

THE KEW SOCIETY CONSTITUTION

Registered Charity Number 296591

ARTICLE I – NAME AND PURPOSE

Section 1	The name of this Society shall be “The Kew Society” hereinafter referred to as “the Society”.
Section 2	<p>The Society is established for the public benefit for the following purposes in the area comprising Kew and areas immediately adjacent thereto which areas shall hereinafter be referred to as “the area of benefit”.</p> <ul style="list-style-type: none">(i) To promote high standards of planning and architecture in or affecting the area of benefit.(ii) To educate the public in the geography history natural history architecture and archaeology of the area of benefit or of adjacent or other areas affecting the area of benefit.(iii) To secure the preservation protection development improvement and enhancement of features of beauty or historic or public interest in or affecting the area of benefit.(iv) To extend and preserve the public amenities in or affecting the area of benefit.(v) To or for such other charitable purposes as the trustees shall decide. <p>In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers:</p> <ul style="list-style-type: none">(1) To promote civic pride in the area of benefit.(2) to engage in and to promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.(3) To act as a co-ordinating body and to co-operate with the local authorities planning committees and all other statutory authorities voluntary organisations charities and persons having aims similar to those of the Society.(4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.

- (5) To publish papers reports and other literature.
- (6) To plant trees in the area of benefit to improve the riverside.
- (7) to acquire preserve and exhibit works of art manuscripts or other objects of scientific historic literary or artistic interest.
- (8) To make surveys prepare maps and plans and collect information in relation to any place erection or buildings of beauty or historic interest within the area of benefit.
- (9) To hold meetings lectures and exhibitions.
- (10) To educate public opinion and to give advice and information.
- (11) 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.
- (12) To acquire by purchase gift or otherwise property whether subject to any special trust or not.
- (13) 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.
- (14) 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.
- (15) To do all such other things as are necessary for the attainment of the said purposes.

PROVIDED ALWAYS that none of the income or capital of the Society shall be applied for any purpose which is not charitable and provided further that the Society shall not engage in religious or political activities.

The Society shall be non-profit making.

ARTICLE II – MEMBERSHIP

Membership of the Society shall be open to anyone sympathetic to its objects on payment of the appropriate annual subscription. No member shall have the power to vote at any meeting of the Society if his or her subscription is in arrears at the time.

Corporate members shall be such societies associations educational institutions or businesses as are interested in actively furthering the purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.

ARTICLE III – MANAGEMENT

Section 1

Subject to any resolution of the Society at a General Meeting the control and management of the affairs of the Society (including power to authorise expenditure of the Society's funds) shall be vested in the Executive Committee.

Section 2 The Executive Committee

The members of the Executive Committee are the Trustees of the Charity. All members of the Executive Committee must be members of the Society.

The Executive Committee shall consist of not more than 12 members elected at the AGM and such additional members not exceeding five as may be co-opted by the Executive Committee. The co-opted members shall serve on the Executive Committee until the conclusion of the next Annual General Meeting after their co-option. Co-opted members may be proposed for election at the Annual General Meeting.

All elected members of the Executive Committee shall be 18 years of age or older and must reside in Kew. Any member of the Executive Committee who ceases to reside in Kew must retire from the Executive Committee unless otherwise decided by the Executive Committee.

Any member of the Executive Committee who in the previous twelve months has been absent for six consecutive committee meetings without just cause accepted by the other members shall be automatically retired at the next Annual General Meeting and if such member was not due to retire in pursuance of the above procedure

