

Constitution of the Regency Society of Brighton and Hove

Adopted on 2 March 2011 and amended on 6 February 2013

Part 1

1. Adoption of the Constitution

The Society and its property will be administered and managed in accordance with the provisions of Parts 1 and 2 of this constitution.

2. The name

The Society's name is the Regency Society of Brighton and Hove and in this document it is called the Society.

3. Objects

The Society's objects (the Objects) are:

- (1) To promote for the benefit of the public the conservation, protection and improvement of the physical and built environment of the city of Brighton and Hove and the surrounding area;
- (2) To advance the education of the public in the history, conservation, protection and improvement of this physical and built environment.

4. Application of the income and property

- (1) The income and property of the Society shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- (3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent:
 - (a) A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
 - (b) A Trustee from:
 - (i) Buying goods or services from the Society upon the same terms as other members or members of the public

(ii) Receiving a benefit from the Society in the capacity of a beneficiary of its charitable activities, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Society and upon the same terms as other members

(c) The purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Society but excluding:

(i) Fines

(ii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officers

(iii) Liabilities to the Society that result from conduct the Trustee or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not

(4) No Trustee may be paid or receive any other benefit for being a trustee.

(5) A Trustee may:

(a) Sell goods, services or any interest in land to the Society

(b) Be employed by or receive any remuneration from the Society

(c) Receive any other financial benefits from the Society

if:

(d) He or she is not prevented from so doing by sub-clause (4) of this clause

and

(e) The benefit is permitted by sub-clause (3) of this clause; or

(f) The benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6)

(a) If it is proposed that a trustee should receive a benefit from the Society that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) Declare his or her interest in the proposal
- (ii) Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it
- (iii) Not be counted in determining whether the meeting is quorate
- (iv) Not vote on the proposal

(b) In cases covered by sub-clause (5) of this clause, those trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interest of the Society to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a) – (c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Society the value of any benefit received by the trustee from the Society.

(7) A Trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, "Trustee" shall include any person, firm or company connected with the Trustee.

5. Dissolution

(1) If the members resolve to dissolve the Society the Trustees will remain in office as Trustees of the Society and be responsible for winding up the affairs of the Society in accordance with this clause.

(2) The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

(3) The Trustees must apply any remaining property or money:

- (a) directly for the Objects

(b) By transfer to any Charity or charities for purposes the same as or similar to those of the Society

(c) In such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to apply the remaining property or assets of the Society and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member which is itself a Charity).

(6) The Trustees must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society’s final accounts.

(7) On dissolution, the minute books and other records of the Society shall be deposited with the East Sussex County Records Office or a similar archive.

6. Amendments

(1) The Society may amend any provision contained in Part 1 of this Constitution provided that:

(a) No amendment may be made that would have the effect of making the Society cease to be a Charity at law

(b) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Society

(c) No amendment may be made to clause 4 without the prior written consent of the Commission

(d) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

(1) Membership is open to individuals over eighteen or organisations who are approved by the Trustees.

(2) Refusal

(a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.

(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The Trustees must keep a register of names and addresses of the members.

(5) The Trustees may provide for different classes of membership by rules or byelaws made under clause 29.

8 Termination of membership

Membership is terminated if:

(1) The member dies or, if it is an organisation, ceases to exist

(2) The member resigns by written notice to the Society unless, after the resignation, there would be less than two members;

(3) Any sum due from the member to the Society is not paid in full within three months of it falling due;

(4) The member is removed from membership by resolution of the Trustees that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) The member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed

(b) The member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting

9 General meetings

(1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive general meetings.

(2) All general meetings other than annual general meetings shall be called special general meetings.

(3) The Trustees may call a special general meeting at any time.

(4) The Trustees must call a special general meeting if requested to do so in writing by at least fifteen members or the number closest to two thirds of the membership, whichever is the less. The request must state the nature of the business to be discussed.

10 Notice

(1) The minimum period of notice required to hold any general meeting of the Society is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all members and to the Trustees.

