

# The Amberley Society

## Notes on the New Constitution

### Why a new constitution?

It's a good idea to review a society's constitution from time to time, to check that it reflects good current practice and is consistent with the society's objectives and how the society works. Another reason in our case was to enable us to register the Amberley Society as a charitable organisation. This will give the Society more credence in future campaigns, allow us to apply for funding in the event this was felt desirable, and make it easier for us to benefit from Gift Aid on donations. While the Society has not historically needed to raise money, we may want to do so in future.

### Type of organisation

The Charity Commission recognises different types of organisation and the one most appropriate for us is a Charitable Incorporated Organisation (a 'CIO') with voting Members other than its Trustees, That is what we shall become, and the present committee members will become 'trustees' - though that is actually little more than a name change.

The Charity Commission provides templates for constitutions, and we have adapted the relevant one. The template is a bit forbidding, with a lot of detail which we might never have thought of including – much which is not actually essential. But none of this detail conflicts with how we have been working and how we would like to work in future, and consequently we have kept much of this text.

### Brief review of clauses in the new constitution

Where the notes here refer to 'basic provisions' this essentially means that the provisions are more-or-less commonsense, though quite a lot of words may be used to make them unambiguous.

**Clause 3: The Objects of the Amberley Society** The Amberley Society was founded in 1977, primarily to fight (successfully) a proposal by Southern Water to drain the Wildbrooks. This led to other successful campaigns and activities, all of which have been in line with the stated aims of the Society: 'the conservation and improvement of the amenities, character and interest of Amberley and its surroundings'. These aims have not changed, and we just tweaked the words a tiny bit, so that our Objects clause reads "to support the conservation and improvement of the amenities, character and heritage of Amberley and the surrounding area." We added some extra words to describe how we would meet our Objects.

**Clauses 4, 5 & 6: Powers; Application of income & property; Benefits & payments to Trustees & Connected Persons)** Much of the wording of these clauses is unlikely ever to apply to us and in fact the constitution gives the trustees a great deal of scope, including to do the sort of things these clauses deal with. But since the wording was in the template, we decided to leave it.

**Clause 7: Conflicts of interest** This might apply on occasion, given the kind of campaigns the Society gets involved in, so no bad thing to deal with the issue explicitly.

**Clause 8: Liability of Members** Members have no liability if the Society is wound up.

**Clause 9: Membership of the Society** This is all pretty basic stuff; just needs a lot of words to formalise. No significant differences to what applies at present, though we say a bit more about how Organisations can be members of the Society.

**Clause 10: Members' decisions** Fairly basic provisions regarding voting.

**Clause 11: General meetings of Members** This stuff is quite important. The provisions here are largely common sense.

**Clause 12: Trustees** Largely commonsensical provisions, but which need to be presented carefully. Refers to how many trustees there should be: minimum 6, maximum 12. We currently have 8, 2 having recently resigned. We have to list the first trustees in the constitution, and these are the current members of the Committee, though that will mean less and less through time, as trustees leave and new ones are brought in.

The constitution says nothing about secretary, treasurer, etc, and that is because the constitution (Clause 4) gives the Society 'power to do anything to further the Objects or which is conducive or incidental to doing so.' The underlined words effectively give the Trustees the ability to manage the Society as they think best.

**Clause 13: Appointment/election of Trustees** This is an important clause, and explains how someone may become a trustee, and how trustees must stand down and be re-elected at each AGM. This is different to how things have worked in the past. This ensures that we (the other trustees or the membership as a whole) can always get rid of a bad trustee!!

**Clauses 14: Information for new Trustees** Basic provisions.

**Clauses 15, 16, 17, 18: Retirement and removal of Trustees; Reappointment of Trustees; Taking of Decisions by Trustees** Basic provisions.

**Clause 19: Delegation by Trustees** An important clause. It lets the Trustees create committees with members who are not trustees.

**Clause 20: Communications to and by the Society** Basic provisions.

**Clause 21: Record keeping, annual reports & returns** Important. Some of the record keeping is a legal requirement.

**Clause 22: Amendment of constitution** An essential clause. It must be possible for Members to change the constitution.

**Clause 23: Voluntary winding up or dissolution** Another essential clause.

**Clause 24: Interpretation** Defines all capitalised terms used in the Constitutions