

# **THE CAMPDEN SOCIETY**

**Registered Charity Number: 261665**

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## **NEW CONSTITUTION**

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Protection of the beauty and character of Chipping Campden and its immediate surroundings was undertaken in 1924 when the first Campden Society was formed. In 1929 the Campden Trust was set up by F. L. Griggs committed to the preservation of the characteristic buildings of the town, its open spaces and surrounding landscape including Dover's Hill. The Society lapsed but the Trust, drawing on charities and wealthy benefactors, was able to buy and restore buildings using traditional methods and materials and to prevent unsuitable development. Its activities were curtailed in the late sixties, however, with the introduction of legislation affecting conservation and planning, and by increasing property prices. Thereafter the Campden Trust found itself confined mainly to making grants to restoration projects of civic importance.

The Campden Society, reformed in July 1970, has been active as a conservation society, exercising the right for its views to be considered by the planning authorities. In 2000 the Campden Trust concluded that combining its financial resources with the Society's conservation activity would create a much stronger and more effective conservation force in Chipping Campden. Accordingly, it was proposed that the Campden Trust transfer its assets to a new charity, subsidiary to the Society, with appropriate safeguards. The Society welcomed that initiative and this Constitution approved in 2002 incorporates the consequent restatement of objects and extension of powers.

## CONSTITUTION

Defined terms are explained in Clauses 1, 2, 5, 6 and 15.

### **1. NAME**

The name of the charity is THE CAMPDEN SOCIETY ("the Society")

### **2. OBJECTS**

The Society is established for the public benefit for the following purposes:-

- 2.1 To secure the protection of the architectural and historic quality of Campden, its open spaces and its natural setting.
- 2.2 To promote high standards of planning, architecture and landscaping in Campden.
- 2.3 To stimulate interest in and concern for the character and beauty of Campden.

'Campden' in this Constitution means the town of Chipping Campden, the village of Broad Campden and their surrounding areas.

### 3. POWERS

The Society has the following powers which may be exercised only in promoting the Objects:

- 3.1 To provide advice and take action, having regard to public opinion in Campden, and any legal and professional advice received.
- 3.2 To publish or distribute information and hold meetings and lectures.
- 3.3 To receive income and – where permitted – capital from any subsidiary charity and apply the same in accordance with the Objects
- 3.4 To support, administer or set up other charities and to co-operate with other bodies.
- 3.5 To support or carry out research.
- 3.6 To raise funds (but not by means of taxable trading) and invite and receive gifts and legacies.
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 3.8 To purchase or lease or otherwise acquire any property or rights and to improve, alter, maintain and manage any such property.
- 3.9 To sell, let or dispose of property of any kind under such conditions as may be appropriate (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 3.10 To make grants or loans of money and to give guarantees.
- 3.11 To set aside funds for special purposes or as reserves against future expenditure.
- 3.12 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.13.1 the investment policy is recorded in writing for the financial expert by the Committee;
  - 3.13.2 every transaction is reported promptly to the Committee;
  - 3.13.3 the performance of the investments is reviewed regularly with the Committee;

- 3.13.4 the Committee are entitled to cancel the delegation arrangement at any time;
- 3.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 3.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt;
- 3.13.7 the financial expert must not do anything outside the powers of the Committee.
- 3.14 To insure or safeguard the Society's property against foreseeable risks and take out other insurance policies to protect the Society when required.
- 3.15 To insure, with the prior consent of the Charity Commission, members of the Committee against the costs of a successful defence in a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty).
- 3.16 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers.
- 3.17 To do anything else within the law which promotes or helps to promote the Objects.

#### **4. MEMBERSHIP**

- 4.1 Membership of the Society is open to any individual interested in promoting the Objects.
- 4.2 The Committee may establish different classes of Membership and set appropriate rates of subscription.
- 4.3 The Committee must keep a register of Members.
- 4.4 A Member whose subscription is six months in arrears ceases to be a Member but may be re-admitted on payment of the amount owing. A Member may resign by written notice to the Society.
- 4.5 The Committee may terminate the Membership of any individual whose continued Membership would in the reasonable view of the Committee be harmful to the Society (but only after notifying the Member concerned in writing and considering the matter in the light of any written representations which the Member puts forward within 14 clear days after receiving notice).
- 4.6 Membership of the Society is not transferable.

