

Proposed amendments to the Constitution.

Motion for Oxton Society AGM 1st November 2023

The present version of the Constitution can be viewed [here](#).

The present constitution for the Oxton Society was last updated in 2012. There are several changes proposed by the Executive to be put to members for approval. The Secretary has sought advice from the Charity Commission on how these constitution changes can be made. Most of the proposed amendments are of an administrative nature and the Charity Commission will accept these amendments once they have been approved by members at an AGM.

There is one proposed amendment that, if approved at the AGM, will then additionally need to be formally approved by the Charity Commission – this is called a Regulated Change and is more important in its nature. All the proposed amendments are outlined below:

1. Regulated Change.

Section 2. (iii) of the existing constitution and the list of Powers number(4). The primary objectives of the society's focus and activities are restricted to "the area of benefit" i.e. the conservation area as defined by Wirral Borough Council. The society would like to obtain more freedom, where appropriate, to use its resources in areas "in *or affecting* the area of benefit". An example of this might be where the society wishes to assist, financially or in providing other resources, to improve the public areas immediately bordering the conservation area, on the basis that this would enhance the overall setting of the conservation area itself.

Section 2. (iii) to be changed to read "To secure the preservation protection development and improvement of features of public interest in or affecting the area of benefit."

The list of powers (4) to be changed to read "To promote or assist in promoting activities of a charitable nature throughout or affecting the area of benefit."

2. Administrative Changes.

a). Section 2. Objects: Powers number (6). The definition of a building of "beauty" is very subjective and difficult to define. An alternative phrase "architectural interest" should be used instead.

Section 2 Powers (6) will be changed to read "To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of architectural interest or historic interest within or affecting the area of benefit.

b). Section 2. Powers number (7). It is proposed to expand this power to cover all residents of the Oxton conservation area, not just members of the society.

Section 2. Powers (7) will be changed to read "To hold meetings, lectures, exhibitions and events for the purpose of promoting cohesion and a sense of identity among residents of the area of benefit.

c). Section 3. Membership. This section currently stipulates that voting at a meeting can only be done by physical presence of members. The recent covid pandemic forced the society's meetings to be conducted by on-line video. Any voting necessary at a video meeting needs to be allowed to take place. The last sentence in Section 3 will be changed to read "To be entitled to vote, persons must be personally present, or in the case of a video meeting by facial presence, but in the latter case, only if physical attendance is not possible of all the video attendees.

d). Section 6. Officers. The current list of officers' roles does not include a conservation lead. It is proposed to add an additional officer role for the society titled "Conservation and Partnership" to ensure that the main business of the society will always benefit the conservation of the area of benefit and that this subject remains the key role of the society.

Sentence 6 of this section will be changed to read "The officers of the society shall consist of: Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and an Officer for Conservation and Partnership, all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting."

Additionally in this section the roles referring to a President and Vice-President are now not considered necessary and the sentence referring to these roles will be deleted.

e). Section 7. The Executive Committee.

(i). This section needs to reflect the requirement to have a nominated member from Wirral Borough Council being invited to attend all Executive Committee meetings for the purposes of ensuring operational governance of the committee.

A sentence shall be added to this section to read "In addition to the officers and nominated committee members, an additional co-opted member, appointed by the local borough council shall be invited to attend all Executive Committee meetings for the purposes of ensuring operational governance of the committee."

(ii). The statement stipulating the need to hold at least six committee meetings per year is currently not necessary and needs to be changed to reflect whatever requirements the Society has at the time to hold meetings. The Executive Committee agreed that a minimum of four meetings per year would be more suitable.

The sentence stipulating this requirement shall be changed to read "The Executive Committee shall meet not fewer than four times a year at intervals to reflect the needs of the society to address issues that arise, and the Honorary Secretary shall give all committee members no less than seven days notice of each meeting."

(iii). The sentence referring to a President or Vice Presidents attending meetings shall be deleted.

f). Section 12. Trustees. It should be clearly stated in this section that the Officers of the Executive committee are additionally designated Trustees of the Society.

A sentence will be added to the start of this section: "All Officers appointed at the Annual General Meeting shall be automatically appointed Trustees of the society."

g). Section 14. Notices. This section needs to be updated to reflect the use of electronic communication that is currently utilised for the majority of our members.

The Section will be changed to read "Any notice given by these Rules, shall be deemed to be duly given by whatever means of communication that the member has last notified to the Secretary."

h). Section 15. Winding Up. The society is currently no longer affiliated to Civic Trust, so reference to this organisation needs to be removed. The last sentence in this section will be changed to read "On dissolution, the minute books and other records of the society shall be deposited with the appropriate local borough council and national charity governing body."

i). A new section is to be added to the current constitution titled "Accounts, Annual Report and Annual Return". This is to formalise the need for financial governance processes in accordance with the requirements of the Charities Act 2011. This section will outline the fact that proper accounts must be prepared, shared at AGM, and sent to the Charities Commission, along with the Annual Report as demanded by the Charity Commission in accordance with the society's financial status.

This new section will read as follows:

"Accounts, Annual Report, Annual Return

(1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- a). The keeping of charity records for the charity;
- b). The preparation of annual statements of account for the charity;
- c). The transmission of the statements of account to the Charities

Commission;

d). The preparation of an Annual Report and its transmission to the Charities Commission.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provision of such a Statement prepared by another body."

Ends