

CONSTITUTION AND RULES

(as amended by a Resolution of the Members of the Society
passed at its Annual General Meeting held on 21st November 2016)

- 1 The Chelsea Society shall be regulated by the Rules contained in this Constitution as follows:

OBJECTS

- 2 The Objects of the Society are to preserve and improve the amenities of Chelsea for the public benefit particularly by:
- 2.1 stimulating interest in the history, character and traditions of Chelsea;
 - 2.2 encouraging and promoting good architecture, town planning and civic design, the planting and care of trees, and the conservation and proper maintenance of its buildings the public realm and open spaces and other features of historic or public interest;
 - 2.3 seeking the abatement of nuisances;
 - 2.4 making representations to the proper authorities on these subjects.

MEMBERSHIP

- 3 Subject to the provisions of this Rule 3, membership of the Society shall be open to all who are interested in furthering the Objects of the Society.
- 3.1 Where a person firm or company ("Applicant") wishes to become a member of the Society ("Member") he shall submit to the Membership Secretary a written application in such form as the Council may by resolution from time to time prescribe ("Application").
 - 3.2 In the case of a married couple or a couple in a civil partnership who pay the subscription for joint membership each individual shall be a Member and each shall have one vote. In the case of a firm or company the Applicant shall designate a person to exercise its rights as a Member who shall have one vote.
 - 3.3 Within ten days following receipt of a properly completed and signed Application the Membership Secretary shall (subject to Rule 3.4) enter the Applicant on the Register (as defined in Rule 7.1) and the Applicant shall thereupon be a Member of the Society. The Membership Secretary shall notify the Applicant of such entry
 - 3.4 If the Membership Secretary reasonably considers that an Applicant does not subscribe to the Objects of the Society or may bring the Society into disrepute the Chairman of the

Council may refer the matter to the Council who shall in such circumstances have the power by resolution to refuse the Application.

- 3.5 If at any time the Chairman of the Council considers that the continued membership of any Member would not be in the best interests of the Society he may refer the matter to the Council, who may by Special Resolution proposed by the Chairman of the Council terminate the membership of that Member forthwith. The Membership Secretary shall give written notice of such termination to the former Member

THE COUNCIL

- 4 There shall be a Council of the Society which shall be constituted in accordance with these Rules.
- 4.1 The Council shall comprise Elected Councillors, Co-opted Councillors, and Officers (“together Members of Council”)
- 4.2 Elected Councillors shall be elected to be Members of Council by Members of the Society at a General Meeting (“Elected Councillors”)
- 4.3 At any time there shall be no more than twelve Elected Councillors
- 4.4 No person shall be eligible to be an Elected Councillor unless:
- 4.4.1 he is a Member
- 4.4.2 he has been proposed and seconded by at least two Members and has consented to serve
- 4.4.3 there have been given to the Secretary at least twenty eight days before the General Meeting
- 4.4.3.1 the names of the proposer, the seconder and the person seeking election (with his consent to serve) signed by the three persons concerned
- 4.4.3.2 a written statement by the person seeking election setting out his qualifications to be a Member of Council
- 4.5 Council may by resolution co-opt further persons to be Members of Council (“Co-opted Councillors”). The term of each such appointment shall be such as may be determined by resolution of Council but not exceeding one year
- 4.6 At any time (but subject to Rule 4.18) there shall be no more than four Co-opted Councillors

