

## The CONSTITUTION of Milton Society

### 1 NAME

The name of the group shall be Milton Society (the Society)

### 2 CONSTITUTION

This Constitution is to be made available to any Member of the Society upon request and may only be altered by vote of The Membership at a General Meeting of the Society.

### 3 OBJECTS (Purposes, aims)

The Society is established for the public benefit and for the following purposes (or aims) in and around Milton Conservation Area, Shorefields Conservation Area and Hamlet Court Conservation Area, Westcliff-on-Sea, Essex which shall hereinafter be referred to as the area of benefit. As a central Southend-on-Sea area, the area of benefit may incidentally include central Southend and other significant heritage assets in the city.

- (i) To conserve, protect and support significant public heritage attributes and 'the special interest' in the area of benefit
- (ii) To promote architectural and urban design strategies, planning guidelines and local authority policies that respect heritage attributes and that support commercial opportunities in the area of benefit
- (iii) To promote high standards of planning, architecture, building conservation and development in or around the area of benefit
- (iv) To promote the civic pride and heritage led economic success of the area of benefit
- (v) To educate the public in the area of benefit
- (vi) To undertake any other activity related to supporting the best interests of the foregoing objects

In furtherance of the said purposes/aims the Forum through its Executive Committee (EC) shall have the following powers:

- (a) To co-operate with corporate bodies, businesses, the local authority, other community organisations, advisory bodies, organisations and persons having aims similar to or complementary to those of the Forum
- (b) To promote research into subjects directly connected with the objects of the Forum and to publish the results of any such research
- (c) To make surveys, take photographs, collect information and prepare maps, plans and databases within the area of benefit, all lawfully obtained and managed
- (d) To publish papers, reports, website information, blogs and other information
- (e) To hold meetings, lectures and exhibitions
- (f) To give advice, information or opinion and respond to public consultations
- (g) To appropriately lobby government or other authority and participate in opinion and

policy forming

- (h) To promote or assist in promoting activities of a charitable nature or of community benefit
- (i) To raise funds and to invite and receive contributions from any person or persons by way of subscription, donation and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purposes
- (g) To apply for grants or other financial assistance
- (h) To do all such other things as are necessary for the attainment of the said purposes

#### 4 MEMBERSHIP

Membership shall be open to anyone interested in actively furthering the purposes of the Society. All members shall be required to give their full name and address. Membership shall be recorded by 'household' or 'corporate body' and by the individual name of each household resident and corporate body director/partner/proprietor/leader etc. Upon payment of the applicable subscription, each 'household' or 'corporate body' member will become a Member of the Society and shall be entitled to one vote. No Member shall have power to vote at any meeting of the Society if the applicable subscription is in arrears at the time. All paid up Members will together constitute The Membership. Junior Members shall be those aged less than 18 years at the time the applicable subscription is due and they shall not be entitled to vote at any meeting of the Society. Corporate body Members shall be such businesses, societies, associations, educational institutions or other formally constituted groups as are interested in actively furthering the purposes of the Society. Each household and corporate Member may appoint a representative to vote on his/her/its behalf at all meetings but before such representative exercises the right to vote the representative member shall give their name and address to the Secretary. Any Member bringing the Society into disrepute or expressing views clearly and consistently against the aims of the Society may be expelled from the Forum and prevented from re-joining by vote of the Executive Committee (EC).

#### 5 SUBSCRIPTIONS

Subscriptions shall cover a period of one year from the commencement of the membership year or a lesser period until the anniversary of the membership year and may be reduced by half for any period of less than six months until the said anniversary. The subscriptions shall be such reasonable sum as the EC shall determine from time to time. Membership shall lapse if the subscription is unpaid three months after it is due.

#### 6 MEETINGS

An Annual General Meeting shall be held each year on a date to be determined by the EC to receive the EC's report and audited accounts and to elect Officers and other members of the EC. The EC shall decide when General Meetings of the Society shall be held. Extraordinary General Meetings of the Society shall be held if and when determined by the EC or at the written request of a minimum of 25% of The Membership. A quorum shall be formed by a minimum of 20% of the Membership (rounded down to a whole number), personally present or their proxy representative present. The EC shall give at least 14 days notice to members of all Meetings of the Forum.

