

CONSTITUTION OF THE KNOWLE SOCIETY (2002)

1. NAME

The name of the Society shall be **THE KNOWLE SOCIETY**.

2. OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising KNOWLE which area shall hereinafter be referred to as "**the area of benefit**"

- I. To promote high standards of planning and architecture in or affecting the area of benefit
- II. To educate the public in the geography, history, natural history and architecture of the area of benefit
- III. To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit

In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers:-

- 1) To promote civic pride in the area of benefit.
- 2) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- 3) To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
- 4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- 5) To publish papers, reports and other literature.
- 6) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit.
- 7) To hold meetings, lectures and exhibitions.
- 8) To educate public opinion and to give advice and information.
- 9) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- 10) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.

- 11) To sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Society as shall be necessary.
- 12) To borrow or raise money for the purposes of the Society on such terms and on such security as the Executive Committee shall think fit, but so that the liability of individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
- 13) To do all such other things as are necessary for the attainment of the said purposes.

3. MEMBERSHIP

- 3.1 Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time. Junior members shall be those aged less than 18 years at the time their subscription is due; and they shall not be entitled to vote at any meeting of the Society. Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative. The subscriptions of a member joining the Society in the six months preceding **the first day of October** in any year shall be regarded as covering membership for the Society's year commencing on **the first day of October** following the date of joining the Society.
- 3.2 On the recommendation of the Executive Committee, the Society may appoint, at an Annual General Meeting, as Honorary Member, any member who has rendered long and meritorious service. **[Revision 2004]**

4. SUBSCRIPTIONS

Members shall be in the following categories:

- (i) Full members (aged 18 and over)
- (ii) Joint members (husband and wife)
- (iii) Junior members (aged under 18)
- (iv) Corporate members
- (v) Vice Presidents (full members who pay three times the normal subscription)

Subscriptions shall be such as shall be determined by a simple majority of members present at an Annual General Meeting or Special General Meeting of the Society.

Subscriptions shall be payable on or before the **FIRST DAY OF OCTOBER** each year. Membership shall lapse if the subscription is unpaid six calendar months after it is due.

5. **MEETINGS**

An Annual General Meeting shall be held in or about **NOVEMBER** of each year to receive the Executive Committee's report and audited accounts and to elect Officers and to fill vacancies on the Executive Committee. The Executive Committee shall decide when ordinary meetings of the Society shall be held.

Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid-up. Thirty members personally present shall constitute a quorum for a Meeting of the Society.

The Executive Committee shall give at least 7 days' notice to members of all Meetings of the Society.

6. **OFFICERS**

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be signed by at least two members of the Society and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of further Executive Committee members. Nominees for election as Officers or Executive Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

The Officers of the Society shall consist of:-

- Chairman
- Deputy Chairman
- Honorary Secretary
- Honorary Treasurer

all of whom shall be members of the Society and shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. A President may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

7. **THE EXECUTIVE COMMITTEE**

- 7.1 The Executive Committee shall be responsible for the management and administration of the Society.
- 7.2 The Executive Committee shall consist of 4 officers and not less than 8 and not more than 12 other members of the Society.
- 7.3 The Committee shall have power to co-opt up to two further members of the Society.

