

Explanatory Notes on Incorporation of the Kew Society

At last year's AGM, members approved the proposal to incorporate the Society as a Charitable Incorporated Organisation (CIO). An increasing number of charities are taking this step as it simplifies contractual arrangements and protects the position of the trustees. The Society's trustees and Patrons have now drawn up a new constitution for the CIO.

The legal process through which the change in the Society's legal structure takes place involves:

1. Approval of the new constitution at an Extraordinary General Meeting called for 22 March 2017.
2. Application to the Charity Commission to register the CIO.
3. Transfer of all of the assets and liabilities of the Kew Society to the new CIO.

You will probably be most interested in how the proposed new constitution affects the position of the members of the Society and we are pleased to be able to tell you that it should have no significant effect. Your membership and its benefits, whether you are an annual or a life member, will be transferred to the CIO (which will be called the Kew Society). The charitable objects of the CIO will be the same as at present and the trustees will also not change as a result of the change of legal status. The membership fee too will be unaffected by the change in legal status.

The constitution of the new CIO looks somewhat different from the existing constitution.

The Charity Commission has a standard model CIO constitution which it expects all charities substantially to follow. We have amalgamated the principles of our existing constitution with the model constitution and we are satisfied that the Society's existing governance arrangements will continue largely unaffected by the change in legal status.

The Society's trustees and Patrons have carefully considered this matter and unanimously believe that the change in the Society's legal structure is in the best long-term interests of the charity, and we do hope you will support us. Some particular points of note are shown below.

General comment: The Kew Society is currently an Unincorporated Association and is run by its members through its elected Trustees.

The Charity Commission ("the Commission") has developed a Model Constitution for Charitable Incorporated Organisations that are run by their members. This Model is refined from time to time and the current version is available on the Commission website here:

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/562468/Association_Model_Constitution.pdf

The Commission will need to approve the new constitution for the Kew Society before it can register it and, for this reason, where the language used by the Model Constitution is different to that used in the existing constitution for the Kew Society, but the meaning is similar, the wording used in the Model Constitution has been used for the new constitution.

Objects: The objects are slightly more generic than under our constitution.

Powers: The powers of the Kew Society under the new constitution should permit the Society to do all that it currently does.

Liability of members: Clause 8 states that members will have no liability to contribute to the assets and no responsibility for the debts of the Society, something that would not necessarily have been the case under our existing constitution.

Eligibility for membership and membership fees: These do not change.

Meetings: These should take place in a similar way to what happens at the moment and we have adopted the guidance given in the Model Constitution so far as quorums for meetings are concerned. We currently have about 700 members. We have decided to take the opportunity to introduce voting by proxy.

Trustee Term of Office: A third of the trustees must retire every year and may offer themselves for re-election. We have this in our current constitution. In effect this means that the longest period for which a person could be a trustee without offering themselves for re-election is three years. We have retained our maximum period of six years for a person to be a trustee and this would normally mean that a person has been re-elected once and so has served two terms of three years.

Officers of the Society: The Model Constitution has no provision for the election of officers and so these provisions are based on those contained within our current constitution though we will no longer have a President or Vice President – posts which have not been filled for some time.

Patrons: The Model Constitution has no provision regarding Patrons and so this provision is based on that contained within our current constitution.

Amendment of the Constitution and voluntary winding up or dissolution: These actions are governed by the provisions of the Charities Acts. We have incorporated the provision from our current constitution whereby 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.