- 4.7 Council shall appoint by resolution appropriate persons to fulfil the roles specified in Rule 5.1 (“Officers”) and on such appointment such persons shall be Members of Council for the duration of their terms of office. The terms of reference for each of those roles shall be determined by a resolution of Council
- 4.8 In the event that an Elected Councillor becomes an Officer in consequence of an appointment under Rule 4.7 that person shall on such appointment cease to be an Elected Councillor.
- 4.9 In the choice of persons for appointment as Co-opted Councillors and Officers, regard shall be had, amongst other things, to the importance of including persons known to have expert knowledge and experience of matters relevant to the Objects of the Society and to the person’s connections with Chelsea.
- 4.10 Council shall be responsible for the day-to-day work of the Society and shall have power by resolution to take any action on behalf of the Society which the Council thinks fit to take for the purpose of promoting and furthering the Objects of the Society
- 4.11 Council may by resolution delegate any of its functions powers or authorities for such time on such terms and subject to such conditions as it thinks fit to any Committee consisting of one or more Members of Council and if thought fit one or more other persons who fulfil the criteria of Rule 4.9.
- 4.12
- 4.12.1 Unless requiring a Special Resolution, resolutions of Council shall be passed by simple majority of those present (whether voting or not) at a meeting of Council. A resolution (other than a Special Resolution) may also be proposed by the Chairman and voted upon by e-mail: it shall be passed if supported by a majority of all the Members of the Council.
- 4.12.2 Notice of a Special Resolution (with the text thereof) must be given to Members of Council at least twenty one days before a meeting of Council. A Special Resolution shall be passed only if supported by not less than two thirds of all the Members of Council
- 4.12.3 If a Member of Council cannot attend a meeting of Council he may, by giving written notice signed by that Member of Council to the Chairman before the meeting, appoint another Member of Council as his proxy
- 4.13 Council shall make and publish every year a Report of the activities of the Society during the previous year. Following receipt of such Report at the Annual General Meeting publication may be done by posting the Report on the Society’s website.

- 4.14 Council shall meet at least four times in each calendar year.
- 4.15 An Elected Councillor or Co-opted Councillor who is absent from two successive meetings of Council without explanation which the Council approves shall by Special Resolution cease to be a Member of Council.
- 4.16 Three of the Elected Councillors shall retire each year, but may offer themselves for re-election
- 4.17 Retirement under Rule 4.16 shall be in rotation according to seniority of election. Elected Councillors elected on the same day shall draw lots.
- 4.18. In the event that at any time the number of Elected Councillors is fewer than six then Council may (notwithstanding Rule 4.6) by resolution appoint further persons to be Co-opted Councillors provided that:
- 4.18.1 the term of appointment of a Co-Opted Councillor under this Rule shall terminate at the General Meeting next following his appointment, and
- 4.18.2 at no time shall the aggregate number of Elected Councillors and Co-Opted Councillors exceed sixteen.
- 4.19 a Member of Council will be present at a meeting of Council if with the permission of the Chairman he attends the meeting electronically.

OFFICERS

- 5.1 The Council shall appoint the following Officers who shall thereby be Members of Council for their respective terms of office namely:-

- 5.1.1 Chairman of the Council;
 - 5.1.2 Vice-Chairman of the Council;
 - 5.1.3 Secretary or Joint Secretaries;
 - 5.1.4 Treasurer;
 - 5.1.5 Membership Secretary
 - 5.1.6 persons to fill such other posts as may be decided from time to time by Special Resolution of Council.
- 5.2 The terms of office of the Chairman and Vice-Chairman shall be three years and those of the other Officers five years from the date of appointment respectively. Provided nevertheless that the appointment of the Chairman shall terminate at the end of the Annual General Meeting in the third year after his appointment.
- 5.3 The Officers shall be eligible for re-appointment to their respective offices but the Chairman and Vice Chairman shall not serve for more than six consecutive years, unless permitted to do so by resolution at a General Meeting.
- 5.4 Nothing herein contained shall detract from the Officers' right to resign during their current term
- 5.5 By Special Resolution Council may rescind the appointment of an Officer or a Co-opted Councillor during his term of office for substantial reasons
- 5.6 In the event of a casual vacancy in any of the offices specified in Rule 5.1 the Chairman (or in the event of the vacancy being the office of Chairman, the Vice-Chairman) shall have power to appoint a Member of Council to undertake the function of that office until a new Officer is appointed by Council.

PRESIDENT AND VICE-PRESIDENTS

- 6.1 The Council may by resolution appoint a Member to be President of the Society for a term of three years, and may re-appoint him for one further term of three years.
- 6.2 The Council may by resolution appoint not more than six persons, who need not be Members, to be Vice-Presidents of the Society each for such term as the Council may by resolution decide

REGISTRATION AND SUBSCRIPTIONS

- 7.1 The Membership Secretary shall maintain an up-to-date confidential register of Members (“Register”) containing such details for each Member as the Council may from time to time by resolution decide.
- 7.2 A Member shall give notice in writing signed by the Member to the Membership Secretary of any changes to the details held for that Member and on receipt of such notice the Membership Secretary shall update the Register accordingly.
- 7.3 The Council shall by resolution prescribe the amount of the subscriptions to be paid by Members and the date on which they are due and the period in respect of which they are payable
- 7.4 Membership of the Society shall lapse if the Member’s subscription is unpaid for three months after it is due, but may be restored by resolution of the Council.
- 7.5 Members may pay more than the prescribed minimum, if they wish.
- 7.6 Members may pay annual subscriptions by Direct Debit.
- 7.7 The Society may participate in the direct debiting scheme as an originator for the purpose of collecting subscriptions for any class of membership and/or any other amounts due to the Society. In furtherance of this objective, the Society may enter into an indemnity required by the Banks upon whom direct debits are to be originated. Such an indemnity may be executed on behalf of the Society by two Officers nominated by the Council.

