

Constitution:
The Rules of Histon & Impington
Village Society

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1. Definitions

1.1. The following definitions apply unless the context requires a different interpretation:

“Accounting Year”	means the year beginning on 1st January, the date to which the accounts of the Society will continue to be prepared.
“AGM”	means the Annual General Meeting of the Society.
“Committee”	means the Executive Committee consisting of Officers and Ordinary Members elected or nominated to operate and manage the Society.
"Confidential Information"	means all information about the Society and the Members but does not include information that it is reasonably necessary to disclose to a person in the usual course of dealing so far as that information is disclosed in those circumstances. It includes among other things: information about members, their personal contact information and businesses and the Society’s future plans and policies. It includes information about the Intellectual Property.
“EGM”	means an Extraordinary General Meeting of the Society.
“Society”	means Histon & Impington Village Society.
"Intellectual Property"	means intellectual property of every sort, whether or not registered or registrable in any country, including intellectual property of all kinds coming into existence after the date this constitution is adopted; and including, among others, patents, trademarks, unregistered marks, designs, copyrights, software, domain names, discoveries creations and inventions.
"Member"	means any person who has applied for Membership, has been accepted, and paid the current subscription fee.

"Membership"	means membership of the Society as set out in the Rules.
"Principal Officer"	means one of the Chair, Secretary, or Treasurer.
"Register of Members"	A document, normally held in electronic form such as a spreadsheet or database, holding essential information about Members.
"Objectives"	means the aims and objectives of the Society as set out in the Rules.
"Officer(s)"	means the holder of any titled office of the Society with a designated role.
"Rules"	means the rules of the Society as set out in this document as amended from time to time.

2. Name

2.1. The name of the Society is Histon & Impington Village Society.

2.2. The Society will use the acronym H&IVsoc as an abbreviation for the name of the Society.

3. Main Objectives

3.1. To stimulate public interest in and care for the attractiveness, history and character of the villages and their surroundings.

3.2. To encourage the preservation, development and improvement of features of general public amenity or historic interest.

3.3. To encourage high standards of planning and architecture in the villages in keeping with the concept of the village community.

3.4. To do all such things, both practical and social as may further the aims of the Society.

4. Membership

- 4.1. Any person who is over 18 years of age, is a resident of the UK, and has an interest in supporting the Objectives of the Society is eligible to apply for Membership.
- 4.2. The Society will not discriminate against applicants on grounds of race, gender, religion or sexual orientation and shall be independent of any political party.
- 4.3. Application to join the Society is made by a prospective member
 - (a) completing an application form confirming that they will comply with these Rules and,
 - (b) paying the currently applicable membership fee.
- 4.4. Each applicant shall provide to the Society their current postal address, e-mail address, and telephone number as often as they are changed, together with all other such information that may be required in order to issue timely notifications to them as required by these Rules.
- 4.5. The Secretary will maintain the Register of Members.
- 4.6. A Member cannot transfer Membership to any other person.
- 4.7. It is a condition of Membership that a Member shall at all times comply with the Rules of the Society and promote the interests and Objectives of the Society.
- 4.8. The Committee reserves the right to reject an application for membership if it has good reason to believe the applicant has entered false information on the application form, or has good reason to believe the applicant has an agenda which is prejudicial to the interests and Objectives of the Society.
- 4.9. If an application for membership is rejected the membership fee will be refunded.

5. Subscriptions

- 5.1. Payment for Membership is for one year beginning on 1st January.
- 5.2. The annual membership subscription fee for the following year will be reviewed and set by the Committee in October and formally agreed or confirmed at the next following AGM.
- 5.3. Subscriptions are due immediately on or before January 1st in every year.
- 5.4. On joining, a subscription is immediately payable pro rata with a full year, for the period from the joining date to the next subscription date.
- 5.5. Membership will lapse automatically if a continuing Member's subscription is more than three months in arrears from the start of the Membership year.

6. Resignation, suspension and expulsion

- 6.1. A Member may resign from the Society by informing the Secretary in writing of their intention to do so. Their resignation will take effect immediately.
- 6.2. The Committee has the power to suspend by notice in writing any Member whose conduct, in the opinion of a simple majority of the Committee, is considered harmful to the good name of the Society; materially conflicts with the Objectives of the Society; or otherwise renders them unfit for Membership.
- 6.3. A suspended member will be given the opportunity of being heard and of defending themselves before the Committee within 30 days.
- 6.4. If any Member so suspended cannot justify their actions to the Committee or fails to remedy the breach (if capable of remedy), within 30 days of being given a suspension notice then, by simple majority vote of the Committee, that Member shall be expelled from the Society.
- 6.5. A suspended member shall not be elected as an Officer nor be entitled to vote at any meeting.
- 6.6. If a Member chooses to resign or is suspended or expelled in accordance with this paragraph, no part of their subscription shall be refundable.

6.7. Any notice given to a Member in breach shall be without prejudice to any other claim or action against the defaulting Member.

7. Privacy and Confidentiality

7.1. The Register of Members will be maintained by the Secretary and will record the title, name, postal address, e-mail address and telephone number of the Member, the Member's joining date, and whether or not the appropriate subscription for the current year has been paid. The Register of Members will be regarded as Confidential Information.