## 5. GENERAL MEETINGS

- 5.1 All Members are entitled to attend general meetings of the Society.
- 5.2 General meetings are called by 21 clear days written notice to the Members specifying the business to be transacted.
- 5.3 There is a quorum at a general meeting if the number of Members personally present is at least 20% of the Members.
- 5.4 The Chairman (or if he/she is unable or unwilling to do so) the Vice-Chairman or some other Member elected by those Members present presides at a general meeting.
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the Members present in person.
- 5.6 Except for the Chairman of the meeting, who has a second or casting vote, every Member present in person is entitled to one vote on every issue.
- 5.7 An Annual General Meeting ('AGM') shall be held in the month of April each year or as soon as practicable thereafter.
- 5.8 At an AGM the Members:
  - 5.8.1 receive the accounts of the Society for the previous financial year;
  - 5.8.2 receive the report of the Committee on the Society's activities;
  - 5.8.3 elect the Chairman, Vice-Chairman, the Hon. Secretary and the Hon. Treasurer from amongst the Membership of the Society (see 6.3.1);
  - 5.8.4 elect Committee members replacing those retiring from office (see 6.3.2);
  - 5.8.5 appoint an auditor or independent examiner for the Society;
  - 5.8.6 may confer upon any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Society and may confer honorary Memberships of the Society;
  - 5.8.7 discuss and determine any issues of policy or deal with any other business put before them.
- 5.9 An Extraordinary General Meeting ('EGM') may be called at any time by the Committee and must be called within 21 days after a written request to the Committee from at least twenty-five Members. The notice to Members must state the business to be discussed.

- 5.10 Nominations of honorary officers and elected members of the Committee shall be made in writing and must be received by the Secretary not less than seven days before the AGM, failing which they shall be invalid. The nominations must be proposed and seconded by Members and the consent of the nominee must first have been obtained.

## **6. THE COMMITTEE**

- 6.1 The Committee, as charity trustees, have control of the Society and must administer and manage it in accordance with this Constitution.
- 6.2 The Committee when complete consists of at least six and not more than eight individuals, all of whom must be Members (but must not be paid employees) of the Society i.e.
- 6.2.1 the Chairman, the Vice-Chairman, the Hon. Secretary and the Hon. Treasurer;
- 6.2.2 not less than two and not more than four elected Committee members in addition to the Chairman, Vice Chairman, Hon Secretary and Hon Treasurer;
- 6.2.3 up to two members co-opted by the Committee to hold office until the next AGM ('co-opted Committee members')
- 6.3 Service on the Committee is regulated as follows:
- 6.3.1 elected Hon. Officers shall serve for an initial three-year term and thereafter continue in post, subject to re-election annually, for up to six more years. They shall then stand down from the Committee for at least one year before becoming eligible for election again;
- 6.3.2 elected Committee members shall serve for an initial three-year term and thereafter may stand for election for one further term of three years in succession. They shall then stand down for at least one year before becoming eligible for election again;
- 6.3.3 one third (or the number nearest one third) of the elected Committee members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 6.4 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Society before he or she is eligible to vote at any meeting of the Committee.
- 6.5 A Committee member automatically ceases to be a member of the Committee if he or she:
- 6.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;

- 6.5.2 is incapable, whether mentally or physically, of managing his or her own affairs;
  - 6.5.3 ceases to be a Member of the Society;
  - 6.5.4 resigns by written notice to the Committee (but only if at least three Committee members will remain in office).
- 6.6 A Committee member may be removed by a resolution :
- 6.6.1 passed with a two-thirds majority of all the other members of the Committee exercising their vote after inviting the views of the Committee member concerned and considering the matter in the light of any such views;
- or
- 6.6.2 if so resolved by a simple majority of the Members at an AGM or EGM of the Society.
- 6.7 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Society in respect of any liabilities properly incurred while he or she held office.
- 6.8 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

## **7. COMMITTEE MEETINGS**

- 7.1 The Committee must hold at least four meetings each year.
- 7.2 A quorum at a Committee meeting is not less than half of its current membership.
- 7.3 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice-Chairman or some other member of the Committee chosen by the members present presides at each meeting.
- 7.4 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.5 Except for the Chairman of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

## **8. POWERS OF COMMITTEE**

The Committee has the following powers in the administration of the Society:

- 8.1 To appoint supplementary Hon. Officers.
- 8.2 To delegate any of their functions to sub-committees consisting of three or more persons appointed by them (but at least two members of every sub-committee must be Committee members and all proceedings of sub-committees must be reported promptly to the Committee).
- 8.3 To establish procedures for the conduct of business within the Society.
- 8.4 To resolve or establish procedures to assist the resolution of disputes within the Society.
- 8.5 To exercise any powers of the Society which are not reserved to a general meeting.

