

Constitution

Of the Valley Conservation Society

Adopted on the
19th day of October 2000

and amended by the AGM of 20th February, 2016

A Name

The name of the Society is the Valley Conservation Society ("the Society")

B Administration

Subject to the matters set out below, the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

C Objects

The Society's objects ("the objects") are to work to conserve and improve the natural valleys and surrounding areas within the southern side of the Borough of Maidstone for the benefit of their wildlife, residents and visitors.

D Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 1) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 2) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- 4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

- 5) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 6) power to co-operate with other voluntary bodies, charities and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 7) power to establish or support all or any of the charitable trusts, societies, associations or institutions formed for all or any of the objects;
- 8) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 9) power to support the education of the public in the geography, history and architecture of the area described in the objects;
- 10) power to do all such other lawful things that are necessary for the achievement of the objects.

E Membership

- (1) Membership of the Society shall be open to:
 - (i) Full members, being individuals (over the age of 18 years) who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Executive Committee;
 - (ii) Associate members being individuals (over the age of 14 years and under the age of 18 years) who are interested in furthering the works of the Society and who have paid any annual subscription laid down from time to time by the Executive Committee
 - (iii) Membership organisation, being any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription laid down from time to time by the Executive Committee.
- (2) Every full member and member organisation shall have one vote. Associate members shall not be entitled to vote.

- (3) Each membership organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society, and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or the alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case might be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (6) Existing members of the Society will be able to renew their membership from year to year without challenge, but new applications for membership or applications from lapsed members can be rejected by a majority vote of the Executive Committee. Any individual or organisation whose membership application is declined in this way can re-apply in the following membership year.

F Honorary Officers

At the annual general meeting of the Society the members shall elect from among themselves a chairman, a vice-chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G Executive Committee

- (1) The Executive Committee shall consist of not less than four members and not more than twelve members, being
 - (a) the honorary officers specified in the preceding clause (F); and

- (b) normally, and in any case not more than, eight members elected at the annual general meeting who shall hold office from the conclusion of the meeting.
- (2) The Executive Committee may in addition appoint not more than four co-opted members, but so that no-one may be appointed as a co-opted member if as a result more than half of the members of the Executive Committee would be co-opted members, and in no case, if, as a result, the Executive Committee would be more than 12 members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause J (1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause:
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Society.

H Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- 1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- 2) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 3) notifies to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee members not to be personally interested

- 1) Subject to the provisions of sub-clause (2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her, or by his or her firm, when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall not discuss his or her instruction or remuneration, or that of his or her firm (except by invitation of the chairman) or vote thereon.

J Meetings and proceedings of the Executive Committee

- 1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the vice-chairman shall act as chairman of that meeting. If the chairman and vice-chairman are both absent from the meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

- 3) There shall be a quorum when at least one half of the number of Executive Committee members for the time being or four members of the Executive Committee, whichever is the greater, are present at the meeting.
- 4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings including (but not limited to) whether or when members who are nor members of the Executive Committee may attend or speak at ordinary meetings, whether voting is by show of hands or written ballot and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
- 8) The Executive Committee may from time to time develop and amend its policies on matters such as road transport, planning and architecture and environmental management in furtherance of the objects of the Society.

K Receipts and expenditure

- 1) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

- 2) The funds belonging to the Society shall be applied only in furthering its objects.

L Property

- (1) Subject to the provisions of the sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Society to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed from the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation, or any stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall arrange for:

- 1) the keeping of accounting records for the Society
- 2) the preparation of annual statements of account for the Society;
- 3) the auditing or independent examination of the statements of account of the Society.

N Annual General Meeting

- 1) There shall be an annual general meeting of the Society which shall be held in the month of January in each year or as soon as practicable thereafter.
- 2) Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 14 days' notice of the annual general meeting to all members of the Society. All full members and member organisations of the Society shall be entitled to attend and vote at the meeting.
- 3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman of the Executive Committee shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 4) The Executive Committee shall present to each annual general meeting the accounts of the Society for the preceding year.
- 5) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

O Special General Meetings

The Executive Committee may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 14 days' notice must be given. The notice must state the business to be discussed.

P Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.

(2) There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society whichever is the greater, are present at any general meeting.

Q Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary of the Executive Committee on any member whether personally or by sending it through the post in a pre-paid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been delivered within seven days of posting.

R Alterations to the Constitution

The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

S Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other association, charitable institution or institutions, having objects similar to the Objects of the Society as the members of the Society may determine.

T Arrangements until first Annual General Meeting.

Until the first annual general meeting takes place, this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear below:

Signed

David Knight

Ann King

Denver Hope

Lisa Reed

Alan Smith

Don Esland

Margaret Davis

Jim Williams

David Dunne

Cis Collins

Bryn Cornwell

Victoria Brown

**Standing Orders for meetings of the Executive
Committee
of the
Valley Conservation Society**

*(adopted by the Executive Committee at its meeting of 2nd
January 2002)*

- 1) As a general principle, all meetings of the Executive Committee will be open to all members of the Society to attend. However, the Chairman of the meeting may ask non-executive members to leave, if a topic of a highly sensitive or confidential nature is to be discussed. This power to exclude should be used only rarely and then only with good cause.
- 2) Any member present may contribute an opinion to any item under discussion at the Chairman's discretion, but only members of the Executive Committee may vote.
- 3) Any member present at a meeting, who advises the Secretary of his or her name and address, will be supplied with a copy of the minutes of that meeting.

- 4) Other members, not present, may ask the Secretary for a copy of the minutes of any meeting, but the Secretary may make a charge of £1 to cover the cost of copying and postage.
- 5) A member may view the minutes free of charge by making an appointment with the Secretary.
- 6) Members of the Executive Committee may invite visitors who are non-members to attend a meeting of the Executive Committee in order to contribute to special items under discussion.

(end)