At the Annual General Meeting or Extraordinary General Meetings of the Society membership proposals or amendments to proposals, with the exception of proposals affecting the Constitution of the Society (see clause 18), may be made by any representative Member and may be put to a vote of The Membership where seconded by another Member. Votes on amendments to proposals shall precede votes on original proposals and where amendments are passed, the original proposal may not proceed to a vote. Votes shall be taken by show and if necessary count of hands. Minutes of General Meetings shall be recorded at each meeting and issued together with an agenda before the start of the following General Meetings.

The election of Officers and other EC Members shall take place at the AGM with Officers being elected first. Nominations for the election of Officers shall be made in writing to the Secretary by any representative Member at least 3 working 44 days before the AGM. Such nominations shall be supported by a second representative Member and the consent of the proposed nominee must first have been obtained. Nominations may also be made by majority vote of the EC prior to the AGM. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by the Chairman

## 7 OFFICERS

Officers have the responsibility of representing the Society and promoting and maintaining the best interests of the Society at all times. Officers shall be elected at General Meetings by the Membership (see also clause 10. Formation)

The Officers of the Forum shall consist of:

- Chairman
- Treasurer

and may include

- Secretary
- Media & Publicity Officer
- any other position proposed, seconded and agreed by vote at a General Meeting

The Officers shall be responsible for carrying out the week to week duties of running and representing the Forum as appropriate to their individual titles and as determined by the EC from time to time. Where representations are made by an Officer on behalf of the Forum such representations shall accord with the purposes and powers described in clause 3. Additionally:

The Chairman shall be responsible for chairing all formal meetings and maintaining good order at such meetings. The Chairman shall have the express right to exclude anyone from meetings for poor and persistently unreasonable behaviour or for expressing views clearly and consistently against the aims of the Forum, in his/her judgement. The Chairman shall have the express right to determine any unresolved matter in the best interest of the Forum and its aims

A Substitute Chairman selected by the EC shall be responsible for chairing meetings in the Chairman's absence and shall then assume the Chairman's responsibilities for that purpose alone

The Treasurer shall be responsible for maintaining the Forum's accounts in good order and record, for banking funds, making bona fide payments and for presenting the Society's written accounts at the AGM

The Secretary shall be responsible for maintaining the Society's records, for taking minutes at formal meetings and for handling the general exchange of correspondence

The Media & Publicity Officer shall be responsible, with other Officers as appropriate, for maintaining digital media (such as websites and social media platforms) for issuing or assisting with the issue of media statements and for dealing with public relations

All Officers shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. The EC shall have the power to fill vacancies occurring among the Officers on an 'Acting' basis until the following AGM. 'Acting' officers shall have the same duties and responsibilities as elected Officers.

All Officers agree to offer their services strictly on a voluntary, unpaid basis

## 8 THE EXECUTIVE COMMITTEE (EC)

The Executive Committee (EC) shall be responsible for the management and administration of the Society and shall consist of the Officers and not less than 1 other Members. Every meeting of the EC shall require a quorum of at least 3 EC Members including a minimum of 2 Officers. EC Members shall be elected by The Membership at General Meetings but the EC shall have the power to fill vacancies occurring on the EC between General Meetings. The EC shall have power to co-opt further Members who may only attend in an advisory and non-voting capacity. The EC shall be chaired by the Chairman or in his/her absence by a Substitute Chairman from those EC members present. All Members of the EC shall have one vote. Votes shall be determined by a straight majority of the votes cast. In the event of an equality in the votes cast the Chairman (or Substitute Chairman) shall have a second or casting vote. All votes shall be recorded and where requested by an EC Member, the individual votes of EC Members shall be recorded. The EC shall meet not less than six times a year at intervals of not more than two months and the Secretary shall give all Members not less than seven days' notice of each meeting. Minutes of the EC meetings shall be recorded at each meeting and shall include the names of attendees, a record of business discussed and any votes taken. Minutes shall be issued to all EC Members together with an agenda before the start of the following meeting

All EC Members have a duty to represent the best interests of the Society. EC Members may only represent the Society publicly with matters that have the general or specific approval of the EC. Any other matters should be referred back to the EC as appropriate. Any EC Member bringing the Society or his/her office/position into disrepute may be deselected by majority vote of the other EC Members (if necessary by secret ballot) but only after all EC Members are notified that such a vote may be called

All EC Members shall be responsible for attending regular EC meetings and for reasonably sharing in the workload of the EC. Any EC Member not sufficiently attending EC meetings or contributing to the workload of the EC may, by vote of the EC, become ineligible for re-election at the AGM and may not sit on the EC for a period of at least one year

The EC shall keep the Membership informed of the general business of the Forum and any matters of specific interest as determined by the EC from time to time, by publishing regular news letters, website updates, blogs or bulletins

All EC Members agree to offer their services strictly on a voluntary, unpaid basis.