	<p>then his retirement shall be additional to those retiring in pursuance of the above procedure.</p> <p>Any member of the Executive Committee seeking political office must retire from the committee not later than 1st August of the year in which they intend to stand for election.</p>
<p>Section 3 Election of Officers</p>	<p>The Chairman the Vice Chairman the Honorary Secretary and the Honorary Treasurer shall be the Officers of the Society and shall be elected at each Annual General Meeting from among the members of the Executive Committee.</p> <p>Each of them shall hold office until the next Annual General Meeting or earlier retirement. An Officer may be re-elected but not beyond the conclusion of the Annual General Meeting at which he or she retires as a member of the Executive Committee in accordance with Section 4 below.</p> <p>In the event of an Officer resigning before his term of office is completed the Executive Committee shall appoint one of their number to fill the post until the next Annual General Meeting when an election for the post shall be held.</p> <p>The Executive Committee shall propose to the Annual General Meeting candidates for election as Officers for the ensuing year and members may do so. If prior to the issuing of the notice convening the Annual General Meeting the Executive Committee has not reached agreement on those of its members who are to be proposed as Officers the notice convening the Annual General Meeting shall invite members of the Society to propose candidates for election as Officers.</p> <p>If a person nominated as an Officer is not already a member of the Executive Committee at the time he or she is nominated he or she must also be nominated as a member of the Executive Committee and elected to the Executive Committee at the Annual General Meeting before being elected as an Officer at that meeting.</p> <p>All nominations must be received by the Secretary not less than 10 clear days before the Meeting at which the election is to take place. Nominations must include the names of the proposer and two seconders and must be signed by the nominee to indicate his or her consent. Nominees must also declare any financial or professional interest known or likely to be of concern to the Society and must be Kew residents.</p> <p>Nomination papers shall be available on the Society's website and may be obtained from the Secretary.</p> <p>Officers who are not re-elected may continue to serve on the</p>

	<p>Executive Committee subject to the provisions of Article III Section 4.</p> <p>If</p> <p>(a) any person proposed as an Officer by the Executive Committee is rejected by the members of the Society at the Annual General Meeting</p> <p>OR</p> <p>(b) there is no proposal from the Executive Committee</p> <p>OR</p> <p>(c) there is no nomination from the members of the Society for an Officer's post</p> <p>the longest serving member of the Executive Committee shall convene a meeting of the President Vice President past chairmen of the Society and such other advisors as the past chairmen shall think fit to identify a willing candidate and to arrange an Extraordinary General Meeting for the purpose of electing this person.</p>
<p>Section 4 Election of Executive Committee</p>	<p>The members of the Executive Committee shall be elected at an Annual General Meeting. They may be proposed by the Executive Committee or by members of the Society.</p> <p>No member shall serve for more than three years without standing down at the following Annual General Meeting. Members who have served for three years are eligible for re-election at the Annual General Meeting at which they stand down.</p> <p>One-third of the members of the Executive Committee shall retire at each Annual General Meeting. The members to retire shall be those who have been longest in office since their last election but as between those who become Executive Committee members on the same day those to retire shall unless they otherwise agree among themselves be determined by lot.</p> <p>No Executive Committee member shall serve for more than six years without standing down from the Executive Committee for a minimum of one year but such Executive Committee members shall be eligible for re-election at the next Annual General Meeting.</p> <p>All nominations must be received by the Secretary not less than 10 clear days before the Meeting at which the election is to take place. Nominations must include the names of the proposer and seconder and must be signed by the nominee to indicate his consent. Nominees must also declare any financial or professional interest known or likely to be of concern to the Society.</p>

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Section 5 President and Vice President	<p>The Society shall in General Meeting and on the recommendation of the Executive Committee appoint a President and a Vice President for a term of three years, after which time they may be reappointed. The President and Vice President may not also be members of the Executive Committee. .</p> <p>The role of the President and Vice President is</p> <ul style="list-style-type: none"> (a) to provide guidance to the Executive Committee if requested (b) to help the Executive Committee comply with its constitutional obligations <p>and</p> <ul style="list-style-type: none"> (c) to assist in finding Officers for the Society should no nominations be forthcoming.
Section 6 Patrons	The Society may in General Meeting and on the recommendation of the Executive Committee invite persons distinguished for their interest in the objects of the Society to become Patrons. The number of Patrons at any one time shall be limited to six. The Executive Committee shall regularly inform Patrons of matters under consideration.
	<u>ARTICLE IV – MEETINGS</u>
Section 1 Annual General Meeting	<p>An Annual General Meeting shall be held once in each calendar year not later than 31 October at a time and place to be fixed by the Executive Committee to:</p> <ul style="list-style-type: none"> (a) receive the accounts of the Society and the report of the Executive Committee (b) appoint the independent examiner or auditor (c) elect the Officers of the Society in accordance with Section 3 of Article III (d) elect the members of the Executive Committee in accordance with Section 4 of Article III (e) transact any other business proper to an Annual General Meeting <p>At an Annual General Meeting a quorum shall be 10 members.</p>

