

**CONSTITUTION OF
THE CAMBERWELL SOCIETY**

1. NAME

The name of the society shall be The Camberwell Society.

2. OBJECTS

The Society is established for the public benefit, in the area of London known as Camberwell, with the following objects:-

- (1) to stimulate public interest in Camberwell;
- (2) to promote high standards of planning and architecture in Camberwell; and
- (3) to secure the preservation, protection, development and improvement of features of historic or public interest in Camberwell.

3. POWERS

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

- (1) to promote research and to publish the results of any such research;
- (2) to act as a co-ordinating body and to co-operate with the local authorities, planning committees, sanitary, drainage and all other local and 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 in Camberwell;
- (4) to promote or assist in promoting activities in furtherance of the cultural and artistic life of the inhabitants of Camberwell;
- (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 beauty or historic interest in Camberwell;
- (7) to hold meetings, lectures and exhibitions;
- (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; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary objects;
- (10) to acquire, by purchase gift or otherwise, property whether subject to any special trusts or not;
- (11) subject to such consents as may be required by law, 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) subject to such consents as may be required by law, 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 take such action as may be appropriate to protect the amenity, planning or architecture of Camberwell from any activity whether arising or taking place within or without Camberwell; and

(14) to do all such other things as are necessary for the attainment of the said objects.

4. MEMBERSHIP

(1) Membership shall be open to individuals and organisations (which expression shall include societies, associations, educational institutions and businesses) who are interesting in furthering the objects of the Society and shall be in such categories (including honorary members) as the Executive Committee shall from time to time determine.

(2) With the exception of honorary members, individuals under the age of 16 and members whose subscriptions are in arrears (who shall not be entitled to vote), every member shall have one vote at general meetings of the Society.

(3) Each member which is an 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 which is an organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the organisation, he or she shall forthwith cease to be the representative of the organisation.

(5) Honorary membership may be conferred only by a general meeting, and on a proposal by the Executive Committee.

(6) The Executive Committee may for what appears to them a good reason terminate the membership of any member provided that the individual concerned or the appointed representative of the organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

5. SUBSCRIPTIONS

(1) As a condition of enjoyment of the benefits of membership an annual subscription shall be payable by or on behalf of all members except honorary members.

(2) Membership subscriptions shall be of such amount or amounts and payable at such time and in such manner as the Executive Committee shall from time to time determine.

(3) The Executive Committee may at its discretion (and for such period as it determines) reduce or waive the membership subscription of any member or group of members.

6. MEETINGS

(1) An Annual General Meeting shall be held in the month of May in each year or as soon as

practicable thereafter to receive the Executive Committee's report and audited accounts and to elect officers and members of the Executive Committee.

(2) The Executive Committee shall decide when ordinary meetings of the Society shall be held and shall give at least seven days notice of such meetings and at least 21 days notice of the Annual General Meeting to all members.

(3) Special General Meetings of the Society shall be held at the written request to the Secretary of members representing not less than 10 per cent of the existing membership of the Society and whose subscriptions are fully paid up.

(4) Twenty members personally present shall constitute a quorum for a meeting of the Society.

7. OFFICERS AND EXECUTIVE COMMITTEE

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

(2) The Executive Committee shall consist of the officers referred to in paragraph (3) below and not more than ten ordinary members.

(3) There shall be the following officers of the Society: Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

(4) Officers and ordinary members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society by means of a ballot (conducted in such manner as the Executive Committee shall determine). Outgoing officers and members may be re-elected.

(5) A President may also be elected at a General Meeting of the Society for a period to be decided at such a meeting.

(6) Nominations for the election of officers and ordinary members of the Executive Committee shall be made in writing 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.

(7) The officers and members of the Executive Committee shall normally be resident or work in Camberwell.

(8) Nominees for election as officers or members of the Executive Committee shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest which may have a bearing on the Society.

(9) At each Annual General Meeting of the Society the election of officers shall be completed prior to the election of ordinary members of the Executive Committee.

(10) The Executive Committee shall have power to co-opt not more than five further members who may be from outside Camberwell. Co-opted members shall be full members of the Executive Committee and have the right to vote at its meetings.

(11) The Executive Committee shall have power to fill casual vacancies occurring among the officers of the Society or the members of the Executive Committee.

8. MEETINGS OF THE EXECUTIVE COMMITTEE

(1) The Executive Committee shall meet not less than six times a year at intervals of not more than ten weeks.

(2) The Secretary shall give all members of the Executive Committee, except in the case of an emergency, not less than four days notice of each meeting.

(3) The quorum shall, as near as may be, comprise one third of the members of the Executive Committee.

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

(5) The President may attend any meeting of the Executive Committee but shall not vote at any such meeting.

9. SUB-COMMITTEES

(1) 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.

(2) The convenor 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.

(3) Members of the Executive Committee may be members of a sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee.

(4) Sub-committees shall be subordinate to the Executive Committee and may be regulated or dissolved by the Executive Committee.

10. 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 financially, professionally or in any other way interested in any item discussed at any committee meeting at which he or she is present to declare such interest and he or she shall not discuss (except by invitation of the Chairman) or vote on that item.

11. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

(1) The Executive Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society.

(2) 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 objects of the Society.

12. INVESTMENT

All monies at any time belonging to the Society and not required for immediate application for its objects 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 Commissioners for England and Wales 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.

13. TRUSTEES

(1) 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.

(2) Any trustees shall be at least three in number or a corporation.

(3) The power of appointment of new trustees shall be vested in the Executive Committee.

(4) A trustee need not be a member of the Society.

(5) The Secretary shall from time to time notify the trustees in writing of any amendment to this Constitution and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given.

(6) The Society shall be bound to indemnify the trustees against all expenses incurred by the trustees in their duties (including the proper charges of a trustee being a corporation) and liability under such indemnity shall be a proper administrative expense.

14. AMENDMENTS

This constitution may be amended by a two-thirds majority of members present at an Annual General Meeting of the Society, provided that:-

(1) 14 days notice of the proposed amendments has been given to all members, and

(2) nothing contained in this Constitution 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, and

(3) no amendment shall be made to clauses 2 and 16 or this clause without the prior written approval of the Charity Commissioners for England and Wales.

15. NOTICES

Any notice required to be given by this Constitution shall be deemed to be duly given if left at or sent by pre-paid post addressed to the address of that member last notified to the Secretary.

16. WINDING UP

(1) 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.

(2) If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special General Meeting the motion

shall be referred to specifically when notice of the meeting is given.

(3) 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 or including objects similar or reasonably similar to those declared in this Constitution 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.

(4) On dissolution the minute books and other records of the Society shall be deposited with the Civic Trust.

[This Constitution was approved at the A.G.M. of the Society held on 8 June 1995 as reported in *CQ* 108, p.6. The text is taken from *CQ* 107, pp.11-14.]