

CONSTITUTION
of
THE HANKHAM VILLAGE SOCIETY
(an unincorporated association)
(**The Society**)

Adopted by the Committee on 27th June 2017

(amended by special resolutions dated 4th September 2022 and 9th July 2023)

1. NAME OF THE SOCIETY

The name of the Society is The Hankham Village Society

2. OBJECTS OF THE SOCIETY

2.1 The principal aim of the Society is to promote a sense of community and neighbourliness among the residents of the village of Hankham (which shall be deemed to include Rickney), East Sussex.

2.2 To further this aim, the Society may:

2.2.1 organise and promote events for the benefit of the residents of Hankham;

2.2.2 organise and promote social activities for the benefit of the residents of Hankham;

2.2.3 gather and distribute information about Hankham;

2.2.4 develop and maintain a website about Hankham and the events and clubs promoted by the Society;

2.2.5 use any other traditional or digital media which the Committee feels are appropriate to further the aim of the Society;

2.2.6 do such other things to promote the aim of the Society as the Committee considers appropriate.

2.3 The Society will not knowingly get involved in political matters, such as planning issues, road safety, refuse collection or other matters dealt with by national or local government bodies of whatever level.

3. THE COMMITTEE

3.1 The day to day management of the Society shall be conducted by the Committee, which shall comprise the Officers and up to five Committee Members, all of whom shall be Members of the Society.

3.2 The Officers of the Society shall be:

3.2.1 The Chair, who shall be primarily responsible for chairing meetings of the Committee and General Meetings of the Members;

- 3.2.2 The Treasurer, who shall be primarily responsible for financial matters, including banking and the preparation of accounts; and
- 3.2.3 The Secretary, who shall be primarily responsible for the maintenance of records outside of financial records, including the maintenance of a register of Members and the organisation of meetings.
- 3.3 Every Officer or Committee Member shall be required to offer themselves for re-appointment by the Members of the Society at each AGM of the Society.
- 3.4 An Officer or a Committee Member shall cease to be an Officer or Committee Member if:
 - 3.4.1 (s)he resigns;
 - 3.4.2 (s)he fails to attend three consecutive committee meetings without good cause;
 - 3.4.3 (s)he is required to stand down following the issue to him/her of a notice signed by all other Officers and Committee Members requiring him/her to stand down;
 - 3.4.4 (s)he is not confirmed or reappointed by the Members in General Meeting in accordance with paragraph 3.9.
- 3.5 The Committee may appoint someone to fill a vacancy which has arisen in accordance with paragraph 3.4.
- 3.6 Given the personal liability of the Committee Members, the Committee shall be permitted to take out such insurance as is necessary to cover the Committee Members.

Annual Election of Committee Members

- 3.7 Every Officer and every Committee Member willing to serve for another year shall be entitled to put themselves up for re-election at the Annual General Meeting for the relevant year.
- 3.8 The Committee shall at least four weeks in advance of each Annual General Meeting invite Members to offer themselves for election as Committee Members. Any Member wishing to act as a Committee Member must notify the Committee at least two weeks before the Annual General Meeting.
- 3.9 Every Officer and Committee Member offering themselves for re-election and every member offering themselves for election (together **Candidates**) shall be included on a ballot paper to be circulated to members in advance of the Annual General Meeting, inviting Members to vote for up to 8 Candidates to act on the Committee for the following year. The 8 Candidates receiving the most votes shall be appointed to the Committee for the following year, provided that Candidate has received votes from at least 50% of the Members voting.

- 3.10 The ballot conducted pursuant to clause 3.9 shall be a secret ballot and the votes shall be counted by the Chairman and verified by the Secretary, each of whom was in post immediately before the Annual General Meeting.
- 3.11 If any of the Officers is not re-elected or wishes to stand down from his position as an Officer, the successful Candidates shall elect from their number persons to act in the Officer posts vacated

4. COMMITTEE MEETINGS

- 4.1 The Committee shall meet as often as is necessary, and in any event not less than four times in each year.
- 4.2 The quorum for a Committee meeting shall be 50% of the Committee Members, including at least one Officer.
- 4.3 The Chair shall chair Committee meetings, but in the absence of the Chair, the meeting shall be chaired by another Officer.
- 4.4 Resolutions shall be passed by a majority of the Committee Members attending. In the case of an equality of votes, the chair of the meeting shall not have a casting vote and the resolution shall not be passed.
- 4.5 The Committee may delegate matters to sub-committees, which shall be given terms of reference in relation to each matter delegated. Decisions of the sub-committees relating to disbursement of money shall be ratified by the Committee.
- 4.6 Subject to the provisions of paragraphs 4.1 to 4.5, the Committee may conduct the affairs of the Committee in any way it sees fit and proper.