## **9. PROPERTY & FUNDS**

- 9.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the Members of the Society or the Committee.
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
  - 9.2.1 under clause 3.15 (indemnity insurance);
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
  - 9.2.3 such indemnity as charity trustees are entitled to by law in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:
  - 9.3.1 declare an interest before discussion begins on the matter;
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;
  - 9.3.3 not be counted in the quorum for that part of the meeting;
  - 9.3.4 withdraw during the vote and have no vote on the matter.
- 9.4 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.12 until needed.

- 9.5 Investments and other property of the Society shall be held in the names of the Chairman, Hon. Secretary and Hon. Treasurer of the Society or in the name of a nominee under their control.

## **10. CAMPDEN CONSERVATION TRUST FUND**

- 10.1 The Campden Conservation Trust Fund, (“the Fund”) has been formed as a subsidiary charity of the Society, to receive the financial assets of the Campden Trust Limited (a company limited by shares with the registered company number 237632 and registered as a charity with the number 270583). The Fund may pay its distributable income annually to the Society, and to apply capital to conservation projects proposed by the Society at the discretion of the Fund's trustees, in accordance with the Fund's Objects and rules.
- 10.2 The Society may co-operate fully with the Fund, and shall provide to its trustees such information and shall consult with them as shall be reasonable and necessary to enable the trustees of the Fund to be adequately informed and to consider requests put to them by the Society for financial support and to review past results.
- 10.3 Notwithstanding 10.2, the trustees of the Fund shall have no obligation to see or enquire into actual expenditure of grants to the Society and may accept the receipt of any officer of the Society as a full and complete receipt.

## **11. RECORDS AND ACCOUNTS**

- 11.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:
- 11.1.1 annual reports
  - 11.1.2 annual returns
  - 11.1.3 annual statements of account
- 11.2 The Committee must keep proper records of:
- 11.2.1 all proceedings at general meetings
  - 11.2.2 all proceedings at Committee meetings
  - 11.2.3 all reports of sub-committees
  - 11.2.4 all professional advice obtained
- 11.3 Annual reports and statements of account relating to the Society and of any subsidiary body must be made available for inspection by any Member of the Society.

- 11.4 A copy of the latest statement of account must be supplied to any person who makes a written request and pays the Society reasonable costs (as required by the Charities Act 1993).

## **12. NOTICES**

- 12.1 Notices under this Constitution must be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) in any newsletter distributed by the Society.
- 12.2 The address at which a Member is entitled to receive notice is the address noted in the Register of Members (or, if none, the last known address).
- 12.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received 24 hours after being sent by electronic means or hand delivery to the relevant address or two clear days after being sent by first-class post to that address or on the date of publication of the newsletter containing the notice or, if earlier, as soon as the Member acknowledges receipt.
- 12.4 A technical defect in the giving of a notice of which the Members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

## **13. AMENDMENTS**

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but:

- 13.1 The Members must be given 21 clear days' notice of the proposed amendments.
- 13.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Society or if it would allow a payment of income or capital from the Society to or for the benefit of any Member of the Society or Committee member without the consent of the Charity Commission.
- 13.3 Clause 9.2 and 9.3 may not be amended without the prior written consent of the Charity Commission.

## **14. DISSOLUTION**

- 14.1 If at any time the Members at a general meeting decide to dissolve the Society, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Society's affairs.
- 14.2 After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways:

- 14.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects;
- 14.2.2 directly for the Objects or charitable purposes within or similar to the Objects;
- 14.2.3 in such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

And, for the avoidance of doubt, none of the remaining funds or property are to be paid to or distributed among Members.

- 14.3 A final report and statement of account relating to the Society must be sent to the Charity Commission.

## **15. INTERPRETATION**

- 15.1 In this Constitution:

‘charity trustees’ has the meaning prescribed by section 97 (1) of the Charities Act 1993;

‘Committee’ is the governing body of the Society.

‘elected Committee member’ means a member of the Committee elected at an AGM.

‘financial expert’ means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.

‘fundamental change’ means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society.

‘independent examiner’ has the meaning prescribed by section 43 (3) (a) of the Charities Act 1993.

‘material benefit’ means a benefit which may not be financial but has a monetary value.

‘Member and Membership’ refer to Members of the Society.

‘the Objects’ mean the charitable objects of the Society set out in clause 2.

‘Society’ means the Campden Society.

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects.

‘months’ means calendar months.

‘year’ means calendar year.

- 15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.