

# CONSTITUTION

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## THE OXTON SOCIETY CONSTITUTION

The Oxton Society was founded in 1979

It is a Registered Charity No 511130

Constitution, as amended at the Annual General Meeting 1<sup>st</sup> November 2023

### 1. NAME

The name of the Society shall be The Oxton Society.

### 2. OBJECTS

The Society is established for the public benefit for the following purposes in the area defined by Wirral Borough Council as the 'Oxton Conservation Area' hereinafter 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 educate the public in the geography, history, natural history and architecture of the area of benefit.
- (iii) To secure the preservation protection development and improvement of features of public interest in or affecting the area of benefit.  
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 promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
  - (3) To act as a coordinating body and to 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) To promote or assist in promoting activities of a charitable nature throughout or affecting the area of benefit.
  - (5) To publish papers, reports and other literature.
  - (6) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of architectural interest or building of historic interest within or affecting the area of benefit.
  - (7) To hold meetings, lectures and exhibitions and events for the purpose of promoting cohesion and a sense of identity among residents of the area of benefit.
  - (8) To educate public opinion and to give advice and information.
  - (9) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provide that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
  - (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 of the 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 shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time.

There shall be three categories of membership 'individual', 'household' and 'corporate'. There may also be 'life membership' in each category. A corporate membership includes societies, associations or educational institutions or businesses as are interested in furthering the purposes of the Society.

An individual membership and a corporate membership will be entitled to a single vote while household members will be entitled to single vote per person up to a maximum of two votes. 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.

### **4. SUBSCRIPTIONS**

The subscriptions shall be as set out in Annex 1 or such other reasonable sum as the Executive Committee shall determine from time to time, payable on or before each year. Membership shall lapse if the subscription is unpaid three months after it is due. The membership year will commence on 1st March. The Executive Committee shall have the power to waive a membership subscription.

The subscriptions of a member joining the Society in the four months preceding the last day of February in any year shall be regarded as covering membership for the Society's year commencing on the 1st of March, following the date of joining the Society.

### **5. MEETINGS**

An Annual General Meeting shall be held in or about September of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held.

Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid up. Fifteen members personally present shall constitute a quorum for a meeting of the Society.

The Committee shall give at least 7 days' notice to members of all Meetings of the Society.

### **6. OFFICERS**

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of further Committee members. Nominees for election as Officers or Committee members 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.

The Officers of the Society shall consist of: Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and 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. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

### **7. THE EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the management and administration of the Society. The Executive Committee shall consist of the Officers and not less than 9 and not more than 13 other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). The Officers and

members of the Committee shall normally be resident or work in the area of benefit but the Committee shall have power to co-opt additional members from outside the area of benefit. 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. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least 14 days before the annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected. 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. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee. The Executive Committee shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between General Meetings.

## **8. SUB-COMMITTEES**

The Executive Committee may constitute such sub committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee and membership of a subcommittee shall be no bar to appointment to membership of the Executive Committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

## **9. DECLARATION OF INTEREST**

It shall be the duty of every Officer or member of the Executive Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

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

The Executive Committee shall, out of the 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 of 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.

## **11. 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 they think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

## **12. TRUSTEES**

All Officers appointed at the Annual General Meeting shall be automatically appointed Trustees of the Society. Any freehold and leasehold property acquired by the Society shall, and if the Executive Committee so directs any other property belonging to the

Society may, be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The Power of appointment of new trustees shall be vested in the Executive Committee. 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 the Executive Committee. The Honorary Secretary shall from time to time notify the trustees in 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.

### **13. AMENDMENTS**

This Constitution may be amended by a two-thirds majority of members present at an annual meeting or Special General Meeting of the Society provided that 28 days' notice of the proposed amendments has been given to all members, and provided that nothing herein contained 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.

### **14. NOTICES**

Any notice required to be 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.

### **15. WINDING UP**

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 the 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 dissolve the Society is confirmed. 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.

### **16. 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.

## Annex 1 to The Oxton Society constitution: membership fees

### Subscriptions

The following subscriptions shall apply for members, (updated 1<sup>st</sup> March 2023):

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|--------------------------|--|
| 1. Individual Membership | £8 per annum   |
| 2. Household Membership  | £10 per annum  |
| 3. Corporate Membership  | No charge  |
| 4. Life Membership       | Agreed on an individual basis by the Executive Committee |