

Constitution and Rules for The Cookham Society

(Charity No: 257224)

Constitution adopted at the Annual General Meeting held on the 10th day of March 2011.

1. Name

The name of the Society is The Cookham Society (“the Charity”).

2. Objects

2.1 The Charity’s Objects are, for the benefit of the public, within or affecting the area known as the Cookhams,

2.1.1 to protect, preserve, improve or create features of general public amenity, historic, architectural, artistic, social or cultural importance and those relating to the beauty and ecology of the environment;

2.1.2 to promote high standards of town and country planning and architecture;

2.1.3 to raise public awareness of issues covered in paragraphs 2.1.1 and 2.1.2 above and to promote or encourage actions relating thereto.

2.1.4 to undertake such other activities for the benefit of the Cookhams as the Committee shall decide.

2.2 In the context of this Constitution “the Cookhams” shall mean the area within the civil parish of Cookham in the Royal County of Berkshire and those areas immediately adjacent which are customarily considered parts of Cookham, Cookham Rise and Cookham Dean.

2.3 The Charity is neither political nor sectarian.

2.4 The Charity is non-profit making and its income and capital shall only be used to fulfil its charitable purposes.

3. Administration and Powers

3.1 The Trustees shall be the Officers and Committee Members of the Charity and they shall administer and manage it in accordance with this Constitution and the requirements of the Charities Acts and any subsequent or amending legislation. No member of the Charity who is disqualified by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision shall be appointed a Trustee.

3.2 The Committee may, subject to Clause 3.1:

3.2.1 deal in any property necessary to achieve the Objects and maintain and equip it for use and acquire by purchase, gift or otherwise, property whether subject to any special trust or not;

- 3.2.2 subject to any legal consents, borrow money and charge all or any part of the property of the Charity with repayment of the money so borrowed on such terms and on such security as the Committee may think fit;
- 3.2.3 employ such staff as are required for the proper pursuit of the Objects;
- 3.2.4 define the responsibilities and duties of the roles of President and Vice-President;
- 3.2.5 act as a co-ordinating body and co-operate with local authorities and other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the charity;
- 3.2.6 appoint advisory or sub-committees for specific purposes.

3.3 The Committee shall, subject to Clause 3.1:

- 3.3.1 raise funds and invite and receive contributions from any person, persons or organisations whatsoever by way of subscription (at a rate the Committee shall fix from time to time) donation or otherwise from time to time provided the Charity shall not undertake any permanent trading activities in raising funds for its primary purpose and shall conform to any other relevant legal requirements;
- 3.3.2 do all such other lawful things which the Charity considers necessary to achieve its Objects.

4. Membership

4.1 membership of the Charity shall be open:

- 4.1.1 to any person interested in furthering the Objects of the Charity and who has paid the appropriate annual subscription (“Individual Member”);
- 4.1.2 to any body corporate or unincorporated association which is interested in furthering the Objects of the Charity and has paid the appropriate annual subscription (“Member Organisation”).

5. Rules concerning membership

5.1 The Committee may permit a single subscription to be paid in respect of all the persons residing in one household who are not Individual Members (“Family Group Membership”).

5.2 Each Individual Member and Member Organisation shall have one vote. The persons in a Family Group Membership shall have one vote between them.

5.3 Each Member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity and in order to vote such individual must produce written evidence of appointment.

5.4 No member shall have the power to vote at any meeting of the Charity if his/her/its subscription is in arrears at the time.

5.5 The Committee shall have the power to refuse membership or to expel any member or take such other disciplinary action as it deems appropriate if, in its opinion, the member has been associated with behaviour likely to bring the Charity into disrepute or

has otherwise behaved in a manner likely to prejudice the reputation or interests of the Charity. No member or representative shall be subject to any such action unless he/she/it has first been given details of the complaints made and not less than 14 days' written notice to attend a meeting of the Committee at which the member or representative shall be given opportunity to answer those complaints. At such meeting, the member or representative shall be entitled to be accompanied by another member of the Charity. No disciplinary action shall be taken unless two-thirds of the Committee then present shall so vote.

