Meetings.
- f) Authorised incidental expenses up to a limit of £100 incurred on behalf of the Society may be submitted to the Treasurer for repayment by the next Members' Meeting. Expenses in excess of £100 shall require the prior approval of a Members' Meeting. Wherever possible receipts must accompany the submission.

8. Changing the Constitution

The Constitution can only be altered at an Annual General Meeting or Extraordinary General Meeting of the membership. The changes to the Constitution must be proposed by a majority of the Elected Officers (excluding vacancies) or five or more Members. Any alteration shall require approval by a minimum of 75% of the Members at the meeting. Notice of the meeting must specify what changes are proposed.

9. Termination of the Society

The Society can only be terminated at an Annual General Meeting (including an AGM that is not quorate) or Extraordinary General Meeting of the membership and shall require approval of 75% of the Members present at the meeting. Notice of the meeting must specify the motion for determination.

After the AGM or EGM all liabilities shall be met and any remaining assets of the Society shall be dispersed to a Charity or Charities providing that 75 % of Members agree. Ideally this will be a Charity or Charities with aims similar to those of the Society. If no agreement can be reached then the net assets shall be given to the Charity supported from time to time by the Mayor of Bromley

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