

AUDLEM DISTRICT AMENITIES SOCIETY

CONSTITUTION

(Adopted 21 March 1973, amended 1991 and 2019)

1. NAME The name of the Society shall be Audlem District Amenities Society.
2. OBJECTIVES The Society is established for the public benefit for the following purposes in the area comprising Ecclesiastical Parish of Audlem 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.

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, 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 plant and maintain floral displays, flowerbeds and verges to enhance the village centre or wherever a need is established by the Executive Committee.
- V. 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.
- VI. To take and accept any gifts of property, whether subject to any special trusts or not.
- VII. 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.
- VIII. 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, unless the borrowing is guaranteed or secured so as to impose no liability on individual members.
- IX. 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 18 years at the time their subscription is due; and they shall not be entitled to vote at any meeting of the Society. Membership is for 12 months from the date of payment. To be eligible to vote, a member must have been a member for at least three months at the date of the vote. A member of the Executive Committee is by default a member of the Society.

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4. SUBSCRIPTIONS

The annual subscription shall be:

Full members: £2.00
Joint Full Membership for Household: £3.00

..or such reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable three months before the AGM, typically before 31 October each year to be eligible to vote at the AGM. Membership shall lapse if the subscription is unpaid three months after it is due.

5. MEETINGS

An Annual General Meeting shall be held after year end of 31 January on a date determined by the Executive Committee ~~on or about third Monday in October of each year~~ to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held and shall give at least fourteen days' (see item 14) notice of such meetings to members so that they may raise with a committee member any matter that they wish the Executive Committee to consider. Special General Meetings of the Society shall be held at the written request of members representing not less than ten per cent of the existing membership of the Society and whose subscriptions are fully paid up or by a majority vote of the Executive Committee. Twelve members personally present shall constitute a quorum for a Meeting of the Society.

6. OFFICERS

Nominations for the election of officers shall be made 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. The elections of Officers shall be completed prior to the election of further Committee members.

The Officers of the Society consist of:

Chairman
Vice Chair
Honorary Secretary
Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. No Officer shall retain his office for more than three consecutive years. A President and Vice-Presidents may also be elected at the General Meeting of the Society, for periods to be decided at such a meeting. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

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 nine other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). The Officers and members of the Committee shall normally be resident or work in the area of benefit but the Committee shall have power to co-opt additional members from outside the area of benefit. The President and Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing at least 14 days before the Annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, outgoing members may be re-elected.

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 seven days' notice of each meeting. The quorum shall, as near as may be, comprise of one third of the members of the Executive Committee.

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8. SUB COMMITTEES

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 Chairman 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 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.

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 purpose 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 of the Secretary of State for Education and Science as may be for the time being 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 vested in Trustees who shall deal with such property as the Executive Committee may from time to time direct. The Trustees shall be five in number or a Trust Corporation. The power of appointment of new Trustees shall be vested in the Executive Committee. A quorum shall be three Trustees at any meeting and meetings shall be held at least once per annum preferably just before the Society AGM. A Trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph three 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 amendments 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 administration expense. The Trustees will have the power to prudently invest any monies providing it is to the benefit of the Society. The Chairman and the Executive Committee will be notified accordingly.

12. LIMITED LIABILITY

The Trustees and officials of the Audlem District Amenities Society shall not be liable for any loss or liability suffered by the Society as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the Society for all expenses and other liabilities incurred by them in the discharge of their respective duties.

13. AMENDMENTS

This constitution may be amended by a two-thirds majority of members 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 as per section 14, 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.

14. NOTICES

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Any notice required to be given by these rules shall be deemed to be duly given if publicised via our village noticeboard, village website(s) and social media platforms as chosen by the Executive Committee.

15. 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 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. On dissolution the minutes and other records of the Society shall be deposited with the Civic Trust.