7.2. Members will be entitled to view their own entry in the Register of Members and correct it if applicable.

7.3. The Register of Members and the information held therein will not be knowingly disclosed by any Member to any third party, unless required to do so in order to comply with English law.

7.4. Each Member agrees and undertakes that they will not remove from Society's control, or copy or allow anyone else to copy from any document, computer disc, tape or other tangible item which contains any Confidential Information except as may be necessary in the course of their work for the Society;

7.5. This paragraph does not apply to any disclosure made with the consent of the Officers of the Society or under the authority of the Committee or by order of a court of law.

8. Management of the Society

8.1. The Society shall be managed by a Committee. The Committee shall be composed of up to ten Members, including all of the Officers, a Programme Secretary and a representative from each sub-committee. The representative may also be one of the Officers, or an elected member of the Committee.

8.2. The Officers of the Committee and their main duties will be as follows:

8.2.1 Chair. The Chair will be responsible for chairing Committee and General meetings, co-ordinating the activities of the Society and ensuring the rules of the Society are observed.

8.2.2 Secretary. The Secretary will be responsible for taking minutes at meetings and circulating the minutes to members, managing the Register of Members, communicating with members and

dealing with correspondence addressed to the Society.

8.2.3 Treasurer. The Treasurer will be responsible for managing the finances of the Society, keeping an accurate and detailed record of income and expenditure, regular reporting to the Committee regarding the Society's financial position, and producing annual accounts.

8.2.4 Programme Secretary. The Programme Secretary will be responsible for arranging talks and any outside activities.

8.2.5 Publications Officer. The Publications Officer will be responsible for the Society's stock of publications, including re-ordering and stocktake of same. The Publications Officer does not have to serve on the Committee.

8.3. The Committee may appoint additional Officers with other specific duties from their number as may be required for the operation of the Society.

8.4. At meetings of the Committee, a quorum shall consist of 5 members, of which one must be a Principal Officer.

8.5. The Chair shall normally preside at Committee meetings. In the absence of the Chair, the Committee shall elect a member to preside.

8.6. If the total number of members is less than the quorum required, the Committee must not take any decision other than a decision to adjourn the meeting.

9. Honorary President

9.1. The Committee, at its discretion, may appoint an Honorary President.

9.2. The appointee may or may not currently be a member of the Society.

9.3. The Honorary President will normally be an individual who in the opinion of the committee has made an outstanding contribution to local community history or activities.

9.4. Any appointment to this position will be for a period of three years.

9.5. The Honorary President may be re-appointed for further periods without restriction.

9.6. The Honorary President will be given honorary membership of the Histon & Impington Village Society and will be entitled to attend any meeting of the Society or of the Committee.

10. Society Property

- 10.1. The Committee may at its discretion purchase equipment and materials required for use in the activities undertaken by the Society
- 10.2. The Committee will maintain an inventory of such equipment and materials, and this will be available for inspection by Members at any time, given adequate notice.
- 10.3. Such equipment and materials may be loaned to other Societies or bodies with similar Objectives from time to time at the discretion of the Committee.

11. Code of Conduct

- 11.1. Members will at all times behave in a courteous and respectful manner to each other and, also to members of the public at Society events open to non-members,

12. Appointment and Removal of Committee

- 12.1. At each AGM all the members of the Committee shall retire and an election of a new Committee shall take place.
- 12.2. Officers and ordinary members of the Committee may be re-elected without restriction.
- 12.3. Nomination forms, in a format agreed by the Committee, will be circulated to all registered members along with the notice of the AGM.
- 12.4. Any Member may be elected a Committee member, nominate a member (including themselves) and may vote to appoint a Committee member.
- 12.5. A Member may propose or second one or more members (whose consent to serve shall first have been obtained) for election as an Officer or Committee member by completing a nomination form and returning it to the Secretary at least 10 days prior to the AGM.

- 12.6. The outgoing Committee shall present to the AGM all the nominations received.
- 12.7. Should two or more names be put forward for the same office, or where more than 5 names are put forward for ordinary members of the Committee, those members attending the AGM shall vote. A simple majority deciding the outcome in each case.
- 12.8. If insufficient nominations are received to fill all the Committee positions, the outgoing Committee may accept nominations from the floor of the meeting.
- 12.9. At the AGM, two Members who are not members of the Committee shall accept the role of returning officer. A poll shall be taken on the appointment to the Committee of each nominated Member. The returning officers shall count the votes and declare the results without disclosing the outcome of any Member's vote. The Members polling the highest number of votes shall be appointed as Committee members. No Member shall vote for their own appointment.
- 12.10. Members of the Committee who absent themselves without good reason for three consecutive meetings shall be deemed to have resigned from the Committee.