6. Officers, President and Vice-President

6.1 At the Annual General Meeting ("AGM") the members of the Charity shall elect a Chairman, Vice Chairman, Secretary and Treasurer ("the Officers") to hold office from the end of that meeting until the end of the next AGM. The Officers shall be members of the Committee. The members may also elect a President and Vice-President to hold office for a similar term.

6.2 The Chairman shall chair all meetings of the Charity and the Committee. In his absence, the arrangements set out in clause 10.3 and/or clause 13.3 shall apply.

6.3 The Secretary shall be responsible for the secretarial administration of the Charity including the calling and recording of meetings and the archiving of documents.

6.4 The Treasurer shall be responsible for the detailed financial administration of the Charity and the preparation of accounts and shall advise the Committee from time to time on all matters affecting the Charity's finances.

6.5 With effect and commencing from the day following the adoption of this Constitution the tenure of office of an Officer shall not exceed 6 years of consecutive reappointments save in exceptional circumstances.

6.6 The tenure of office of a President or Vice President shall not exceed more than 6 years consecutive reappointments.

7. The Committee

7.1 The Committee shall consist of the Officers and up to a maximum of 15 ordinary members elected at the AGM (together herein referred to as "the Committee Members").

7.2 The Committee may co-opt a Committee Member to fill a position which is not filled at an AGM or which falls vacant for any reason before an AGM. Any person co-opted to the Committee shall be a member of the Charity.

7.3 All Committee Members shall retire from office at the end of the AGM following the one at which they were elected to office or following the date when they were co-opted, but may stand for re-election at the AGM, subject to Clause 13.4.

7.4 The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a Committee Member.

7.5 The President and Vice-President if any shall be entitled to attend and speak at Committee meetings but not to vote.

8. Determination of Committee membership

8.1 A Committee member shall cease to hold office if he/she

8.1.1 is disqualified from acting by virtue of section 72 of the Charities Act (or any statutory re-enactment or modification thereof);

8.1.2 becomes incapable by reason of mental disorder, illness or injury of managing his own affairs;

8.1.3 is absent without the permission of the Committee from their meetings held within six months and the Committee resolve that his office be vacated;

8.1.4 has failed in the reasonable opinion of the Committee and without just cause to make any significant contribution to the work of the Committee or its sub-committees since the last AGM;

8.1.5 resigns by notice in writing to the Committee.

8.2 With effect and commencing from the day following the adoption of this Constitution no member of the Charity shall be a Committee Member for more than 10 years consecutive reappointments save in exceptional circumstances.

9. Committee Members not to be personally or politically interested.

9.1 Subject to the provisions of clause 9.2 no Committee Member shall acquire any interest in property belonging to the Charity (otherwise than as a Custodian) or receive remuneration or any other benefit or be interested otherwise than as a Member of the Committee) in any contract entered into by the Charity's Committee.

9.2 Any Committee Member may be paid reasonable charges for business done by him or his firm when instructed by the other members of the Committee to act on behalf of the Charity provided that no member of the Committee may be paid or receive any benefit for being a member of the Committee.

9.3 It shall be the duty of every Officer or Member of the Committee or any advisory body or sub-committee who is in any way directly or indirectly interested financially or politically in any item to be discussed at any meeting at which he is present to declare such interest and he shall not discuss that item or vote on it but may provide information thereon if specifically requested to do so by the chairman of the meeting.

10. Meetings and proceedings of the Committee and Sub-committees

10.1 The Committee shall hold at least five ordinary meetings each year. Every Committee Member shall be sent notice of Committee meetings but accidental failure to

send such notice shall not invalidate the proceedings at that meeting. Any notice sent by electronic media shall be a valid notice.

10.2 Any 3 Committee Members may requisition a Committee meeting by giving written notice to the Chairman.

10.3 Meetings of the Committee shall be chaired by the Chairman or by the Vice-Chairman in his absence. If he is also absent the Committee Members shall elect one of their number to act as chairman before any business is transacted.

10.4 At a Committee meeting there shall be a quorum when a majority of the members of the Committee for the time including one officer are present.

10.5 Save as otherwise specified in this Constitution and Rules every matter shall be determined by a majority of votes of the Committee members present and voting on the question but in the case of equality of votes the chairman of the meeting shall have the casting vote.