11 Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is; 10 members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total membership at the time, whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If:

(a) A quorum is not present within half an hour from the time appointed for the meeting, or

(b) During a meeting a quorum ceases to be present, The meeting shall be adjourned to such time and place as the Trustees shall determine

(5) The Trustees must re-convene the meeting and must give at least seven days' notice of the re-convened meeting stating the date and time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12 Chair

(1) General meetings shall be chaired by the person who has been elected as chair.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13 Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person chairing the meeting must decide the date, time and place the meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

14 Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15 Representatives of other bodies

(1) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.

(2) The organisation must give written notice to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.

(3) Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.

16 Officers and Trustees

(1) The Society and its property shall be administered by a committee comprising the Officers and other members elected in accordance with the Constitution. The Officers and other members of the committee shall be the trustees of the Society and in this constitution are together called "the Trustees".

(2) The Society shall have the following Officers:

- A chair
- An honorary secretary
- An honorary treasurer

(3) A Trustee must be a member of the Society or the nominated representative of an organisation that is a member of the Society.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 19.

(5) The number of Trustees shall be not less than three and not more than 14.

(6) At the 2013 annual general meeting those officers and other trustees who were elected at the 2010 annual general meeting and have been trustees continuously since then, will cease to be trustees and will be eligible for re-election at the 2013 annual general meeting. All other elected officers and trustees in post at the time of the 2013 annual general meeting will continue in post.

At the 2014 annual general meeting those officers and other trustees who were elected at the 2011 annual general meeting and who were not trustees immediately before that annual general meeting and who have been trustees continuously since then, will cease to be trustees and will be eligible for re-election at the 2014 annual general meeting. All other elected officers and trustees in post at the time of the 2014 annual general meeting will continue in post.

At the 2015 annual general meeting those officers and other trustees who were elected at the 2012 annual general meeting and who were not trustees immediately before that annual general meeting and who have been trustees continuously since then, will cease to be trustees and will be eligible for re-election at the 2015 annual general meeting. All other elected officers and trustees in post at the time of the 2015 annual general meeting will continue in post.

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

17 The appointment of Trustees

(1) The Society in general meeting shall elect the Officers and other Trustees.

(2) Subject to sub-clause 5(a) of this clause the Trustees may appoint any person who is willing to act as a Trustee, save that no appointment of a trustee by trustees will be valid if it would result in the number of trustees who are serving immediately after the appointment and who have been appointed by trustees, exceeding the number of trustees serving at that time who have been appointed by members at a general meeting. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.

(3) At the 2016 and subsequent annual general meetings those officers and other trustees who have been in post continuously and without re-election for three terms will cease to be trustees and will be eligible for re-election at the 2016 or subsequent annual general meetings. All other elected officers and trustees in post at the time of that annual general meeting will continue in post. In this paragraph the word "term" refers to the period of time between two consecutive annual general meetings.

(4) No one may be elected a Trustee or an Officer at any general meeting unless prior to the meeting the Society is given a notice that:

(a) Is signed by a member entitled to vote at the meeting, other than the candidate being proposed

(b) States the member's intention to propose the appointment of a person as a Trustee or as an officer

(c) Is signed by the person who is to be proposed to show his or her willingness to be appointed

(5)

(a) The appointment of a Trustee, whether by the Society in general meeting or by the other trustees, must not cause the number of trustees to exceed any maximum fixed in accordance with this constitution as the maximum number of trustees

(b) The Trustees may not appoint any person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office

18. Powers of Trustees

(1) The Trustees must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose):

(a) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.

(b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

(c) To sell, lease or otherwise dispose of all or any part of property belonging to the Society. In exercising this power the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006.

(d) To borrow money and to charge the whole or any part of the property belonging to the Society as security for the repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land.

(e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

(f) To establish or support any charitable trusts, associations or institutions, formed for any of the charitable purposes included in the Objects.

(g) To acquire, merge with or enter into partnership or joint venture arrangement with any other charity formed for any of the Objects.

(h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.

(j) To obtain and pay for such goods and services as are necessary for carrying out the work of the Society.

(k) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.

(l) To appoint a member who is willing to the position of President and not more than five members who are willing to posts of Vice President, provided that such appointments may be revoked by the Trustees at any time and that those appointed shall not be Trustees and shall have only those powers and functions delegated to them by the Trustees from time to time.