5. MEMBERSHIP

- 5.1 Membership shall be open to all residents of Hankham and Rickney and, at the discretion of the Committee, Hankham's immediate environs.
- 5.2 The Committee may create further different types of membership and state the benefits attaching to each type of membership and may charge an annual fee for membership at their discretion.
- 5.3 Any person wishing to become a Member of the Society may apply in any way the Committee shall decide, provided that the applicant shall as a minimum provide his/her name and full address and subscription fee (if any).
- 5.4 A person shall cease to be a Member if:-
- 5.4.1 (s)he notifies the Secretary of his/her wish to resign as a Member; or
- 5.4.2 (s)he ceases to be a resident of Hankham.
- 5.5 The Secretary shall maintain a register of Members, which should be verified by the Committee on an annual basis.

5.6 The Committee shall be entitled to refuse membership or revoke membership of any Member if the Committee considers that the Member or proposed Member is acting contrary to the principal aim of the Society. The decision of the Committee shall be final and binding.

5.7 The liability of a Member shall be limited to the amount of membership fees which remain unpaid.

6. GENERAL MEETINGS OF MEMBERS

6.1 The Committee shall call:

6.1.1 an Annual General Meeting every year; and

6.1.2 such Extraordinary General Meetings as may be deemed necessary to consider extraordinary business.

6.2 At each Annual General Meeting, the following shall take place:-

6.2.1 the Treasurer shall present the accounts of the Society for the relevant financial period;

6.2.2 Members shall vote on resolutions for the appointment of up to eight Committee Members for the period from the end of that AGM up to the end of the next AGM in accordance with the provisions of clauses 3.9 and 3.10;

6.2.3 the Committee shall present a report on the previous year's activities;

6.2.4 the Committee shall present proposals for future events or activities for consideration by the Members; and

6.2.5 the Members may raise such issues appropriate for discussion by the Members of the Society notified to the Committee at least seven days before the Annual General Meeting.

6.3 Notices of General Meetings:-

6.3.1 shall be sent to Members at least 14 days before the date of the proposed meeting unless there is an urgent requirement for an Extraordinary General Meeting, in which case the notice may be reduced to any period between two and ten working days;

6.3.2 may be sent by hard copy delivered in the post or by hand, or by email or by notice on the Society's website (if the Society has a website);

6.3.3 shall specify the business to be considered at the General Meeting, and where resolutions are to be considered, the form of the resolutions and specify in relation to each resolution whether it is an Ordinary Resolution or Special Resolution.

6.4 The following shall require to be passed as Special Resolutions:

6.4.1 any resolution to change the constitution of the Society;

6.4.2 any resolution to wind up the Society.

All other matters shall be dealt with by way of Ordinary Resolution.

6.5 Special Resolutions shall be passed by the votes of at least 75% of the Members present at the General Meeting in person or by proxy. Ordinary Resolutions shall be passed by the votes of a simple majority of the Members present at the General Meeting in person or by proxy. Each Member is entitled to one vote.

6.6 If a Member is unable to attend a General Meeting, then they may appoint a proxy to vote in their place. The Member shall send to the Secretary a letter or email stating they are unable to attend and how they wish their vote to be cast in relation to each of the resolutions set out in the notice of the General Meeting.

6.7 The quorum for a General Meeting shall be 5 Members including at least two Committee Members. If there is not a quorum within 30 minutes of the proposed start time of the General Meeting, the meeting shall be abandoned.

6.8 The Chair, or if the Chair is unable to attend the General Meeting, a Committee Member shall chair the meeting. The chair of the meeting shall have discretion on how the meeting shall be conducted.

6.9 Subject to clause 3.10, votes shall be taken on a show of hands or, at the request of any Member (including a Committee Member) by secret ballot. The chair of the meeting shall have discretion on how a ballot shall be conducted.

7. PROFITS

7.1 The Society is a non-profit making organisation and the surpluses of the Society shall not be distributed to the Members.

7.2 The Society shall use its surpluses for the furtherance of its aim and activities and the funding of future events.

7.3 If the Committee considers the amount of accumulated surpluses are excess to requirements, and in any event if the accumulated surpluses exceed £10,000, the excess shall be distributed to a charity or charities to be agreed by an Ordinary Resolution of the Members in General Meeting. Excess profits (if any) should, save in exceptional circumstances, be distributed once a year after the Annual General Meeting.

8. WINDING UP

8.1 The Society shall be wound up if:-

8.1.1 a Special Resolution of Members is passed in a General Meeting;

8.1.2 the Committee considers the Society is no longer viable or serves no useful purpose. Reasons for this include, but are not limited to:

8.1.2.1 membership take-up is low;

8.1.2.2 the Society is unable to operate at a profit and there are inadequate reserves to enable the Society to continue;

8.1.2.3 there are insufficient volunteers to act as Committee Members;

8.1.2.4 there is little or no interest in events or activities organised by the Society.

8.2 In the event that the Society is wound up, any reserves shall be distributed to a Charity or Charities approved by Ordinary Resolution of the Members in General Meeting, but if no agreement can be reached, then at the discretion of the Committee.