	<p>Notice of the Annual General Meeting shall be sent to all members electronically or by post not less than 21 clear days before the date of the meeting.</p> <p>Members wishing to raise any business other than that covered in (a) – (d) above must notify the Secretary 10 clear days before the Annual General Meeting stating in writing what that business is. Inclusion of such business shall be at the sole discretion of the Executive Committee.</p> <p>Notice of nominations for Officers and for members of the Executive Committee and any other business to be transacted shall be posted on the Society’s website and distributed electronically to members not less than five clear days before the Annual General Meeting. Distribution by post or any other means shall be at the sole discretion of the Executive Committee but all such information shall be given to members in writing immediately prior to the Annual General Meeting.</p>
<p>Section 2 Extraordinary General Meetings</p>	<p>An Extraordinary General Meeting may be called by the Executive Committee or by a requisition in writing signed by not less than 20 members of the Society. Not less than 14 days notice of such a Meeting stating the purpose of the meeting shall be sent to all members electronically or by post and the Meeting shall be held within 28 days of the receipt by the Honorary Secretary of any requisition in writing.</p> <p>At an Extraordinary General Meeting a quorum shall be 20 members.</p>
<p>Section 3 Ordinary General Meetings</p>	<p>Ordinary General Meetings shall be held as decided by the Executive Committee.</p>
<p>Section 4 Exclusion from General Meetings</p>	<p>The Chairman of the Society shall have the power to exclude from any of the Society’s meetings any member or visitor whose behaviour in his opinion is inconsistent with the orderly conduct of the meeting.</p>
<p>Section 5 Executive Committee Meetings</p>	<p>The Executive Committee Meetings shall be held at least once every two months but more frequently at the discretion of the Executive Committee.</p> <p>Every Executive Committee member is entitled to receive notice of Executive Committee meetings but accidental failure to send such notice shall not invalidate proceedings at that meeting.</p> <p>Meetings shall be convened by the Honorary Secretary in consultation with the Chairman and additional meetings shall be convened if requested in writing by not less than two members of the Committee. At any meeting of the Executive Committee a quorum shall be three members including at least one of the Officers.</p>

	<p>A resolution in writing signed by all the Executive Committee members entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Executive Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Executive Committee members.</p>
<p>Section 6 Voting</p>	<p>All decisions taken at Annual General Meetings or Extraordinary General Meetings or Ordinary General Meetings or Executive Committee Meetings shall be by the majority vote of the persons eligible to vote present and voting. The Chairman of any meeting shall have a casting vote.</p> <p>Individual members have one vote.</p> <p>Family or joint members shall select one of their number who is at least 18 years old to vote on their behalf. Only the appointed member may vote though everyone included in the family or joint membership over the age of 18 may attend meetings.</p>
<p>Section 7 Declaration of Interest</p>	<p>It shall be the duty of every Officer or member of the Executive Committee or any Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting at which he or she is present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) or vote thereon.</p> <p>No Member of the Executive Committee may be paid or receive any other benefit for being a member of the Executive Committee.</p>
	<p style="text-align: center;"><u>ARTICLE V – APPLICATION OF FUNDS</u></p>
<p>Section 1 Promotion of Objects</p>	<p>After setting aside to reserve of such sums as may be deemed expedient the remaining funds of the Society shall be applied only for the promotion of its objects subject to Section 2 of this Article and shall be administered by the Honorary Treasurer at the direction of the Executive Committee.</p>
<p>Section 2 Indemnity Insurance</p>	<p>The Trustees (Executive Committee) shall have the power to provide indemnity insurance for themselves out of the income of the Charity. The insurance shall not extend to:</p> <p>(a) any claim arising from any act or omission which:</p> <p style="padding-left: 40px;">(i) the Trustees knew to be a breach of trust or breach of duty;</p> <p>or</p>

