

UPDATE AS OF 17 January 2013

EARL'S COURT SOCIETY CONSTITUTION AND RULES

CONSTITUTION

STATUS AND OBJECTS

1. The Earls Court Society (the Society) is a voluntary association primarily of residents who live in the neighbourhood of Earl's Court¹.
2. The objects of the Society are to preserve and improve the neighbourhood of Earl's Court for the public benefit, to include, without being limited to, the following:
 - a. promoting the protection, preservation and improvement of local buildings and amenities, including formulating planning advice for the area.
 - b. representing and expressing the views of its members.
 - c. supporting and encouraging Residents' Associations and similar bodies in Earl's Court.
 - d. promoting the commercial wellbeing of Earl's Court, balancing the interests of residents and businesses.
 - e. acting when required as an advisory group to the Council of the Royal Borough of Kensington and Chelsea on issues affecting Earl's Court.

MEMBERSHIP

3. The membership of the Earl's Court Society shall comprise Ordinary Members, who are resident in or who support the interests of residents in, Earl's Court; Representative Members who shall be designated by properly constituted² Residents' Associations within the Earl's Court area (there shall be not more than one Representative Member from each Residents' Association); Corporate Members (including businesses, schools etc.) and Affiliated Societies (e.g. amenity societies and organisations with interests in the area which subscribe to the Society's objects and apply for affiliation with the Society) who are accepted by the Executive Council. The Society supports equality and diversity in its membership.

THE OFFICERS

¹ The area of the Society's interest is defined by the Society as the neighbourhood of Earl's Court, based on the original Earl's Manorial Lands, from Kensington High Street in the north to Fulham Road in the south and from the West London Railway Line in the west to cover Courtfield, Ashburnham and Lexham Gardens to the east, without defined borders.

² It was resolved at the AGM of 4th February 2010 that a "properly constituted Residents' Association" is defined as one which has, in addition to a written constitution, at least two of the following

- (a) an Annual General Meeting
- (b) a paid-up membership list
- (c) an elected committee
- (d) written minutes of meetings

4. The Officers of the Society shall be the Honorary President, Chairman of the Executive Council, the Secretary and the Treasurer. The Executive Council may designate one of its members as Vice Chairman, who shall be an Officer of the Society. The Officers, except the Honorary President and Vice Chairman, shall be elected at the AGM for a three-year term and shall be Ordinary Members of the Society.

THE EXECUTIVE COUNCIL

5. The Executive Council shall be the governing body and shall consist of up to ten individual Ordinary Members (including the elected Officers) who shall be elected by the AGM and other Residents' Association Representative Members without limit.

It shall have the power to:

- a. Formulate its standing orders
- b. Co-opt up to five Members at its discretion and to fill vacancies amongst the Officers of the Society that may arise until the next AGM.
- c. Appoint one of its members as Vice Chairman
- d. Take any steps it may consider desirable to further the interests and objects of the Society
- e. Form sub-groups to undertake certain defined responsibilities which would meet as their functions dictate³
- f. Delegate interim actions to the chairman, wherever possible in consultation with at least one other officer
- g. Control the financial affairs of the Society.

6. One third or the number nearest to one third of the Executive Council members elected by an AGM shall retire in rotation at the commencement of the AGM and may stand for re-election at the meeting.

SUB GROUPS OF THE EXECUTIVE COUNCIL

7. Sub groups may be formed by the Executive Council to undertake work in defined areas. Such groups will operate under the general authority of the Executive Council and will be expected to comply with the general principles of the Constitution and Rules of the Society.

Sub groups will normally be chaired by a member of the Executive Council. They shall meet as their functions dictate and report back to the next meeting of the Executive Council

A sub group may be disbanded by a resolution passed by simple majority by the group itself or by the Executive Council

The Chairman of the Executive Council shall be an ex-officio member of all sub groups.

GENERAL MEETINGS

8. An Annual General Meeting (AGM) of Members of the Society, of which not less than 21 days' notice shall be given to Members, shall be held in each calendar year. The interval between AGMs shall not exceed 15 months.

