

The Constitution of the Winchelsea Conservation Society

1 Name

- 1.1 The name of the group is the Winchelsea Conservation Society (known hereafter as “the Society”).

2 Purposes

The purposes of the Society are:

- 2.1 To promote and assist in the protection, conservation, maintenance, restoration and sympathetic improvement of the built, natural and archaeological heritage of Winchelsea, particularly its ancient monuments and historic buildings; the character and appearance of the townscape, streetscape, treescape and public realm; and the landscape setting of the town. This shall be done by providing information and advice on conservation; commenting on planning applications and development proposals; responding to public consultations on conservation and development policies; and seeking to influence the policies and practices of central and local government, other public agencies, statutory undertakers and private developers.
- 2.2 To promote public interest in and support for the conservation of Winchelsea by means of meetings, lectures, exhibitions and the publication of papers, reports and other literature.
- 2.3 To support the work of similar organizations in the district.
- 2.4 To support and work with like-minded individuals and organizations, official or private, to achieve the aims of the Society, for which purpose, the Society may join other organizations whose work supports or is relevant to the Society’s purposes.

3 Membership

- 3.1 Membership of the Society shall be open to anyone who supports the purposes of the Society and pays the subscription fixed by the Annual General Meeting.

4 Executive Committee and Executive Officers

- 4.1 The affairs of the Society between Annual General Meetings shall be the responsibility of an Executive Committee comprising the Executive Officers.

- 4.2 The Executive Officers of the Society shall be as follows: (1) Chairman; (2) Vice Chairman; (2) Honorary Secretary; (3) Honorary Minutes Secretary; (4) Honorary Membership Secretary; (5) Honorary Treasurer.
- 4.3 The elected Parish Councillors for the Ward of Winchelsea may be invited to be ex-officio members of the Executive Committee.
- 4.4 Executive Officers shall be elected at the Annual General Meeting by the members of the Society.
- 4.5 The Executive Committee may co-opt such Members as they see fit and fill casual vacancies that arise between Annual General Meetings.
- 4.6 All Executive Officers are elected for a period of one year. Executive Officers may stand for re-election at the end of their term of office, but may not serve for more than three consecutive years.
- 4.7 No member of the Executive Committee shall be paid for his services to the Society, but can reclaim expenses incurred on behalf of the Society and approved by the Committee.
- 4.8 The duties of the Executive Committee are to:
 - 4.8.1 manage the affairs of the Society on behalf of Members: this shall include making representations on behalf of the Society on planning issues, where such issues are not serious enough to warrant consultation with members, or where consultation is not practicable, for example, because of tight deadlines;
 - 4.8.2 keep accurate accounts of the finances of the Society through the Treasurer; making these available for reasonable inspection by Members; and having them independently inspected or audited before every Annual General Meeting;
 - 4.8.3 open and maintain a bank current account, payments from which will require the signed authorization of two Executive Officers.
- 4.9 Meetings of the Executive Committee shall normally be called by the Chairman. Meetings can be called by three other Executive Officers. At least one weeks notice shall be given of an Executive Committee except if an urgent planning issue arises.
- 4.10 A quorum for the Committee shall be three of the Executive Officers of the Society.
- 4.11 If the Chairman is present, he shall chair the meeting. Otherwise, the meeting shall be chaired by the Vice Chairman, Secretary or Treasurer, in that order.

- 4.12 Decisions by the Executive Committee shall be taken by simple majority vote. Co-opted and ex-officio members of the Committee shall not be entitled to vote on the Committee. In the case of equal votes, the Chairman shall be entitled to an additional casting vote.
- 4.13 Executive Officers shall declare any personal interests before an issue is discussed. If the conflict of interest is seen as prejudicial, the Officer shall not attend the discussion of an issue.
- 4.14 Meetings of the Executive Committee shall be open to all members and all members may speak at the invitation of the Chairman.
- 4.15 Meetings of the Executive Committee shall not normally exceed two hours.

5 Annual General Meeting

- 5.1 The Annual General Meeting shall be held not later than 30 September each year. At least 14 days written notice of the Annual General Meeting shall be given to Members by posting the notice in a prominent central location in Winchelsea. Members must advise the Secretary in writing of any business to be moved at the Annual General Meeting at least 7 days before the meeting. The Secretary shall post an agenda for the Annual General Meeting on the same place as the notice of the Annual General Meeting at least seven days' before the meeting.
- 5.2 The business of the Annual General Meeting shall be to:
 - 5.2.1 approve the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting;
 - 5.2.2 approve the inspected or audited accounts for the financial year from the Treasurer;
 - 5.2.3 receive the annual report of the Committee from the Secretary;
 - 5.2.4 elect a person to inspect or audit the accounts;
 - 5.2.5 elect the Executive Officers of the Society;
 - 5.2.6 fix subscription rates for the next financial year;
 - 5.2.7 discuss the policies and activities of the Society, and its programme of work for the next year;
 - 5.2.8 any other business.
- 5.3 Nominations of candidates for the election of Executive Officers shall be made by members and seconded by other Members. All candidates shall declare personal interests before the election.
- 5.4 An Extraordinary General Meeting may be convened by the Executive Committee or upon receipt by the Secretary of a request in writing from not less than 10 Members. At least 21 days notice of the meeting shall normally be given.

- 5.5 All General Meetings shall be chaired by the Chairman or, in his absence, by the Vice Chairman or, in their absence, a Member elected at the meeting.
- 5.6 A quorum for General Meetings shall be 10 Members including three of the Executive Officers of the Society.
- 5.7 Decisions at General Meetings shall be taken by simple majority of votes cast by Members attending the meeting, who have paid their subscription. Each Member shall be entitled to one vote. In the case of equal votes, the chairman of the meeting shall be entitled to an additional casting vote.

6 Amending the Constitution

- 6.1 Amendments to the Constitution of the Society shall be considered only by an Annual or Extraordinary General Meeting provided the proposed amendment is made by a Member, is given in writing to the Secretary at least 21 days before the General Meeting and is seconded by another Member. Amendments shall be passed only if they receive the support of two-thirds of the Members attending the meeting, subject to the requirement for a quorum.

7 Dissolution

- 7.1 If a resolution calling for the dissolution of the Society is passed at a General Meeting, the Secretary will convene an Extraordinary General Meeting to be held no later than 30 days thereafter to discuss and vote on the resolution.
- 7.2 If at least two-thirds of Members at the Extraordinary General Meeting vote for the resolution, the Committee shall proceed to realise the assets of the Society and discharge all its debts and liabilities by the date specified in the resolution or agreed at the Extraordinary General Meeting.
- 7.3 After discharging all debts and liabilities of the Society, the remaining assets shall not be paid or distributed amongst Members, but shall be given to a society in Winchelsea with similar objectives, or to the Rye Conservation Society, the Council for the Protection of Rural England (CPRE), the Society for the Preservation of Ancient Buildings (SPAB) or some similar national organization.

Adopted on the 27th day of March 2008

Witnessed by.....
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