

Proposed revised Constitution.

The proposed new Constitution was sent by email to all members where the Society has been given the member's email address, and by letter to those where no email address is held.

Comments received:

A number of comments expressed approval of the proposed changes: reduced size of committee, the exclusion of clauses relating to classes of membership and reference to specific quantum of annual subscriptions. Defining quorums and the procedure to be adopted in the event that a series of meetings are not quorate.

Some asked questions or made suggestions:

- Proposed that the Society's objectives should be listed in priority order
- Were critical that some objectives are described in too broad and in general terms
- That some objectives relate to activities that the Society doesn't currently undertake

Response:

There is no priority inferred by the order in which our objectives are listed.

The Constitution sets out what a registered charity may do. It may include powers that aren't used – that we have those powers does not imply any compulsion to use them.

Any current or proposed activity that cannot be attributable to an Objective is in legal terms "ultra vires" – meaning, it cannot legally be undertaken by the Society without formally amending the Objectives set out in our Constitution. To do that, the Society's Constitution would need to be revised, approved by members and by the Charity Commission before/ in advance of any proposed activity.

The Society's objectives and indeed the Constitution as a whole, follows a template used by a majority of Civic Societies/ Civic Trusts and was written after receiving appropriate legal advice.

Why doesn't the Society adopt a limited company constitution.

Response:

A limited company constitution (in legal form, quite different to that of a charity) would require the Society to be separately registered with Companies House. Acts of Parliament require companies to submit annual financial statements in a format that complies with prescribed Company Accounting Standards. Annual registration and annual filing fees are payable.

This would be in addition to reporting to the Charity Commission where reporting requirements for small charities are less demanding and where there is no registration or filing fees.

The Society possess comprehensive insurance policy from Aviva Insurance Limited, specifically designed for Charities. Cover, protects both the Society, members of the Executive Committee and members with regards to: Public Liability; Group Personal Accident; Legal Expenses; Trustees and Officers Liability; Employers Liability; Professional indemnity; Fidelity; Libel and Slander.

The committee sees no benefit in transitioning to a limited liability company at this time.