9. The business of the AGM shall be:

- a. To receive a report by the Chairman of the Executive Council;
- b. To receive a Statement of Accounts for the year to the previous 31st December;
- c. To elect Officers and Members of the Executive Council;
- d. To approve changes to the Constitution or Rules of the Society;
- e. To consider other items submitted to the AGM by resolution of the Executive Council;
- f. To consider items that may be submitted by any member of the Society in accordance with the Rules.

10. Other General Meetings of Members (which shall be termed Extraordinary General Meetings) may be convened from time to time by the Executive Council, or by one fifth or more of the paid-up membership, on not less than 14 days' notice to Members.

DISSOLUTION OF THE SOCIETY

11. The Society shall not be dissolved unless a majority of two-thirds of the subscribing Members signify their approval of such a course by means of a ballot taken at a General Meeting called for this purpose after receipt by the said Members of a statement either by the Executive Council or one that has been signed by no fewer than ten Ordinary Members or nine Ordinary Members and the President of the Society (if there be one), setting forth a summary of the arguments for and against such a course and their views thereon.

SURPLUS ASSETS

12. In the event of dissolution the surplus funds (if any) of the Society shall be transferred to one or more bodies, having objects similar to or reasonably consistent with those of the Society, as may be chosen by the Executive Council.

CHANGES TO THE CONSTITUTION

13. Changes to this Constitution may be made only by resolution of a General Meeting of the Society.

RULES

GENERAL MEETINGS

1. Conduct of Business

- a. The date, time and place of each General Meeting shall be fixed by the Executive Council, and the Chair shall be taken by the Honorary President or in his absence by the Chairman of the Executive Council or another Officer or member of the Society nominated by the Executive Council.
- b. The intended agenda shall be promulgated with the calling notice of the meeting. The final agenda, if different to the intended agenda promulgated with the calling notice, shall be promulgated at least 7 days before the meeting.
- c. At the opening of the meeting, the Chairman shall instruct the Secretary to count and record the number of members present.
- d. Any member wishing to add or delete an item of the agenda shall submit a written request to the Secretary at least 14 days before the meeting for consideration by the Officers of the Society. A request to vary the agenda or to add or delete an item must state clearly the reason for the change.
- e. Any member wishing to raise an item under Any Other Business shall notify the Secretary at least 48 hours before the meeting. Changes to the Constitution or Rules are not admissible under this item. All items raised under Any Other Business shall be addressed at the next meeting of the Executive Council.
- f. Before the main business of the meeting is commenced, the Chairman shall invite the members present to adopt the agenda.
- g. Twenty persons present, being paid-up Ordinary Members or Representative Members shall form a quorum at a General Meeting.

2. Voting

- a. Unless otherwise stated, voting shall be by show of hands and resolutions passed by a simple majority of those present who are entitled to vote. At the discretion of the Chairman, tellers may be appointed before the vote is taken.
- b. Proxy votes may be accepted only if so notified in the calling notice for the meeting providing that members have had at least seven days' notice that proxy votes will be accepted. The calling notice will specify the arrangements for such proxy votes.
- c. If there is more than one candidate for any post of Officer or member of the Executive Council, voting for that post shall be by secret ballot.
- d. Resolutions to change the Constitution of the Society shall require two thirds of members present to vote in favour.
- e. Ordinary Members shall have one personal vote. Residents' Associations, Corporate Members and Affiliated Societies must notify the Secretary in writing of the persons authorised to receive notice, attend and vote on their behalf, failing which they shall not be so entitled. Each such entitled party shall have only one vote.
- f. No member may cast more than one vote unless in possession of an authorised proxy, or is casting a separate vote on behalf of an entitled member organisation.