10.6 A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of the Committee and to vote on it shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Such resolution may comprise several documents similarly signed.

10.7 The Committee shall keep minutes of the proceedings at its meetings.

10.8 The Committee shall determine the terms of reference, procedures and membership of any advisory or sub-committee established under Clause 3.2.6 above and may vary such terms and procedures or terminate any membership thereof at its discretion.

10.9 Any advisory or sub-committee shall be chaired by a Committee Member. Minutes shall be kept of any formal meetings and shall be circulated to the Committee.

10.10 Subject to the approval of the Committee an advisory or sub-committee may co-opt additional members or helpers on such terms as the Committee shall specify. For the avoidance of doubt persons so co-opted shall not become Trustees of the Charity.

11 Property

11.1 Subject to the provisions of this clause, the Committee shall cause title to all land and buildings held in Trust for the Charity which is not vested in the Official Custodian for Charities and all real property investments held by or on behalf of the Charity ("the Property) to be vested either in a corporation entitled to act as custodian trustee, to which reasonable remuneration may be paid, or in not less than two or more than four Custodians.

11.2 The Custodians shall deal with the Property as directed by the Trustees.

11.3 The Custodians shall be appointed by the Committee and shall hold office for life or until they resign or are removed by the Committee.

11.4 The Custodians shall be unpaid but shall be entitled to an indemnity out of the assets of the Charity for all expenses and other liabilities properly incurred by them in the discharge of their duties.

11.5 If a corporation entitled to act as custodian trustee has not been appointed as above, and whether or not custodians have been appointed, the Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock exchange (or the subsidiary of any such stockbroking company) as nominee for the Charity, and may pay such nominee reasonable remuneration for acting.

12 Finance, Accounts and Application of funds

12.1 The Committee shall ensure that:

12.1.1 full and proper records, annual accounts and statutory returns are kept and they comply with the current Charities Acts and Charity Commission regulations;

12.1.2 an annual Independent Examination (or audit if required) is performed by a qualified accountant;

12.1.3 all monies received shall be paid into an account operated by the Committee in the Charity's name at such bank or banks as the Committee shall decide from time to time;

12.1.4 all proper expenses for the administration and management of the Charity are disbursed from its funds;

12.1.5 all cheques drawn on the Charity's bank account(s) are signed by at least two Committee Members. The bank signatories shall be reviewed annually;

12.1.6 a written policy is maintained and set out in the annual report of the Trustees to ensure the adequacy of the Charity's funds at all times to meet its Objects, in so far as this can be determined.

13 Annual General Meeting ("AGM")

13.1 There shall be an AGM held by 31st March in each calendar year.

13.2 The AGM shall be called by the Committee. Written notice shall be given at least 21 days before the meeting to all members of the Charity and may be contained within a circular newsletter. Any inadvertent failure to give such notice shall not invalidate the meeting save that no resolution to alter the constitution may be entertained unless proper notice has been given. Such notice shall contain an agenda and a list of the present Committee Members showing those who are willing to be re-elected for the ensuing period. Subject to the provision of Clause 5.4 above all members of the Charity are entitled to attend and vote at the meeting.

13.3 The AGM shall be chaired by the Chairman or by the Vice-Chairman in his absence. If he is also absent the members of the Charity who are present shall elect one of their number to act as chairman before any business is transacted.

13.4 Nominations for election of a member as an Officer or ordinary member of the Committee must be made by two members of the Charity in writing, consent having been

given by the nominee, and must be in the hands of the Secretary of the Charity at least 7 days before the meeting. Nominees must declare any financial or political interest which is likely to be of concern to the Charity and such information shall be made available to the meeting. Nominations are not required for any Committee member who is already an elected member of the Committee and who wishes to stand for re-election to his current post unless they shall have served for more than 6 years consecutively. Should the number of people seeking election or re-election as an Officer or Committee Member exceed the number of vacancies, there shall be a secret ballot.

13.5 The Secretary or other person appointed by the Committee shall keep a full record of the proceedings.

13.6 There shall be a quorum when at least 10 members of the Charity, not being Committee members, are present at the meeting.

13.7 Every matter shall be determined by a majority of votes of the members of the Charity present and eligible to vote on the question, but in the case of equality of votes the chairman of the meeting shall have the casting vote.

