

CONSTITUTION (DRAFT - FOR REVIEW)

Norland Conservation Society

- CONSTITUTION** The Charity shall be managed and administered by the Trustees in accordance with the provisions of this Constitution. All Officers of the Charity shall be Trustees. A Committee comprising the Officers and other Trustees shall be responsible for running the affairs of the Charity and shall take decisions on its behalf. Adopted 12 May 1970. Revised 15 October 1997; 7 July 1999; 21 June 2005 and 26 June 2025.
- NAME** The Charity's name is the Norland Conservation Society ("the Society").
- OBJECTS** The Society is established for the public benefit for the following purposes:
- (a) To protect and preserve and stimulate public interest in the area within the Royal Borough of Kensington and Chelsea known as Norland, which area has been designated by the Council of the said Royal Borough as a Conservation Area under the terms of the Civic Amenities Act 1967 and hereinafter is referred to as "the area of benefit."
 - (b) To promote high standards of town planning and architecture in the area of benefit.
 - (c) To secure the preservation, conservation, development and improvement of features of general public amenity or 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 act as a co-ordinating body** and to co-operate with the Borough Council, ~~planning committees, sanitary, drainage~~ and all other authorities, such as the Greater London Authority (GLA), Transport for London (TfL), Thames Water and charities and ~~persons~~ organisations having aims similar to those of the Society.
 2. **To promote**, or assist in promoting, activities of a charitable nature throughout the area of benefit.
 3. **To educate public opinion** and to give advice and information.
 4. **To publish papers**, reports and other literature.
 5. **To undertake surveys** and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest.
 6. **To promote research** into subjects directly connected with the objects of the

Society and to publish the results of any such research.

7. **To hold meetings**, lectures and exhibitions.

8. **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 purposes.

9. **To take and accept any gifts** of property, whether subject to any special trusts or not.

10. **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.

11. **To borrow or raise money** for the purposes of the Society on such terms and on such security as the 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.

12. **To do all such other things as are necessary** for the attainment of the **Society's** said purposes.

MEMBERSHIP

Membership shall be open to all who are interested in actively furthering the purposes of the Society, particularly those who live or work in the area of benefit.

SUBSCRIPTIONS

The annual subscription shall be such reasonable sum as the Committee shall determine from time to time, and shall be payable on 1 January each year. Membership shall lapse if the subscription is unpaid three months after it is due.

MEETINGS

An Annual General Meeting ("**AGM**") shall be held in the Summer of each year to receive the Committee's report and **audited** accounts and to elect **the** Officers and members of the Committee.

The Committee shall decide when meetings of the Society shall be held and shall give at least 14 days' notice of such meetings to all members. Special General Meetings ("**SGM**") of the Society shall be held at the request of members representing not less than 10% of the existing membership of the Society and whose subscriptions are fully paid up. Fifteen members personally shall constitute a quorum for a meeting of the Society. **Trustees may also hold an SGM, not attended by the members.**

OFFICERS & TRUSTEES

The Officers of the Society shall consist of Chairman; Honorary Secretary and Honorary Treasurer and such other Officers as the AGM ~~or and EGM~~ shall from time to time determine. **The Officers and other Trustees of the Society shall be members of the Committee. All Officers and all other Trustees** shall relinquish

their office every year and shall be eligible for re-election at the AGM. ~~A President and Vice-President may also be elected at a General Meeting of the Society, for the periods to be decided at such meeting.~~

Nominations for election of Officers and other members of the Committee shall be made at or before the AGM. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. The election of Officers shall be completed prior to the election of further Committee members. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as the Chairman of the meeting may direct.

Trustees must declare any conflicts of interest and absent themselves from any of the Society's business where a conflict exists.

A Trustee shall cease to hold office if he or she is disqualified from acting under Sections 178 and 179 of the Charities Act 2011; ceases to be a member of the Society or is absent from all of the meetings held within a period of twelve consecutive months.

COMMITTEE

The Society shall be managed by the ~~The Executive~~ Committee, comprising ~~shall consist of~~ the Officers and ~~not more than twelve other members, other~~ Trustees of the Society, elected in accordance with this Constitution. The Committee shall have the power to fill ~~casual~~ vacancies amongst the Officers of the Society. The Officers and members of the Committee shall be resident, or work, in the area of benefit but the Committee shall have the power to ~~appoint~~ ~~co-opt~~ additional members not so resident. ~~The President and Vice-President may attend any meeting of the Executive Committee but may not vote at any such meeting.~~

The Committee shall have the power to ~~appoint advisors - co-opt further~~ members ~~of the Society~~ who shall attend in an advisory and non-voting capacity, ~~to support the Trustees in matters relevant to the objects of the Society.~~ Advisors may be invited to attend any meeting of the Committee.

The Committee shall hold a meeting at least twice a year between AGMs. A quorum for meetings of the Committee ~~shall consist of five members and for any vote at such a meeting, is one half (rounded up to a whole number) of the membership of the Committee.~~ In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. ~~The Executive Committee shall be responsible for running the affairs of the Society and may take decisions on its behalf.~~

The Committee must keep minutes of proceedings at meetings of the Society, including all appointments of Officers and Trustees; the names of the Officers present at meetings, the decisions made at the meetings and where appropriate, the reasons for the decisions.

ANNUAL REPORT AND RETURN OF ACCOUNTS	The Trustees must comply with their obligations under the Charities Act 2022 with regard to the keeping of accounting records and the preparation of an Annual Report and Return of Accounts and their transmission to the Commission. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.
EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS	The Officers of the Society, on behalf of the Committee shall, out of the monies received by the Society, pay all proper expenses of management and administration of the Society. The Society shall purchase Public Liability and Directors and Officers Liability insurance and any other insurance that the Committee requires to cover the risks faced by the Society, and to renew such insurance on the due dates. After the payment of the management and administration 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 Committee in furtherance of the purposes of the Society.
BENEFITS AND PAYMENTS TO TRUSTEES	Trustees or connected persons may only receive money or fees for providing goods or services to the Society with the approval of the Committee at a meeting. Trustees may benefit from the Society, in the capacity of a beneficiary of the Charity, as residents in the area of benefit.
INVESTMENT	All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the 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 or by the Secretary of State for Education and Science as may for the time being be required by law or by the special trusts affecting any property in the hands of the Committee.
AMENDMENTS	The Constitution should be reviewed regularly and may be amended by a two-thirds majority at an Annual or Special General Meeting AGM or SGM , provided that 14 days' notice of the proposed amendment has been given to all members, and provided that nothing therein 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.
NOTICES	Any notice required to be given by these Rules shall be deemed to be duly given if communicated by email, hand-delivered, or sent by prepaid post to the physical address of that member last notified to the Secretary.
WINDING-UP	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 bodies having objects similar or reasonably similar to those hereinbefore declared as may be chosen by the Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed.

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