13. Powers of Committee

The Committee's powers shall include, but not be limited to:

- 13.1. filling any vacancy on the Committee from among Members until the next AGM;
- 13.2. filling any vacancy for a Principal Officer, arising during an Accounting Year from the Committee, on the agreement of more than five members of the Committee. Alternatively, an EGM should be called using the same nomination process as that employed at an AGM;
- 13.3. appointing such sub-committees as they believe necessary. Any sub-committee so appointed shall be accountable to the Committee;
- 13.4. employing or contracting staff to carry out activities of the Society;
- 13.5. Appointing an Auditor or scrutineer, being an independent examiner of the Accounts. Such appointee being subject to the approval of members at the next AGM.
- 13.6. opening and operating a bank account in the name of the Society;

- 13.7. managing the financial affairs of the Society;
- 13.8. taking any action to promote the Objectives of the Society;
- 13.9. suspending or expelling a member as described elsewhere in these Rules.

14. Annual General Meeting

- 14.1. The AGM of the Society shall be held no less than 45 days and no more than 90 days from the end of the financial year, for the purposes of:
 - 14.1.1 receiving the reports of the outgoing Committee and any sub-committees in relation to the Society's activities;
 - 14.1.2 receiving and, if thought fit, approving the accounts in respect of the preceding year;
 - 14.1.3 electing the Officers and ordinary committee members of the Society;
 - 14.1.4 Approving the Committee's appointment of Auditor or scrutineer;
 - 14.1.5 dealing with any other general business of the Society.
- 14.2. Each Member shall be entitled to receive 21 days notice of an AGM. The notice shall state the date, time and place of the meeting, and a draft agenda.
- 14.3. Any Member wishing to raise any matter at the AGM shall give notice in writing to the Chair or Secretary at least 7 days prior to the date of the meeting.
- 14.4. A proposal to the AGM on any of the following matters must be ratified by a vote of at least 75 % of the Members present at the meeting:
 - 14.4.1 A change to the name of the Society;
 - 14.4.2 A change to the Rules of the Society;
 - 14.4.3 Dissolution of the Society.
- 14.5. A proposal to the AGM on any other matter shall require a simple majority vote.

15. Extraordinary General Meetings

- 15.1. An EGM shall be convened by the Committee within 14 days of receipt by it of a direction by the majority of Officers or of a requisition signed by at least 12 Members of the Society.
- 15.2. No EGM shall take place without giving at least 14 days' notice of the meeting to the Members.
- 15.3. The notice shall state the date, time and place as well as the purpose of the meeting.

16. Quorum at General Meetings

- 16.1. The quorum for an AGM or an EGM shall be 5 members.

17. Voting at General Meeting

- 17.1. Any Member who has paid a subscription for the current year may vote at an AGM or an EGM.
- 17.2. In the event of equality of votes for and against a matter, the Chair shall have a second, casting vote.

18. Finance

- 18.1. The Society is a not for profit Society, and any funds received from donations, grants, membership fees, or sale of items will be used to support the Objectives of the Society and meet direct operating costs.
- 18.2. The Accounting Year of the Society shall be from 1st January of each year and end on 31st December.
- 18.3. The Committee shall open a bank account in the name of the Society.
- 18.4. The Society's bank account shall have three agreed signatories registered with the bank, to include at least two of the Principal Officers.
- 18.5. Every cheque drawn or bank transfer made from the Society's bank account shall be signed or authorised in writing by two of the agreed signatories.

- 18.6. All membership fees and other money received shall be deposited in the Society bank account.
- 18.7. The Treasurer shall keep proper accounts of the Society.
- 18.8. No member may commit to any contract or expense on behalf of the Society without the express authorisation of two Officers of the Committee.
- 18.9. The Committee shall not authorise entering into any contract or expense unless it is funded in advance of any commitment.
- 18.10. Income received by the Society and any property belonging to it shall be used only for the operation of the Society and to further its objectives. No such income or property may be distributed to members.
- 18.11. An independent auditor or scrutineer, being an independent examiner of the accounts, shall audit the accounts of the Society annually. This person shall not be disqualified as auditor because they also provide other accounting services to the Society.

19. Dissolution

- 19.1. The Society may be dissolved by a resolution passed by no less than 75% of Members present and voting at an AGM or EGM.
- 19.2. Any assets or funds remaining after the settling of any debts and liabilities shall be given to such other voluntary Society or Societies with Objectives similar to those of the Society, as shall be determined by Members at the dissolution meeting.

20. Communication

- 20.1. The primary means of communication between the Society and Members will be via e-mail.
- 20.2. Any communication to be served by the Society to a Member shall be sent to the Member's e-mail address as recorded in the register of members, or the e-mail address from which the receiving party has last sent e-mail, if different.
- 20.3. An electronic communication shall be deemed to have been delivered if no notice of non-receipt has been received by the sender within 24 hours.

20.4. If the Member cannot be contacted by e-mail the communication will be served at the Member's postal address as recorded in the register of members.

21. Contingencies

21.1. In the event of any circumstance arising not covered by these Rules, the Committee will make an interim ruling, which shall be put before the next AGM, or in exceptional circumstances, as determined by the Committee, an EGM.

22. Miscellaneous

22.1. In any case where any part or provision of these Rules is held to be unlawful, void or unenforceable, then that part or provision shall be deemed to be removed from these Rules so as to leave valid and enforceable the remainder of the Rules.

23. Record of Adoption

23.1. The above revised constitution was adopted at the AGM held

at

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