13.8 The AGM shall transact the following business:

13.8.1 to receive the minutes of the previous AGM;

13.8.2 to receive the reports of the Officers of the activities of the Charity during the previous year;

13.8.3 to receive the Trustees' Report and the independently examined accounts of the Charity for the preceding calendar year;

13.8.4 to appoint the Independent Examiner of the accounts for the following year;

13.8.5 to elect the Officers and ordinary members of the Committee for the following twelve months whose appointment shall take effect immediately after the end of the meeting;

13.8.6 to elect any member of the Charity as President or as Vice President as may have been nominated in the same manner to that set out in clause 13.4 above;

13.8.7 on the recommendation of the Committee to invite persons distinguished for their interest in the Objects of the Charity to become Patrons the number of which shall at any time be limited to 4 and such recommendation shall include the proposed terms of reference of the persons concerned and duration of their appointment;

13.8.8 to vote on any proposal for the alteration of this constitution provided that in this case the notice convening the meeting shall advise the members of the Charity where they may view and obtain copies of the proposed alterations prior to the commencement of the meeting;

13.8.9 to transact such other business as is proper to an AGM and members of the Charity wishing to raise any matter other than that covered above in this Clause 13.8 must notify the Secretary 10 clear days before the AGM stating in writing the nature of the business inclusion of which shall be at the sole discretion of the Chairman;

13.8.10 to consider any matter raised by a member of the Charity for informal discussion under Any Other Business at the sole discretion of the chairman of the meeting.

13.9 The chairman of the AGM shall have power to exclude from the meeting any member or visitor whose behaviour is evidently inconsistent with the orderly conduct of the meeting.

14 Special General Meeting ('SGM')

14.1 The Committee may call an SGM for the following purposes:

14.1.1 to propose an alteration to the Constitution and Rules pursuant to Clause 16;

14.1.2 to propose the dissolution of the Charity pursuant to Clause 19.

14.2 Not less than 20 members may call for an SGM to discuss any matter relevant to the Charity and to vote thereon.

14.3 Notice and proceedings for an SGM including the size of the quorum shall be as for an AGM.

15 Notices

15.1 Any notice required to be served on any member of the Charity shall be served by the Secretary or the Committee on that member personally or by sending it by first class post to that member at his/her/its last known address in the United Kingdom or by electronic mail to his/her/its last known e-mail address.

15.2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

15.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

15.4 Proof that a notice was sent by Recorded Delivery shall be conclusive evidence that the notice was given.

15.5 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

15.6 A notice shall be deemed to be given 48 hours after it was posted or in the case of an electronic communication 48 hours after it was sent.

16 Alterations to the Constitution

16.1 Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members of the Charity present and voting at an AGM or SGM.

16.2 The notice of the AGM or SGM must include notice of the resolution and shall specify where the proposed alteration(s) may be viewed and such alteration(s) shall be made available as soon as the notice is given.

16.3 At the AGM or SGM in question the proposed alteration(s) may be passed subject to amendments proposed and agreed at the meeting but no new alteration may be proposed.

16.4 No amendment may be made to Clause 1(the name of the Charity), Clause 2 (Objects), Clause 9 (Committee Members not to be personally or politically interested), Clause 19 (Dissolution) or this clause without the prior consent in writing of the Charity Commissioners.

16.5 No amendment may be made which would have the effect of causing the Charity to cease to be a charity at law.

17 Insurance

17.1 The Charity shall effect and maintain:

17.1.1 an indemnity policy for the Trustees pursuant to their duties in respect of their terms of office;

17.1.2 suitable cover in respect of public and employer's liability risks.

18 Dissolution

18.1 A proposal to dissolve the Charity may only be presented at an SGM. If the proposal is passed by a two-thirds majority of the members of the Charity present and voting the Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose and suitable arrangements made for the disposition of the archives of the Charity.

19 Commencement and Generally

19.1 The operation of this constitution shall commence on the day immediately following (i) its adoption by the Charity and (ii) receipt of notice of its approval by the Charity Commission, whichever is the later.

19.2 In this constitution where appropriate words in the singular shall include the plural and words in the masculine gender shall include the feminine.

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