

# **Coventry Society**

## **Constitution**

### **NAME**

1. The name of the Society shall be the Coventry Society (“the Society”)

### **OBJECTS**

2. The Society is established for the public benefit for the following objects in the area comprising the City of Coventry:
  - (i) To promote the environmental, social, economic and cultural improvement of Coventry for the benefit of people living and working here.
  - (ii) To promote high standards of planning, urban design and architecture in or affecting Coventry.
  - (iii) To preserve, and to promote understanding and appreciation of, the built, landscape and environmental heritage and history of Coventry.
  - (iv) To promote high quality public amenities and services for the people of Coventry.
  - (v) To promote harmonious relations among the community of all races, beliefs and cultures in Coventry.

### **POWERS**

3. In furtherance of the said objects but not otherwise the Society shall have the following powers:-
  - (i) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
  - (ii) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
  - (iii) To act as a co-ordinating body and to co-operate with the local authorities and other statutory bodies, voluntary and community organisations, charities and persons having aims similar to those of the Society.
  - (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 interest within the area of benefit.
  - (vi) To hold meetings, lectures and exhibitions.
  - (vii) To educate public opinion and to give appropriate advice and information to enable active citizenship.
  - (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 purpose.
  - (ix) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.
  - (x) Subject to such consents as may be required by law, 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) Subject to such consents as may be required by law, 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 lawful things as are necessary for the attainment of the said objects.

### **MEMBERSHIP**

- 4. Membership shall be open to all who are interested in actively furthering the objects of the Society.
- 5. The Executive Committee reserves the right to withdraw/withhold membership for conduct deemed inappropriate.
- 6. Membership may be terminated if a member:
  - (i) dies;
  - (ii) tenders his/her resignation in writing to the executive committee; or
  - (iii) fails to renew his/her subscription within three months after it is due.

### **RULES**

- 7. The Executive Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
  - (i) the admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (ii) the conduct of members of the Society in relation to one another, and to the Society employees;
  - (iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the Executive Committee and its sub-committees in so far as such procedure is not regulated by this constitution;
  - (v) generally, all such matters as are commonly the subject matter of the rules of associations.
- 8. Any rule or bye-law made by the Executive Committee may be rescinded or amended by a majority vote of the members in general meeting.

### **MEETINGS**

- 9. An Annual General Meeting must be held within 15 months of the previous Annual General Meeting.
- 10. The Annual General Meeting shall receive the Executive Committee's report and audited or independently examined accounts and elect the Executive Committee.
- 11. The Executive Committee may call an ordinary general meeting of the members at any time.
- 12. Special General Meetings of the Society shall be held at the written request of ten or more members.

13. Ten members or one third of the membership, whichever is the lesser, shall constitute a quorum for a Meeting of the Society.
14. The Committee shall give at least 7 days' notice to members of all Meetings of the Society.
15. Votes at meetings of the Society shall be made in person. Proxy voting is not permitted.

### **THE EXECUTIVE COMMITTEE**

16. The Executive Committee shall be responsible for the management and administration of the Society.
17. The Executive Committee shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer and not more than 11 other members.
18. Nominations for the election of officers and other Executive Committee Members shall be made in writing and submitted to the Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained.
19. Should the Secretary not have received nominations for the four officer posts or have received fewer than six nominations for the Executive Committee before the prescribed date, the Chairperson shall allow further nominations to be made at the meeting. Such nominations should be seconded and the consent of the nominee must be obtained.
20. At each annual general meeting all the officers and other Executive Committee Members shall retire from office.
21. Any officer or other Executive Committee Member retiring from office may be re-elected.
22. The Executive Committee shall meet not less than four times a year and the Secretary shall give all members not less than seven days' notice of each meeting.
23. The quorum for Executive Committee Meetings shall comprise three or one third of the members of the Executive Committee whichever is the lesser.
24. The Executive Committee shall have the power to appoint officers from among its members to fill any vacancies which may arise between annual general meetings.
25. The Executive Committee shall have the power to appoint people to fill up to five vacancies on the executive committee between annual general meetings.
26. The Executive Committee may appoint from among its members such unremunerated posts as they see fit. Any such appointment may be made upon such terms as the Executive Committee Members determine. Any appointment of an Executive Committee Member to an executive office shall terminate if he/she ceases to be an Executive Committee Member.
27. No Executive Committee Member shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as an Executive Committee Member in any other contract to which the Society is a party.

### **SUB-COMMITTEES**

28. 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. The role and responsibilities of each Sub-Committee should be recorded in the minutes of the Executive Committee meeting at which it is constituted.
29. The Chairperson 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. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

## **DECLARATION OF INTEREST**

30. It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of any Committee or Sub-Committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairperson) or vote thereon.

## **APPLICATIONS OF FUNDS**

31. 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.

## **INVESTMENT**

32. All moneys 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 investment, securities or property as it may think fit, subject nevertheless, where appropriate, 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.

## **INCORPORATION**

33. In the event of the Society:
- (i) acquiring or proposing to acquire property with a value in excess of £10,000,
  - (ii) entering into or proposing to enter into a contract with a value of £10,000
  - (iii) entering into or proposing to enter into a contract of employment with annual remuneration in excess of £10,000, or
  - (iv) borrowing, or proposing to borrow, moneys in excess of £5,000
- the Executive Committee shall convene a general meeting of the members to consider incorporation of the Society as a company limited by guarantee or such other equivalent legal form as may exist at the time.

## **ACCOUNTS**

34. The Executive Committee shall ensure that proper books of account are kept and that accounts are presented to the annual general meeting .
35. The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- (i) the keeping of accounting records for the Society
  - (ii) the preparation of the annual statements for the Society
  - (iii) the auditing or independent examination of the statements of account of the Society; and
  - (iv) the transmission of the annual return and statements of account of the Society to the Charity Commission.
36. Executive Committee will arrange to be prepared, and receive, a brief financial report at each of its meetings, and on request at any other time given reasonable notice.

### **ANNUAL REPORT**

37. The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

### **ANNUAL RETURN**

38. The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

### **AMENDMENTS**

39. This Constitution may be amended by a two-thirds majority of the members who are 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, and provided further that no amendment shall be made to Clause 2, Clause 41 or this Clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

### **NOTICES**

40. 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.

### **DISSOLUTION**

41. 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. If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special Meeting at least 28 days' notice shall be given specifically referring to the proposed motion. The Civic Trust is to be notified of the intention to dissolve in advance of the meeting. 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 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.

Adopted at the Annual General Meeting of the Society 3<sup>rd</sup> April 2006

Amended at the Annual General Meeting of the Society held on 8<sup>th</sup> April 2013