(m) To do all such other lawful things as are necessary for the achievement of the Objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

19 Disqualification and removal of Trustees

A Trustee shall cease to hold office if he or she:

(1) Is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of the provision)

(2) Ceases to be a member of the Society

(3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

(4) Resigns as a Trustee by means of a notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect)

(5) Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated

20 Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Trustee may call a meeting of the Trustees.

(3) The honorary secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(7) The Quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

(8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

(9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the Trustees.

(11) If the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

(13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a sub-committee of Trustees and to vote upon the

resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a sub-committee of Trustees duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Trustees.

21 Delegation

(1) The Trustees may delegate any of their powers or functions to a sub-committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that:

- The relevant powers are to be exercised exclusively by the sub-committee to whom they delegate
- No expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees

(3) The Trustees may alter or revoke a delegation.

(4) All acts and proceedings of any sub-committees must be fully and promptly reported to the Trustees.

22 Irregularities in proceedings

(1) Subject to sub-clause 2 of this clause, all acts done by a meeting of Trustees, or of a sub-committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- Who was disqualified from holding office
- Who had previously retired or who had been required by the constitution to vacate office
- Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if, without:

- The vote of that Trustee and
- That Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a subcommittee of the Trustees if the resolution would otherwise have been void.

(3) No resolution or act of

(a) The Trustees

(b) Any sub-committee of the Trustees

(c) The Society in general meeting shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Society

23 Minutes

The Trustees must keep minutes of all:

(1) Appointments of Officers and Trustees made by the Trustees

(2) Proceedings at meetings of the society

(3) Meetings of the Trustees and sub-committees of Trustees including:

- The names of the Trustees present at the meeting
- The decisions made at the meeting
- Where appropriate, the reasons for the decisions

24 Annual Report and Return and Accounts

(1) The Trustees must comply with their obligations under the *Charities Act 1993* with regard to:

(a) The keeping of accounting records for the Society

(b) The preparation of annual statements of account for the Society

(c) The transmission of the statements of account to the Society

(d) The preparation of an Annual Report and its transmission to the Commission

(e) The preparation of an Annual Return and its transmission to the Commission

(2) Statements of account must be prepared annually in accordance with the provisions of relevant guidelines published by the Charity Commission.

(3) The accounts must be reviewed by an independent examiner before they are published and the independent examiner must provide a written report to the Trustees and members in accordance with guidance issued by the Commission. The independent examiner may be a member of the Society but must not be a Trustee or Officer.

25 Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Society's entry on the central register of Charities.

26 Property

- (1) The Trustees must ensure that the title to:
 - (a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities
 - (b) All investments held by or on behalf of the Society, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may only act in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Society.
- (3) The Trustees may remove the holding Trustees at any time.

27 Repair and Insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

28 Notices

- (1) Any notice required by the constitution to be given to or by any person must be:
 - (2)
 - (a) In writing or
 - (b) Given using electronic communications.
- (2) The Society may give any notice to a member either:
 - (a) Personally or
 - (b) By sending it by post in a prepaid envelope addressed to the member at his or her address or
 - (c) By leaving it at the address of the member or
 - (d) By giving it using electronic communications to the member's address.

(3) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

(4) A member present in person at any meeting of the society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(5)

(a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive proof that the notice was given.

(c) A notice shall be deemed to have been given 48 hours after the envelope containing it was posted, or, in the case of electronic communication, 48 hours after it was sent.

29 Rules

(1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The rules or bye-laws may regulate the following matters but are not restricted to them:

(a) The admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members

(b) The conduct of members of the Society in relation to one another, and the Society's volunteers and employees;

(c) The setting aside of the whole or any part or parts of the Society's premises at any particular time or times for any particular purpose or purposes;

(d) The procedure at general meetings and meetings of Trustees insofar as such procedure is not regulated by this constitution;

(e) The keeping and authenticating of records. (If regulations made under this clause permit records of the Society to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.);

(f) Generally all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The Society in general meeting has power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society.

(5) The rules and bye-laws shall be binding on all member of the Society. No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained within this constitution.