FINANCIAL ARRANGEMENTS

3. All monies received by the Society are to be used to further the Society's aims. All such monies are to be given to the Hon. Treasurer who shall report all such receipts to the Executive Council.
4. Subscriptions are payable on 1st January each year and shall be such sum or sums as shall be recommended by the Executive Council and approved at a General Meeting, by a two-thirds majority of those present and voting.
5. The Treasurer shall deliver a report to the Annual General Meeting to cover the Income and Expenditure as at the end of the previous accounting year. The Treasurer shall inform the Executive Council of any concern for the financial viability of the Society, including future liabilities.
6. The Treasurer is authorised to make payments up to £200 (including VAT).
7. All expenditures over £200 (including VAT) are to be agreed by the Executive Council or by the Chairman and one other Officer before any order(s) relating to such expenditures are placed.
8. Invoices and expenses claims must be submitted to the Hon Treasurer and those over £200 signed as agreed by two other Executive Council members.
9. Prior to their submission to the AGM, the Hon Treasurer shall have the Statement of Accounts approved by the Executive Council, which should also approve an outline budget of income and expenditure for the following year.

THE EXECUTIVE COUNCIL

10. A quorum of the Executive Council shall consist of no fewer than seven Members.
11. No fewer than four Executive Council meetings shall be convened in any one year.
12. The President, if there be one, shall adjudicate in any dispute regarding interpretation of the Constitution or complaint against one or more Officers of the Society.
13. The Executive Council shall adopt rules for its conduct of business and issue guidance as necessary to sub-groups of the Society.

CONDUCT OF MEMBERS

14. All Executive Council members and members of the Society must comply with the Constitution and Rules.
15. Members shall conduct themselves in a reasonable manner that will not cause offence to others or bring the name of the Society or that of any of its members into disrepute.
16. Members are expected to promote the aims and objects of the Society.
17. Members of the Executive Council or any other of the Society's sub-organisations may express personal views in external fora providing they make it clear that the views they are expressing are their own, particularly in instances where their membership of the Society might reasonably be presumed.
18. Members may not formally represent the Society, the Executive Council or any other sub organisation of the Society unless they are authorised to do so by the Executive Council or by the chairman of the relevant sub group in consultation with the Chairman of the Society.
19. Members, including Officers of the Society, are to refrain from taking actions in the name of the Society unless authorised by the Executive Council.
20. Confidentiality.

- a. All members are to safeguard and respect the wishes of the authors of documents or information provided to the Society on condition of confidentiality.
 - b. All Officers will endeavour to keep and handle members' data in accordance with the Data Protection Act, where this applies to the Society's activities.
 - c. The Executive Council may resolve that the record of discussion of confidential matters should be recorded in a confidential annex to minutes of meetings.
21. Members must not use their position within the Society to seek preferential treatment for themselves or others, including when making requests for services from a Local Authority or any other organisation or person.

COMPLAINTS

22. Any Member who has a complaint should bring this to the notice of one or more of the Officers, who will in turn refer this to the next meeting of the Executive Council. The complainant may be invited by the Secretary to submit a written representation within 14 days and members concerned may be asked to attend a Panel comprising five members of the Executive Council selected by the Hon Secretary. Parties to the complaint may be supported by personal representations or written statements from fellow members.
23. Having heard the complaint, the Panel may decide by majority vote of members present to suspend a member from membership of the Society or from one or more posts held, either permanently or for a defined period. The Panel may take other action that it deems to be appropriate in the circumstances.
24. The Executive Council may, at its discretion, entertain an appeal against such a decision and request written or personal representations from members. Any decision(s) taken on the matter will be by majority vote of an Appeal Panel comprising seven members of the Executive Council selected by the Hon Secretary and will be binding on all parties, with no further right of appeal.
25. The Secretary should ensure that no member of the Executive Council hears both an original complaint and any subsequent appeal.
26. Decisions may be communicated orally at the time they are reached to the parties present or in writing to those parties the Executive Council deems appropriate by the Secretary within three weeks following such a decision.

CHANGES TO THE CONSTITUTION

27. Any member may apply to and receive from the Secretary a copy of the Society's current and past constitutions and approved minutes (except confidential minutes) of any meeting of the Society and its sub organisations.
28. Application to change the Constitution may be made either by the Executive Council following its decision to make such application to a General Meeting, or by a member proposing a motion that is seconded by another member to a General Meeting, according to rule 1d.