## 9 SUB-COMMITTEES

The EC may constitute such sub-committees from time to time as shall be considered necessary for such purposes. The Chairman and terms of reference of each sub-committee shall be determined by the EC and all actions and proceedings of each sub-committee shall be reported to and noted by the EC as soon as possible. EC Members and co-opted Members may be members of any sub-committee. Sub-Committees shall be subordinate to the EC and may be regulated or dissolved by the EC

## 10 PROXY

Proxy representation at general and committee meetings is allowed by virtue of the express written consent of the absent, qualified attendee, either as an open proxy for the chairman's discretionary use or as a specific issue proxy.

## 11 FORMATION

At the initial Formation of the Society the Officers and other EC Members shall be determined by the members of Milton Conservation Society and Hamlet Court Conservation Forum coming forward to establish the Society. A first General Meeting of the Society shall be held within 12 months of the Formation of the Society

## 12 DECLARATIONS OF INTEREST

It shall be the duty of every Officer, EC Member or sub-committee Member who is in any way directly or indirectly interested financially, professionally or personally in any item discussed at any 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, unless otherwise agreed by the EC

## 13 PRIVACY

Officers and other EC Members shall respect the privacy of Members as appropriate and in accordance with the General Data Protection Regulations. Where documents are published Officers or the EC shall protect privacy/confidentiality as appropriate

## 14 COMPLAINTS

Any bona fide complaint received shall be considered in a fair and impartial manner. Appropriate written record shall be made. Any Officer or other EC Member implicated in a complaint shall be excluded from considerations. A minimum of one Officer and one other EC Member shall be responsible for reaching a fair determination of any bona fide complaint and, where applicable, for recommending appropriate sanction. Another Officer, not involved

in such determination, shall separately consider any resulting appeal against a complaint determination and/or recommended sanction. Any recommended sanction shall be finally considered and determined by the EC with no further right of appeal.

## 15 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The EC shall pay all proper expenses of administration and management of the Society from the funds of the Society. After the payment of administration and management expenses and the setting aside to reserve such sums as may be deemed expedient, the remaining funds of the Society shall be applied by the EC in furtherance of the purposes of the Forum

## 16 FUNDS & INVESTMENT

The funds of the Society shall be used solely for the furtherance of its aims. The Officers and other members of the EC shall receive no payment from the Forum, neither directly or indirectly, for their services or for anything other than legitimate and agreed expenses incurred in Forum work. Spending of Forum funds shall be determined by the EC or by vote of The Membership at a General Meeting

The funds of the Forum shall be held in bank current and/or savings account as determined by the EC. Payment authorisation shall be determined by the EC from time to time and recorded in the minutes. Minor spending of less than £100 per month may be validated by a minimum of 1 Officer.

All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the EC in such savings account as it may determine

## 17 ACCOUNTS

Books of accounts of the Society's financial business shall be up kept on a regular basis in a manner to be determined by the EC. Year end accounts shall be kept for a minimum of six years and annual accounts shall be presented at the AGM by the Treasurer

## 18 INSURANCE

The Forum shall be bound to put in place such public and EC member liability insurance and any other insurance as the EC deems appropriate

## 19 AMENDMENTS

This Constitution may be amended by a two-thirds majority of The Membership present at a General Meeting of the Forum, provided that at least 7 day's notice of the proposed amendment has been given to The Membership

## 20 NOTICES

Any notice required to be given by these clauses shall be deemed to be duly given if handed in person to an Officer or otherwise delivered to the home address of an Officer

## 21 WINDING UP

A motion for the dissolution of the Society may be proposed at a General Meeting where this motion is described with notice of that General Meeting. The Society may be dissolved by a two-thirds majority of the Membership voting at a General Meeting of the Society. In the event of the dissolution of the Society the available funds of the Society, after payment of all proper expenses agreed by the EC, shall be transferred to such one or more charitable/not for profit organisations having objects similar to those herein declared. This shall be determined at the time of dissolution of the Society. On dissolution the minute book and other records of the Forum shall be deposited with the Civic Voice or similar organisation