

# **THE CONSTITUTION OF THE FINCHLEY SOCIETY**

## **1. NAME**

The name of the Society shall be THE FINCHLEY SOCIETY

## **2. OBJECTS**

The Society is established for the public benefit for the following purposes in the area comprising the former Borough of Finchley and the Urban District of Friern Barnet which shall hereinafter be referred to as “the area of benefit”.

- (a) To stimulate public interest in the area of benefit.
- (b) To promote high standards of planning and architecture in or affecting the area of benefit.
- (c) To secure the preservation, protection and improvement of features of historic or public interest in the area of benefit.
- (d) To promote, preserve and protect all green spaces in the area of benefit with particular regard to achieving and maintaining an acceptable and healthy balance between the natural and the built environment.
- (e) To encourage and promote a healthy environment for the public in the area of benefit and raise awareness of local environmental issues.

In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers:

- (1) To promote civic pride in the area of benefit.
- (2) To act as a co-ordinating body and co-operate with the local authority and with all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
- (3) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- (4) To publish papers, reports and other literature.
- (5) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit.
- (6) To hold meetings, lectures and exhibitions.
- (7) To educate public opinion and to give advice and information.
- (8) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- (9) 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 purposes.
- (10) To acquire by purchase, gift or otherwise, property, whether subject to any special trust or not.

- (11) To sell, let, mortgage, dispose of or turn to account all or any property or funds of the Society as shall be necessary.
- (12) 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.
- (13) To 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, except Honorary Life Members, shall have the power to vote at any meeting of the Society if his/her subscription is in arrears at the time.

Junior members shall be those aged less than 18 years at the time their subscription is due; they shall not be entitled to vote at any meeting of the Society.

In respect of any member joining or re-joining the Society the subscription of that member shall cover membership of the Society for a period of twelve calendar months from the date of payment.

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 can appoint a representative to vote on its behalf at any Meeting but before such representative exercises the corporate member's right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.

### **4. SUBSCRIPTIONS**

The annual subscription for all categories of membership, including any concessionary rates deemed appropriate, shall be of such reasonable amounts as the Executive Committee (see clause 9) shall determine from time to time. Membership shall lapse if the subscription is unpaid, but the privileges of membership, except as otherwise specifically excluded in this Constitution, may be retained for a further three months.

Any change in membership subscription(s) shall be announced at the Annual General Meeting immediately following the date on which the change is decided.

The Executive Committee shall be entitled to offer life membership.

Honorary Life Members appointed by the Executive Committee prior to 2008 are not liable to pay an annual subscription.

### **5. MEETINGS**

An Annual General Meeting shall be held in or about June of each year to receive the Chairman's report and the accounts approved by the Independent Examiner, and to elect Officers, Committee members and an Independent Examiner for the following financial year. Members present

shall form a quorum for the Annual General Meeting, and not less than seven days' notice shall be given to members of such a Meeting.

Special General Meetings shall be held at the request of the Executive Committee or at the written request of 30 members whose subscriptions are fully paid-up or who are Honorary Life Members. Members present shall form a quorum for a Special Meeting, and not less than seven days' notice shall be given to members of such Meeting.

## **6. OFFICERS**

Nominations for the election of Officers shall be received by the Honorary Secretary in writing not less than 14 days before the Annual General Meeting. Such nominations shall be supported by a proposer and a seconder, who shall be members of the Society, and include the written consent of the proposed nominee to serve if elected. The election of Officers shall be completed prior to the election of further Committee members.

The Officers of the Society shall consist of:

Chairman

Vice Chairman

Honorary Secretary

Honorary Treasurer

All of whom shall relinquish their office every year at the Annual General Meeting and shall then be eligible for re-election. In the event of more than one nomination for any office a ballot shall be held at the Annual General Meeting.

The Executive Committee shall have the power to fill casual vacancies among the Officers, to serve until the next Annual General Meeting. Persons filling such casual vacancies shall have the power to vote.

## **7. PRESIDENT and VICE PRESIDENTS**

### **7.1 President**

The President shall be invited to chair the Annual General Meeting and any other meetings at the discretion of the Executive Committee. He or she may also be invited to become publicly involved in any issue of the day. He or she may attend meetings of the Executive Committee but shall not have power to vote and shall not count towards the quorum; he or she may serve on any of the society's sub-committees without any such restriction. The President shall be elected at an Annual General Meeting on the recommendation of the Executive Committee and shall serve for five years with the possibility of re-election. There shall be no preconditions for candidacy for the position of President, but the Executive Committee may, before making any recommendation, take into account the candidate's residence or previous residence in the society's area of benefit and his or her prominence in public life relevant to that area.

### **7.2 Vice-Presidents**

The Society may have up to three Vice-Presidents. Vice-Presidents shall be elected at an Annual General Meeting on the recommendation of the Executive Committee and shall serve for five years with the possibility of re-election. In the absence of the President one of them may be invited to chair

the Annual General Meeting and any other meetings at the discretion of the Committee. They shall not be ex officio members of the Executive or any other Committee, but there shall be no restriction on their election or appointment to any such committee. There shall be no preconditions for a position as Vice-President but the Executive Committee may, before making any recommendation, take into account the person's length of service to the society in any capacity.

## **8. THE EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the management and administration of the Society.

The Executive Committee shall consist of the elected Officers, not more than six other elected members, persons appointed to fill casual vacancies and those co-opted members who have not been excluded from voting; all of these shall be members of the Society and shall have the power to vote. Officers and members of the Committee shall normally be resident in or work in the area of benefit.

