



# Constitution of The Highgate Society

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## 1. NAME

The name of the society shall be The Highgate Society, hereinafter referred to as “the Society”.

## 2. OBJECTS

The Society exists for the public benefit in the area comprising Highgate and its vicinity. Its objects shall be:

- (i) to promote civic pride and a vigorous community life;
- (ii) to promote high standards of planning and architecture;
- (iii) to educate the public in the geography, history, natural history and architecture of the area;
- (iv) to secure the preservation, protection and enhancement of features of historic or public interest;
- (v) to promote improvements to public transport and to the management of traffic.

## 3. POWERS

In furtherance of the said objects the Society acting through its Council shall have the following powers:

- (1) to work with and to support other bodies, persons or organisations including those of charitable status to provide or receive assistance, advice, guidance, information or other counsel on any matter relating to its objects;
- (2) to promote, carry out and publish research and information gathering on any subject related to the objects of the Society, in whatever form considered appropriate;
- (3) to act as a co-ordinating body and to cooperate with local authorities, planning

committees, other statutory authorities, public and private organisations and persons having aims similar to those of the Society;

(4) to write, print or publish, in whatever form, plans, papers, reports, pamphlets, maps, periodicals or other documents which are in furtherance of its objects and to issue or circulate the same whether for payment or otherwise;

(5) to hold, arrange, provide or assist with meetings, lectures, seminars, exhibitions and any other activity consistent with the aims of the Society;

(6) to raise funds and to invite and receive contributions from any person or organisation whatsoever by way of subscription, donation, legacy or other lawful method to finance the work of the Society and to open one or more bank accounts to manage such funds;

(7) subject to such consents as may be required by law and with reference to clause 12 hereof, to acquire property by purchase, gift, lease, hiring or otherwise (whether subject to any special trust or not) and to construct, maintain or alter the same for use;

(8) 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;

(9) 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 Society 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;

(10) to take out insurance to protect the members of Council and the property of the Society so far as may be practicable;

(11) to do all such other lawful things as are necessary to promote the objects of the Society.

#### **4. MEMBERSHIP**

Membership shall be open to all who are interested in furthering the objects of the Society and who have paid an annual subscription as determined by Council. Any application for membership shall be made in writing (to include, throughout this constitution, by electronic means) to the Society. The categories for membership are Individual, Family, Junior, Senior, Corporate and Honorary. Additional categories may be defined by Council if and when they are required.

Individual membership shall be available to anyone who is eighteen years or older.

Family membership shall include the adult members of a household (a maximum of two) plus any children under eighteen years old at the time the subscription is due.

Junior members shall be those aged less than eighteen years at the time the subscription is due.

Senior membership shall be available to anyone who is sixty-three years or older at the time the subscription is due.

Corporate membership is open to any professional, commercial, voluntary and other organisation. Each Corporate member shall select one individual to act on its behalf at all meetings. Before being able to vote, the Secretary must receive written details of the selected individual.

Honorary members shall be those elected by Council. The duration of membership for each honorary member shall be as determined by Council at the time of such election provided that it does not cause the number of such members to exceed twenty at any one time.

Membership may be terminated at any time by a member sending a written notice of termination to the Secretary of the Society. Council may terminate the membership of any member whose subscription is in arrears by more than three months from the date it is due. Membership is non-transferable and will terminate on the death of a member.

Council shall have the right:

- (i) to approve or reject applications for membership, and
- (ii) to terminate the membership of any member for good and sufficient reason,

provided that in any case of rejection or termination the person concerned shall have the right to be heard by Council before a final decision is made.

Every member of the Society shall have one vote except in the following circumstances: (i) any member who has joined the Society less than three months before the date of the meeting at which the vote is taken; (ii) any member whose subscription is in arrears by more than three months as of the date of the meeting at which the vote is taken; and (iii) any member who is less than eighteen years old (including Junior members and anyone under a Family membership) as of the date of the meeting at which the vote is taken.

Council shall hold in written form (including electronically) the names and contact details of all current members of the Society.

#### **5. SUBSCRIPTIONS**

The annual subscription for membership shall be such reasonable sums as Council shall determine from time to time. All subscriptions shall be payable on or before 1 May of each year for the forthcoming year. The subscription of a member joining the Society in the three-month period preceding 30 April in any year shall be regarded as also covering membership for the year commencing on 1 May following the date of joining the Society.

#### **6. MEETINGS**

An Annual General Meeting (AGM) shall be held in May of each year. Every AGM shall be called by Council. The Secretary of the Society shall give at least twenty-one (21) days written notice of the AGM to all members of the Society. All members shall be entitled to attend the AGM. In accordance with the conditions stated above in clause 4, each member present shall have one vote. In the case of a tied vote, the Chair of the meeting shall have the casting vote.

The business of each AGM shall be:

- (i) to receive an annual report of the previous year's work and activities of the Society;
- (ii) to receive for adoption the Society's reviewed accounts for the preceding financial year;
- (iii) to appoint a qualified reviewer for the forthcoming year;
- (iv) to elect new members of Council; and
- (v) any other business arising for the Society.

A Special General Meeting (SGM) of the Society shall be held whenever Council shall consider it expedient or at the written request of fifty or more voting members (see clause 4) of the Society. When Council requests a SGM, it shall give the Secretary written notice of any motion proposed to be considered and the date determined for the SGM. The Secretary shall send this information in writing to all members of the Society. Where a meeting is to be held at the written request of

fifty or more voting members, the Secretary shall, within twenty-eight (28) days of receipt of this written request, announce the date of the meeting in writing; specifying every motion intended to be considered at that meeting. All members shall be given at least twenty-one (21) days written notice of any SGM.