	<p>(ii) was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not;</p> <p>and</p> <p>(b) the costs of an unsuccessful defence of a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity.</p>
Section 3 Expenses of Administration	The Executive Committee shall pay out of the funds of the Society all proper expenses of administration and management of the Society.
Section 4 Cheque Signatories	All cash and cheques payable to the Society shall be paid into the Society's bank account and cheques drawn on that account shall be signed by two Officers of the Executive Committee.
Section 5 Financial Year	The Society's financial year shall end on 31 July.
Section 6 Independent Examination or Audit	The accounts shall be verified by a responsible person nominated by the Executive Committee to act as Independent Examiner or Auditor and appointed at the Annual General Meeting and in accordance with the applicable regulations of the Charity Commission.
Section 7 Investment of Funds	All monies 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 properties 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 trust affecting any property in the hand of the Executive Committee.
	<u>ARTICLE VI – ACCOUNTS</u>
	<p>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:</p> <p>(a) the keeping of accounting records for the Society</p> <p>(b) the preparation of the annual statements for the Society</p> <p>(c) the independent examination or auditing of the statements of account of the Society; and</p> <p>(d) the transmission of the statements of account of the Society to the Charity Commission.</p>

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<p><u>ARTICLE VII – WINDING UP</u></p>	
	<p>The Society may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Extraordinary General Meeting of the Society confirmed by a simple majority of members voting at a further Extraordinary 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 an Extraordinary 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 hereinbefore 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 minute books and other records of the Society shall be deposited with the Local History Section of the Public Library of the London Borough of Richmond upon Thames.</p>
<p><u>ARTICLE VIII – SUBSCRIPTIONS</u></p>	
	<p>The classes of members of the Society, the rates of subscription subject to a minimum payment of £1 and the period of the membership shall be decided from time to time by the Executive</p>

<p>Section 2 The Chairman</p>	<p>The Chairman shall if present act as Chairman at all meetings of the Society and the Executive Committee save that at an Extraordinary General Meeting one of the Patrons may be invited to take the chair. In the absence or unavailability of the Chairman at any meetings of the Society the persons present shall be entitled to appoint one of their number to preside at that meeting.</p>
<p>Section 3 The Honorary Secretary</p>	<p>The Honorary Secretary shall be responsible for the secretarial work of the Society for convening meetings in accordance with this Constitution and for maintaining proper files of the Society's documents.</p>
<p>Section 4 The Honorary Treasurer</p>	<p>The Honorary Treasurer shall administer the funds of the Society in accordance with this Constitution shall keep proper account of the Society's monies shall prepare a Statement of Account and Balance Sheet and ensure the accounts are subject to an annual independent examination or audit. The Treasurer shall advise the Executive Committee on the Society's financial affairs.</p>
<p>Section 5 The Executive Committee</p>	<p>The Executive Committee shall direct the activities of the Society and where necessary take action on its behalf.</p> <p>It shall keep records of all the members of the Society and issue notices for the renewal of membership. It shall remove from membership those who have not paid their subscription within three months of the renewal notice being issued.</p> <p>It shall prepare an annual report in compliance with the Charity Commission regulations then in force and shall present the annual report together with the accounts to the members at an Annual General Meeting.</p> <p>It shall consider any matter properly brought to its attention under Section 1 of this Article.</p> <p>It shall report regularly to the members at General Meetings electronically or by post. On all major matters it shall seek the views of the members either through meetings or in writing.</p> <p>It shall have the power to appoint Officers additional to those elected to carry out specific duties and to terminate such additional appointments at its discretion.</p> <p>It shall have the power to appoint Sub-committees from time to time for specific purposes and to determine their constitution membership and terms of reference and to terminate any such appointments at its discretion. Each Sub-committee shall be chaired by a member of the Executive Committee who shall report promptly on its activities to the Executive Committee. Members of each Sub-committee may include individuals selected for their expertise who are not members</p>

Section 5
The Executive Committee

The Executive Committee shall direct the activities of the Society and where necessary take action on its behalf.

It shall keep records of all the members of the Society and issue notices for the renewal of membership. It shall remove from membership those who have not paid their subscription within three months of the renewal notice being issued.

It shall prepare an annual report in compliance with the Charity Commission regulations then in force and shall present the annual report together with the accounts to the members at an Annual General Meeting.

It shall consider any matter properly brought to its attention under Section 1 of this Article.

It shall report regularly to the members at General Meetings electronically or by post. On all major matters it shall seek the views of the members either through meetings or in writing.

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