GENERAL MEETINGS

- 8.1 In these Rules “General Meeting” means a meeting of the Society open to all its Members. No other person may be admitted except by permission of the chairman of the General Meeting.
- 8.2 The Council shall arrange at least one General Meeting every year, to be called the Annual General Meeting, which shall be held not less than ten months and not more than thirteen months after the previous Annual General Meeting. The Council may also arrange as many other General Meetings, (in these Rules referred to as Special General Meetings), as it may think fit including pursuant to Rule 8.15. Notice of the date of General Meetings shall be given so as to be received by Members not less than thirty five days before the date specified for the General Meeting.
- 8.3 General Meetings, the agenda for which shall be given to Members not less than twenty one days before the meeting, shall take place at such times and places as the Council shall specify.

- 8.4 The President shall preside as chairman at any General Meeting at which he is present, and if he is not present the Chairman of the Council or another Member of Council nominated by the Chairman of the Council shall so preside.
- 8.5 As regards voting at a General Meeting
- 8.5.1 Each Member is entitled to a single vote
- 8.5.2 A Member shall not be entitled to vote if
- 8.5.2.1 His name (or in the case of a firm or company, the name of the person designated under Rule 3.2) has not been entered on to the Register for a period of at least twenty one days before the General Meeting
- 8.5.2.2 He has not paid his subscription
- 8.5.2.3 He has appointed a proxy under Rule 8.7
- 8.5.3 a vote will be on a show of hands as to which the declaration of result by the chairman of the General Meeting shall be final unless at least twenty Members present at the General Meeting request a ballot immediately following the declaration of result
- 8.5.4 The Secretary shall prepare ballot papers beforehand for distribution at a General Meeting for use in the event a ballot is requested under Rule 8.5.3
- 8.5.5 Any ballot at a General Meeting shall be conducted on such terms as is decided by a resolution of Council
- 8.6 Subject to Rule 8.14 a resolution of Members at a General Meeting will be passed by a simple majority of those voting in person or by proxy save that a resolution of Members the effect of which is to amend these Rules will be passed only if:
- 8.6.1 the text of the proposed amendment has been included with the agenda for the General Meeting and
- 8.6.2 the resolution is supported by two-thirds of the Members voting in person or by proxy at the General Meeting
- 8.7 A Member may appoint another Member as his proxy to attend a General Meeting and to vote on his behalf and in his name if the Member has given notice in writing signed by him to the Secretary not less than seven days before the General Meeting of the name of the proxy and stating that the Member has appointed the proxy to attend the General Meeting

8.8

8.8.1 Elections to Council shall be held at a General Meeting in accordance with Rules 4.2 to 4.4

8.8.2 Each candidate for election to Council shall be elected individually

8.8.3 A candidate will be duly elected if he receives more votes in favour of his election than against it provided that where the number of candidates exceeds the number of vacancies those candidates who receive the most votes in favour shall be duly elected.

8.9 The agenda for the Annual General Meeting shall include:

8.9.1 receiving the Annual Report referred to in Rule 4.13;

8.9.2 receiving the Annual Accounts.

8.9.3 the election (if any) of Elected Councillors

8.9.4 resolutions (if any) of which notice has been received under Rule 8.12.1

8.9.5 such other matters within the Objects of the Society as the Council may by resolution decide

8.10 At the Annual General Meeting any Member may comment on any matter mentioned in the Report or Accounts, and may raise any matter not mentioned in the Report or Accounts, if it is within the Objects of the Society.

8.11 The chairman of the General Meeting may limit the duration of speeches.

8.12 Resolutions by Members may be passed only at a General Meeting

8.12.1 Any Member who wishes to propose a resolution shall give notice by sending a copy signed by him as proposer and by another Member as seconder so as to reach the Secretary at least twenty eight days before the date of the General Meeting.

