



OUR CONSTITUTION

1. Name

The name of the Society shall be the Northiam Conservation Society.

2. Objects

- I. The Society is established for the benefit of residents in the Parish of Northiam and people who may visit the Parish, to:
- II. Promote high standards of planning and architecture in the Parish, educate the public in the geography, history, planting, natural history and architecture of the area of benefit, and
- III. Secure the preservation, protection, development and improvement of features of environmental, historic or public interest in the said area.

In furtherance of the above objects, but not otherwise, the Society, through its Executive Committee, shall have the following powers to:

- a) Act as a channel for the exchange of ideas, information and experience between Societies with similar objectives, provide opportunities for discussion with and, when appropriate, give support to individual Societies,
- b) Initiate and/or support constructive proposals for preserving and improving both the natural and built environments,
- c) Establish and maintain a working relationship with ~~the~~ Northiam Parish Council, Rother District Council and East Sussex County Council, and CPRE,
- d) Seek notification of planning applications and proposals affecting the Parish of Northiam and make full use of Press, Radio, Television, Social Media and other means of communication to publicise all matters concerning Rural Conservation,
- e) Pursue these objectives by such means (social media, digital communications, meetings, lectures, publications and any other events) as the Society may from time to time consider advisable,
- f) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations or otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- g) Develop and implement ways to educate residents and visitors about the historical features of Northiam

- h) Protect and preserve the area's Dark Skies and investigate potential inclusion in the South Downs National Park Dark Skies Reserve
- i) Work to have outlying areas of the village included within the Conservation Area to protect and preserve their historical buildings and landscape features
- j) Create and maintain an archive of photographic and oral history of Northiam and its surroundings and display images as appropriate
- k) Create and maintain areas of appropriate planting in public areas of the village

3. Membership

Membership shall be open to all who are interested in furthering the purposes of the Society. No Member shall have the power to vote at any meeting if their subscription is in arrears at the time.

4. Subscriptions

- I. The Society's Financial Year shall end on 31st March in each year.
- II. The minimum annual subscription shall be £3.00 for adults or such sum as the Society shall from time to time determine.
- III. The annual subscription shall be due at the Annual General Meeting within 2 months of 1st April each year. A Member shall cease to be a Member if their annual subscription shall be unpaid for a period of six calendar months.

5. Meetings

The Annual General Meeting of the Society shall be held before the end of June each year and 28 days notice shall be given to Members.

- I. The Annual General Meeting shall:
 - a) Receive the Report of the Executive Committee,
 - b) Receive the Audited Statement of Accounts
 - c) Elect the President
 - d) Elect the Officers
 - e) Elect the Executive Committee
 - f) Elect Auditors
- II. A Special General Meeting of the Society may be called at any time by the Executive Committee or by not less than 15 Members in writing. 14 days notice of these meetings shall be given to Members. Not less than 15 Members personally present shall constitute a quorum for a General Meeting.
- III. The Chairman of the Executive Committee for the preceding year, shall be Chairman of a General Meeting. Should neither the President nor the Chairman be present within 15 minutes from the time appointed for holding the meeting, and there is a quorum, the Members present shall choose one of their number to act as Chairman.

6. Officers

- I. The Officers shall be the Chairman, Vice Chairman, Secretary, Membership Secretary and Treasurer. Nominations for Officers supported by a seconder and with the consent of the nominee, must be received by the Secretary

before the date of the Annual General Meeting. Nominees for election as Officers or Members of the Executive Committee shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

- II. The Society may have an Honorary President who shall be nominated by the Executive Committee and then elected at the Annual General Meeting. This position is held either in perpetuity or until the Honorary President indicates an intention to stand down.

7. The Executive Committee

- I. The Executive Committee (hereinafter called the Committee) shall consist of the Officers and not less than 4 and not more than 7 Members. The Committee shall have the power to co-opt additional non-voting Members of whom a maximum of 4 may be Associate Members. The Honorary President may attend, but not vote at, meetings of the Committee.
- II. Nominations for membership of the Committee, supported by a seconder and with the consent of the nominee, must be received by the Secretary before the date of the Annual General Meeting. If nominations exceed the number of vacancies a ballot shall take place and votes shall be cast and counted in accordance with such voting system as the Society may from time to time decide in a General Meeting.
- III. The Committee shall meet as frequently as it considers necessary, but not less than once in every two months, and shall be responsible for running the affairs of the Society and may take decisions on its behalf. Each Member of the Committee shall have one vote; in the event of an equality of votes, the Chairman shall have a casting vote. A quorum shall be 5 voting members. The Committee shall have the power to fill up to 3 casual vacancies occurring between Annual General Meetings.

8. Sub-Committees

The Committee may constitute such Sub-Committees from time to time as it shall consider necessary. The Chairman (and, where necessary, Secretary of each Sub-Committee shall be appointed by the Committee and all actions and proceedings of the Sub-Committee shall be submitted for approval by the Executive Committee as early as possible. Sub-Committees shall be subordinate to, and may be regulated or dissolved by, the Committee.

9. Declaration of Interest

It shall be the duty of every Officer or Member of the Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which they are present to declare such interest and to take no part in the discussion thereon (except by invitation of the Chairman) or to vote thereon.

10. Voting

- I. Voting shall be by a simple majority of Members except in the case of amendments to the Constitution when two thirds of the Members present at a General Meeting must be in favour for the amendment to be carried.
- II. Where there is an equality of votes, in the case of a simple majority, the Chairman shall have a casting vote.
- III. Changes to the rate of Annual Subscription shall be decided by simple Committee majority.

11. Appeals

The Committee shall have power to involve itself in Appeals, solicit donations and canvass monies for carrying out the objectives of the Society.

12. Expenses and Administration

The Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After the payment of such expenses the remaining funds of the Society shall be applied by the Committee in furtherance of the objectives of the Society.

13. Investment

All monies belonging to the Society not required for immediate application for its objectives shall be invested by the Committee in or upon such investment securities or property as it may think fit subject, nevertheless, 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 Committee.

14. Trustees

Any freehold or leasehold property acquired by the Society shall, and if the Committee so directs any other property may, be vested in Trustees who shall deal with such property as the Committee from time to time directs. Trustees shall be at least 3 in number of a Trust Corporation. The power of appointment of new Trustees shall be vested in the Committee. A Trustee need not be a member of the Society but no person whose membership lapses by virtue of Clause 4 (iii) hereof shall be qualified to act as a Trustee unless and until re-appointed as such by the Committee. The Secretary shall from time to time notify the Trustees of any amendment hereto and the Trustees shall not be bound in their duties as Trustees by any such amendments 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) but liability under such indemnity shall be limited to proper administrative expense.

15. 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.

16. Notices

Any notice required to be given by these rules shall be deemed to be duly given if left at, or sent by prepaid post addressed to, the last address notified by the member to the Secretary.

17. 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 and 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 the motion for dissolution is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be specifically referred to when Notice of the Meeting is given. In the event of dissolution the available funds of the Society shall be transferred to such one or more charitable institutions having objectives similar or reasonably similar to those herein before declared as shall be chosen by the Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution a copy of the Final Resolution of Dissolution and of the Final Accounts shall be sent to the Central Register of Charities.