



**The  
Leamington  
Society**

**CONSTITUTION**

As revised May 2007

**THE LEAMINGTON SOCIETY**

Formed in 1956 and registered with the  
Civic Trust

Charity No - 516078

## DEVELOPMENT OF CONSTITUTION

1. Proposed for approval  
at a  
SPECIAL GENERAL MEETING of the SOCIETY  
on the 14th of January 1993

to conform to the model  
prepared by the Civic Trust  
to meet the requirements of  
the Charity Commission.

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2. Amended at A.G.M. of 27th April 1995  
Clause 5, Paragraph 1, 2nd Sentence.

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3. Amended at A.G.M. of 24th April 1997  
Clause 5, Line 2 and Line 3,  
Clause 8, deleted and replaced,  
Clause 10, "twenty-eight days notice..." deleted from clause.

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4. Amended at A.G.M. of 16th May 2002  
Clause 6, line 3  
Vice-Chairman changed to 2 Vice-chairmen

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5. Amended at A.G.M. of 10th May 2007  
Clause 3, list of membership classes inserted  
Clause 3, paragraph inserted to create class of corporate member  
Clause 3, paragraph 1, line 2, "with the exception of Honorary Life Members..." inserted  
into clause

This reflects the current state of the Constitution as of May 2007

**1. NAME:-** The name of the Society shall be THE LEAMINGTON SOCIETY

**2. OBJECTS:-** The Society is established for the public benefit for the following purposes in the area comprising the town of Royal Leamington Spa and its immediate environs which area shall hereinafter be referred to as “the area of benefit”,

- i) to promote high standards of planning and architecture in or affecting the area of benefit
- ii) to stimulate public interest in the history, architecture and topography of the area of benefit
- iii) to secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit

In furtherance of the said purposes but not otherwise the Society, through its Executive Committee shall:-

- 1) disseminate information and foster civic pride in the area of benefit
- 2) promote research into subjects directly connected with the objects of the Society and publish such results of any such research
- 3) act as a co-ordinating body and 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) publish papers, reports and other literature
- 5) establish and maintain archives in respect of any place, building or feature of special interest in the area of benefit
- 6) hold meetings, lectures and exhibitions
- 7) raise funds and 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 purposes
- 8) do all such other things as are necessary for the attainment of the said purposes.

**3. MEMBERSHIP:-** Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time, and hereinafter a Member, with the exception of Honorary Life Members, shall be understood to mean a person who has paid the Society’s subscription for the current year. The subscription of a Member joining after the 31st December

shall be regarded as covering membership for the Society's year commencing 1st April following the date of joining the Society.

There shall be four classes of membership: [1] Individual membership; [2] Household membership; [3] Honorary life membership and [4] Corporate membership. Membership is with the exception of category [3] subject to payment of the appropriate annual subscription .

Honorary Life membership may be conferred on any person considered by the Society to have made an outstanding contribution to its objects. Honorary members shall be elected by an annual or special general meeting and shall have the rights of ordinary Members but shall be exempt from the payment of subscriptions.

Corporate membership may be conferred on companies and organizations which operate in the Royal Leamington Spa and its environs and is subject to approval by the Executive Committee. Corporate Members are not entitled to vote at meetings of the Society. They are entitled to the following privileges: [1] they may attend Meetings of the Society; [2] they are entitled to receive at least one copy of the Society's Newsletter. A list of Corporate Members will appear on a regular basis in the Society's Newsletter and on the Society's internet website.

**4. SUBSCRIPTIONS:-** The subscriptions shall be such sums as are fixed by the Society in general meeting or such other reasonable sums as are determined by the Executive Committee from time to time and shall be payable on or before 30th June each year. Membership shall automatically lapse if the subscription is unpaid six months after it is due.

**5. MEETINGS:-** An Annual General Meeting of the Society shall be held in April or May each year as specified in the Annual Programme to receive the Executive Committee's report and audited accounts or accounts examined by an Independent Examiner, to elect Officers and Members of the Committee and auditor and to consider any motions deposited with the Honorary Secretary at least fourteen days before the date of the meeting. Subject to elections being contested or motions received, each member of the Society shall be sent a second copy of the Agenda, including the names of those nominated for election as Officers or Committee Members, and details of motions to be discussed not less than 7 days before the date of the Annual General Meeting.

A Special General Meeting of the Society shall be held within 28 days from the receipt by the Honorary Secretary of a written request signed by each of ten or more members. Details of any motion or motions proposed for consideration at that meeting shall accompany such a request. Not less than seven days before the date of the meeting each member of the Society shall be sent a notice of the meeting and a copy of the Agenda which will include the wording of any motion or motions proposed for consideration.

Ordinary Meetings of the Society shall be held according to a programme decided by the Executive Committee.

Twenty members shall constitute a quorum for general meetings

The Executive Committee, for which no fewer than five members, including at least two Officers, shall constitute a quorum, shall meet at least six times a year at intervals of not more than two months.

**6. OFFICERS:** The Officers of the Society shall be:-

Chairman  
Two Vice-chairmen  
Honorary Secretary  
Honorary Treasurer

all of whom shall relinquish their office each year at the Annual General Meeting and shall be eligible for re-election. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

Nominations for the election of Officers and Committee Members shall be made in writing to the Honorary Secretary at least 14 days before the date of the Annual General Meeting and be supported by a seconder and the consent of the nominee. Nominees for election as Officers or Members of the Committee shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

**7. EXECUTIVE COMMITTEE:-** The management and administration of the Society shall be the responsibility of the Executive Committee which shall consist of the Officers, the immediate past Chairman, the Chairman of the Planning Sub-Committee (ex-officio), and 4 other elected Members who shall serve for one year and shall be eligible for re-election. The Executive Committee shall have the power to co-opt up to 4 members of the Society to serve during the remainder of any year or for any shorter period. In the event of equality in the votes cast at a meeting of the Executive Committee the Chairman shall have a second or casting vote. The Executive Committee may delegate any matter to any Sub-Committee or to any group of members of the Society but the Officers shall be ex-officio Members of such Sub-Committees or groups. At meetings of such Sub-Committees and groups the Chairman shall not exercise a casting vote and in the event of failure to reach a unanimous conclusion, majority and minority reports shall be submitted to the Executive Committee.

**8. AUDITOR/INDEPENDENT EXAMINER:-** At the Annual General Meeting an Auditor or Independent Examiner shall be appointed charged with making an annual audit or independent examination of the books of the Society and any interim audit or independent examination required by the Executive Committee. Such Auditor or Independent Examiner shall not be a member of the Executive Committee.

**9. DECLARATION OF INTEREST:-** It shall be the duty of every Officer or Member of the Executive Committee or Sub-Committee or group 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.

**10. AMENDMENTS:-** This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society provided that nothing contained therein has the effect of causing the Society to cease to be a charity in law.

**11. DISSOLUTION:-** The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special 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 a Special General Meeting this motion shall be referred to specifically when notice of the meeting is given. In the event of 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 herein before declared as shall be chosen by the Executive Committee and approved by the Meeting of the Society at which the decision to the Society is confirmed. On dissolution the minute books and other records of the Society shall be deposited with the Civic Trust.