8.12.2 The chairman of the General Meeting shall allow a reasonable time to debate the resolution and shall call speakers for and against the resolution

8.12.3 Unless withdrawn by the proposer the resolution shall then be put to the vote

8.12.4 A resolution on the agenda shall not be amended unless it is a minor amendment which does not alter the substance of the resolution. Any such amendment shall be

considered only if moved by the proposer and seconder of the resolution and approved by the chairman of the General Meeting.

8.13 The Secretary shall send to Members with the agenda referred to in Rule 8.3

8.13.1 the name of each person being proposed for election under Rule 4.2 with the names of the proposer and seconder and a copy of the statement for each such person referred to in Rule 4.4.3.2 and

8.13.2 a copy of any resolutions received under Rule 8.12.1

8.14 Notwithstanding Rule 8.6 any resolution the effect of which would be to cause the Society to cease to be a charity in law shall not be passed.

8.15 At any time not less than 50 Members may make an application to the Chairman of the Council requesting that the Council call a Special General Meeting.

8.15.1 Such an application must be:

8.15.1.1 signed personally by all the Members making the application

8.15.1.2 accompanied by a statement of the reasons for calling the Special General Meeting and the text of any resolution(s) they wish to propose at the Special General Meeting,

8.15.2 the Council shall consider any such application and if granted shall (subject to payment of any deposit required under Rule 8.15.3) call a Special General Meeting in accordance with Rule 8.2

8.15.3 The Council may make it a condition of such a grant that a deposit not exceeding the expense of calling and holding the General Meeting (as reasonably determined by the Treasurer) shall be paid to the Society by the Members making the application. The Council shall in its absolute discretion decide following the Special General Meeting whether the deposit shall be retained by the Society or returned to the applicants in whole or in part

8.15.4 An application made under Rule 8.15 shall be granted unless the Council decides by Special Resolution that it shall not be granted.

CONSULTATIONS

- 9.1 At any time not less than 30 Members may make an application to the Chairman of the Council requesting that the Council shall consult the Members on an issue which falls within the Objects of the Society
- 9.2 Such an application must be:
- 9.2.1 signed personally by all the Members making the application
 - 9.2.2 accompanied by a written explanation of the issue on which a consultation is requested
- 9.3 The Council shall consider any such application and if granted shall (subject to payment of any deposit required under Rule 9.4) arrange for a consultation to take place on such terms and on such basis and by such means as the Council shall in its absolute discretion think fit
- 9.4 The Council may make it a condition of such a grant that a deposit not exceeding the expense of undertaking such a consultation (as reasonably determined by the Treasurer) shall be paid to the Society by the members making the application. The Council shall in its absolute discretion decide following the consultation whether the deposit shall be retained by the Society or returned to the applicants in whole or in part
- 9.5 An application made under Rule 9.2 shall be granted unless the Council decides by Special Resolution that it shall not be granted.

NOTICES AND INTERPRETATION

- 10.1 Any notice required to be given or any application made to the Council
- 10.1.1 shall be addressed to the Secretary (or in the case of an application under Rule 3 or a notice under Rule 7.2, to the Membership Secretary) and
 - 10.1.2 sent to the address of the Society published on its website or such other address as may from time to time be notified to Members
- 10.2 Any notice to be given to a Member shall be validly given if sent:
- 10.2.1 by pre-paid post to the address specified in the Register, or
 - 10.2.2 by email to the e-mail address of that Member specified in the Register if he has given an e-mail address to the Society.

10.3 In these Rules:

10.3.1 Any words importing the masculine gender shall include the feminine or neuter as the context admits

10.3.2 "Writing" may include e-mails except where required to be signed in which case a signed .pdf document sent by e-mail shall suffice.

10.3.3 Any reference to a resolution is to an Ordinary Resolution unless required by these Rules to be a Special Resolution.

10.4 Nothing herein shall affect any resolution of the Members or of the Council passed under any earlier edition of this Constitution

WINDING-UP

11.1 The winding-up of the Society shall be effected by a Special Resolution of Council confirmed by a two-thirds majority of Members voting in person or by proxy at a General Meeting.

11.2 In the event of the winding-up of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects reasonably similar to those herein before declared as shall be chosen by the Council and approved by the General Meeting at which the decision to dissolve the Society is confirmed.