Fifty voting members shall constitute a quorum for these meetings of the Society.

## **7. OFFICERS**

The Officers of the Society shall consist of:

Chair  
Vice-Chair  
Secretary  
Treasurer

who shall be elected annually (or on the occurrence of a vacancy) by the Council. A President and up to six Vice-Presidents may also be elected by the Council for periods of up to a year.

Nominations for the election of Officers from among the members of the Society shall be made in writing and received by the Secretary at least seven (7) days before the Council meeting at which such election is to be held. Any nomination shall have the consent of the proposed nominee and be supported by a seconder. Proposed nominees for office shall declare at the Council meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

Each office of Chair, Vice-Chair, Secretary and Treasurer shall be held for one year unless a notice of resignation is given in writing by the officeholder to Council or a vacancy of office occurs. No person may hold the same office for more than three consecutive years.

The role of the President is to represent the Society to the world in general, and to guide and support the Council and the Chair when needed. The Vice-Presidents shall be selected from members of the Society who have given exceptional time and support to the Society. Each Vice-President shall be available to give advice when requested based on their Society experience.

## **8. COUNCIL**

Council shall be responsible for the management and administration of the Society. Council shall consist of the Officers and not less than six (6) nor more than thirty (30) other members who are elected during the AGM from the membership of the Society. Those members of Council who are not Officers are referred to hereinafter as ordinary members. Council shall have

power to co-opt further members of the Society who shall attend in an advisory and non-voting capacity.

Council shall meet at least four times a year at intervals of not more than three months. The Secretary shall give all Council members at least seven (7) days written notice of each meeting. The quorum for each meeting shall comprise one-third (or as near as may be) of the total members of Council. Unless noted, matters decided by Council shall be by a majority of votes cast at each meeting. In the event of an equal number of votes being cast, the Chair shall have a second or casting vote. The President and Vice-Presidents may attend any meeting of Council but are not counted towards a quorum nor allowed to cast a vote.

Nominations for election to Council shall be made in writing and received by the Secretary at least seven (7) days before the AGM at which they will be considered. Every nomination must have the consent of the nominee and be supported by a seconder. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by Council. Council shall have the power to fill up to three vacancies occurring among ordinary members of Council during the period between AGMs.

Each ordinary member of Council shall be elected for a three-year period. After serving three consecutive years on Council, an ordinary member of Council may seek re-election but only after one year has elapsed since stepping down. Subject to this rule, there are no limits on the number of times a person may be elected to Council.

## **9. COMMITTEES**

Council may constitute such committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The chair and secretary of each committee will be approved by Council and all actions and proceedings of each committee shall be reported to and be confirmed by Council as soon as possible. Committee members need not be members of Council but members of Council may be members of any committee. Committees shall be subordinate to and may be regulated or dissolved by Council.

## **10. DECLARATION OF INTEREST**

It shall be the duty of every Council member and every member of any committee or sub-committee who has an interest financially or professionally in any item discussed at any Council meeting or any other meeting of the Society (including any meeting of any committee or sub-committee meeting) at which the member is present to declare such interest. Any such member declaring an interest shall not discuss the item (except

by consent of Council or the committee as appropriate) nor vote thereon.

## 11. FINANCE

A bank account or accounts shall be opened in the name of the Society, into which all monies acquired by the Society shall be paid, and from which all disbursements on behalf of the Society shall be made. Any deeds, cheques and so forth relating to the Society's bank account(s) shall be signed by those persons designated by Council as its legal signatories from time to time.

Council shall, out of the funds of the Society, pay all proper expenses for the administration and the management of the Society. After the payment of such expenses and the setting aside of such reserve sums as may be deemed expedient, the remaining funds of the Society shall be applied by Council in furtherance of the objects of the Society.

The Treasurer shall keep a record of all income and expenditure of the Society and shall be responsible for ensuring that the financial instructions of Council are implemented.

The Society's accounts prepared by the Treasurer shall be submitted annually for an assurance review by an independent accountant who is not a member of the Society. The reviewed accounts shall be presented at the Society's AGM. The Society's accounting year shall run from 1<sup>st</sup> February to 31<sup>st</sup> January of each year.

## 12. TRUSTEES

Any freehold and leasehold property acquired by the Society shall, and if Council so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as Council may from time to time direct. Trustees shall be three (3) or more individuals or a trust corporation. The power of appointment of new trustees shall be vested in Council. A trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 4

hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by Council. The Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees 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) and liability under such indemnity shall be a proper administrative expense upon the funds of the Society.

## 13. AMENDMENTS

Any amendments to this Constitution must be agreed to by at least two-thirds of all voting members present at an AGM or at a SGM called for such purpose. All members of the Society shall be given notice of such meeting and provided with a copy of the proposed amendment(s) at least four weeks (28 days) before the meeting is to be held.

## 14. NOTICES

Any notice required to be given under this Constitution by the Society shall be in writing which includes by electronic means. It shall be the responsibility of each member to notify the Secretary of any change of address including electronic address. Notice shall be deemed to be duly given if sent by electronic means or left at or sent by prepaid post to the last address of each member as notified to the Secretary.

## 15. WINDING UP

If deemed necessary, the Society may be dissolved by an affirmative vote of at least two-thirds of all voting members present at an AGM or at a SGM called for such purpose. Any assets or remaining funds after debts and liabilities have been paid shall be transferred to one or more organisations with similar aims to the Society or to any charity(ies) at the discretion of Council.

This constitution was adopted at an AGM held on Wednesday 22<sup>nd</sup> May, 2013

Signed by Chair Kelek

Signed by Treasurer M. J. P. P.

Signed by Secretary P. R. H. H. H.