In the event of equality of votes cast at an Executive Committee meeting the Chairman of the meeting shall have a second or casting vote.

Nomination for election as Committee members shall be received by the Honorary Secretary in writing not less than 14 days before the Annual General Meeting. Such nominations shall be supported by a proposer and a seconder, who shall be members of the Society, and shall include the written consent of the proposed nominee to serve if elected. If the number of nominations exceeds the number of vacancies a ballot shall be held at the Annual General Meeting.

The Executive Committee shall have the power to fill casual vacancies among the Officers and other elected members of the Committee, to serve until the next Annual General Meeting. Such persons shall be members of the Society. The Committee shall have the power to co-opt members beyond the required number of six. Any co-opted member shall have the power to vote unless the Executive Committee decides otherwise in the case of a particular co-opted member.

Elected members of the Executive Committee shall serve for one year and may stand for re-election. Co-opted members and those filling casual vacancies may stand for election.

The Executive Committee shall meet not less than six times a year, normally at intervals of two months, and the Honorary Secretary shall give all members not less than seven days' notice of such a meeting. The quorum shall, as near as may be, comprise one- third of the members of the Executive Committee.

## **9. INDEPENDENT EXAMINER**

An Independent Examiner shall be appointed at each Annual General Meeting. He/she shall not be a member of any committee. If not so appointed, or if he/she should retire before the next Annual General Meeting, the Executive Committee shall have the power to appoint an Independent Examiner to serve until the next Annual General Meeting.

## **10. COMMITTEES**

The Executive Committee may constitute such committees from time to time as shall be considered necessary for such purposes as shall be thought fit. Each committee may appoint its chairman, secretary and members. A change in chairman shall be reported to the Executive Committee. Members of the Executive Committee may be members of any committee and membership of a committee shall be no bar to membership of the Executive Committee.

Committees should ensure that minutes or, if approved by the Executive Committee, reports, of their meetings are circulated to the members of the Executive Committee and shall advise members of the Executive Committee (or when urgent the Society Chairman) of such matters as are considered especially to require the attention, action or confirmation of the Executive Committee.

Committees should be subordinate to the Executive Committee, which has the power to regulate and dissolve them.

## **11. SECTIONS**

The Executive Committee shall have the power to appoint committees or bodies associated with the work of the Society as Sections of the Society upon such terms and under such conditions as the Executive Committee may determine. Such Sections shall operate under the same charity number as the Society.

Sections shall ensure that minutes or, if approved by the Executive Committee, reports of their meetings are circulated to the members of the Executive Committee and shall advise meetings of the Executive Committee (or where urgent The Society Chairman) of such matters as are considered especially to require the attention, action or confirmation of the Executive Committee.

Sections shall be subordinate to the Executive Committee, which has the power to regulate and dissolve them.

## **12. ASSOCIATED BODIES**

Any organisation or body of people with which the Executive Committee consider it would be an advantage for the Society to have a special link may be accepted as an Associated Body. The Executive Committee may accept Associated Bodies under such conditions and on such terms as the Committee may decide, and has the power to remove them.

Such Associated Bodies shall not operate under the Society's Registered Charity number.

## **13. DECLARATION OF INTEREST**

It shall be the duty of every officer or member of the Executive Committee, or any other committee, who is in any way directly or indirectly interested personally, financially or professionally, in any item discussed at any meeting at which he/she is present to declare such interest and he/she shall not discuss such item except by invitation of the chairman or any two members of the committee nor vote thereon.

#### **14. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS**

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

#### **15. INVESTMENT**

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 investments, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commission as may for the time being be required by law or by special trusts affecting any property in the hands of the Executive Committee.

#### **16. TRUSTEES**

The Trustees of the Society, who shall be members of the Society, shall be those members of the Executive Committee with power to vote, namely the elected Officers, elected Committee members, persons appointed to fill casual vacancies and those co-opted members who have not been excluded from voting by the Executive Committee.

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.

Any freehold or leasehold property acquired by the Society, and if the Executive Committee so directs any property belonging to the Society, shall be vested in trustees appointed by the Executive Committee, who shall deal with such property as the Executive Committee may from time to time direct.

#### **17. AMENDMENTS**

This constitution may be amended by two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Society, provided that 28 days' notice at least of the proposed amendment(s) has been given to all members, or that details of any proposed amendment(s) not circulated to members shall be provided by the Honorary Secretary on request.

Nothing contained herein shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law. No amendment, the effect of which would be to change the Objects of the Society or the Winding Up procedure may be put to the membership without the prior approval in writing of the Charity Commission or other authority having charitable jurisdiction.

#### **18. NOTICES**

Any notice to be given by this Constitution shall be deemed to be given if sent by prepaid post or delivered by hand or by email if a member has consented to that form of communication and has provided an email address

to the address last notified to the Membership Secretary. Notice may not be validly given through a website.

The accidental omission to send notice to, or the non-receipt of a notice by, any persons entitled to receive the notice shall not invalidate either the process or proceedings at the meeting which is the subject of the notice.

## **19. WINDING UP**

The Society may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Society, confirmed by a simple majority present and 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 at a Special 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 minute books, records and similar assets of the Society shall be transferred to such relevant public archives as shall be chosen by the Executive Committee and approved by the Special General Meeting of the Society at which the decision to dissolve the Society is confirmed, and the available funds of the Society shall be transferred to such one or more charitable institutions having objects reasonably similar to those of the Society as shall be chosen by that Special General Meeting.

Constitution adopted September 24 1971 and amended May 22 1975. May 25 1983, June 26 2003, June 26 2008, June 26 2014 and January 26 2017.

Ends