- 7.4 Additionally, the Executive Committee shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between Annual General Meetings.
- 7.5 Persons co-opted under the provisions of sub-clauses 7.3 and 7.4 above shall retire at the Annual General Meeting following their co-option, but shall be eligible for election as full Executive Committee members. They shall not be eligible for further co-option until at least one further year has elapsed.
- 7.6 The President may attend any meeting of the Executive Committee but shall not vote at any such meeting.
- 7.7 Each member of the Executive Committee, whether ex-officio, elected or co-opted, shall have one vote. In the event of an equality of the votes cast the Chairman shall have a second or casting vote.
- 7.8 Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be signed by at least two members of the Society and the consent of the proposed nominee must first have been obtained.
- 7.9 If the nominations exceed the number of vacancies a ballot shall take place in such a manner as shall be determined by the Executive Committee.
- 7.10 Election of members to fill vacancies on the Executive Committee shall be at the Annual General Meeting of the Society.
- 7.11 There must be at least 5 vacancies, excluding the Officers, on the Executive Committee at each AGM. If insufficient vacancies have arisen through retirement of elected, co-opted, or casual members, one or more of the longest serving elected members of the Executive Committee shall be required to retire. Those who have been elected members of the Executive Committee the longest since the date of their last election shall be required to retire first and, where two or more members are of equal seniority, the Executive Committee shall decide which elected member is to retire.
- 7.12 In addition, any elected member who shall have served for three years since the date of his last election and who shall not be required to retire under the provisions of sub-clause 7.11 above shall retire from office at the Annual General Meeting.
- 7.13 Members of the Executive Committee retiring from office shall be eligible for re-election unless disqualified under the terms of sub-clause 7.14 below.
- 7.14 Any member of the Executive Committee who shall have failed to attend at least one half of the total possible number of Committee Meetings in any one year of his term of office without reason being accepted by the Executive Committee, shall cease ipso facto to be a member of the Executive Committee at the next Annual General Meeting and shall be ineligible for re-election for a further period of one year.
- 7.15 The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting.

7.16 For the purposes of sub-clauses 7.5, 7.11, 7.12, 7.14 and 7.15 'one year' shall be deemed to be the period between successive Annual General Meetings.

7.17 Seven members of the Executive Committee, all of whom shall be either officers or elected members, shall form a quorum for meetings of the committee.

8. **SUB-COMMITTEES**

The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and members of each sub-committee shall be appointed annually by the Executive Committee at its first meeting after the AGM. The Executive Committee may also appoint additional members to sub-committees during the course of the year. All actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee. All voting members of sub-committees shall be members of the Society. The Chairman of the Society shall be an ex-officio member of all sub-committees.

9. **DECLARATION OF INTEREST**

It shall be the duty of every Officer or member of the Executive Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Executive Committee 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.

10. **EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS**

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

11. **INVESTMENT**

All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investments, securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

12. **TRUSTEES**

Any freehold and leasehold property acquired by the Society shall, and if the Executive Committee so directs any other property belonging to the Society may, be vested in trustees

who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The Power of appointment of new trustees shall be vested in the Executive Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee. The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

13. **AMENDMENTS**

This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society, provided that 28 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law.

14. **NOTICES**

Any notice required to be given by these Rules shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of that member last notified to the Honorary Secretary.

15. **WINDING UP**

The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous Meeting. If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those herein before declared as shall be chosen by the Executive Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution the minute books and other records of the Society shall be deposited with the Civic Trust.

NOTES TO THE KNOWLE SOCIETY CONSTITUTION (2002).

I. The “area of benefit”.

The constitution refers to Knowle as the "**area of benefit**" but intentionally does not define the area, because we do not wish to be restricted in our interest. The following notes are intended to help to clarify our normal "area of benefit".

1. The ward map attached defines the prime area, but we should be aware that the ward boundaries themselves might change from time to time. Within this area we will pay particular attention to the Conservation area, as defined by the Solihull council.
2. We will take an active interest in areas outside this boundary, for example any development in the greenbelt surrounding Knowle.
3. We might have an interest in areas which are covered by other societies e.g.
 - a) Knowle Hall falls just outside the ward boundary and is technically in Meriden.
 - b) The boundary between Knowle and Dorridge runs along Grove road and Widney Road. In particular, Bentley Heath straddles the border.
 - c) Where such overlaps occur, we will consult with neighbouring societies where appropriate.
4. There are also ecclesiastical parish boundaries for Knowle, which are shown on the attached map - these may differ slightly from the ward boundaries.
5. For historical purposes we often need to stray outside our present area and make use of the manorial boundaries.

MAPS

- Ward Boundaries
- Conservation Area
- Parish Boundaries

II. Position of “Deputy Chairman”.

Normally, the “**Deputy Chairman**” will be the immediate past Chairman who would deputise for the Chairman without being seen as a candidate for the office of Chairman.