



CONSTITUTION OF THE THORNEY ISLAND SOCIETY

1. Name

The name of the society shall be The Thorney Island Society.

2. Objects

The Society is established for the public benefit for the following purposes in the area of benefit which area shall hereinafter be referred to as the old Westminster village. (For the avoidance of doubt, this area includes the two Royal Parks of St James's Park and The Green Park, which are both, through the Society's auspices, fully participating members in a voluntary body known as the Royal Parks Forum.)

- (i) To promote high standards of planning and architecture in or affecting the old Westminster village;
- (ii) To educate the public in the geography, history, natural history and architecture of the old Westminster village;
- (iii) To secure the preservation protection development and improvement of features of historic or public interest in the old Westminster village.

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 any 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 organizations, charities and persons having aims of similar nature to the Society;
4. To promote or assist in promoting activities of a charitable nature throughout the old Westminster village;
5. To publish papers, reports and other literature, and maintain and preserve in good order the Society's archive of papers, pictures and memorabilia along with any other documents whether in paper or electronic form relating to the old Westminster village, its history and the Society's activities;
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 old Westminster village;

7. To hold meetings, lectures and exhibitions, and to arrange visits within the old Westminster village and elsewhere as shall be consonant with the object (ii) above;
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 or otherwise; providing that the Society shall not undertake any permanent trading activities in raising any 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 things as are necessary for the attainment of the said purposes.

3. Membership

Membership shall be open to all who are interested in actively furthering the purposes of the Society. There shall be the following categories of membership:-

Full membership

Joint full membership

Corporate membership

Senior, unwaged, student membership, at the time subscription is due

Joint senior, unwaged, student membership, at the time subscription is due

Such other categories as the Executive Committee may from time to time establish.

Members under the age of 18 shall not be entitled to vote at any meeting of the Society.

Corporate members shall be such societies, associations, educational institutions, companies or other partnerships 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 of the Society at which the member is permitted to be represented, and shall give particulars thereof in writing at the time of application for membership, without which no representative shall be permitted to exercise his or her vote.

The granting of any membership is at the sole discretion of the Executive Committee which shall have the power to refuse or discontinue membership to any person(s) or organisations if such membership is thought to be inconsistent with or contrary to the objects or interests of the Society.

4. Subscriptions

Reasonable level of subscriptions to the Society for the various categories of membership shall be determined from time to time by the Executive Committee, and any changes thereto from a previously determined level shall be reported to the next Annual General Meeting.

The subscription year shall run from 1 November each year until 31 October the following year, and relevant subscriptions shall be payable on or before 1 November each year. The subscriptions of a member joining the Society in the four months preceding 1 November in any year shall be regarded as covering membership for the Society's subscription year commencing on 1 November.

No member shall have power to vote at any meeting of the Society if his or her or its subscription is in arrears at the time of that meeting. Membership shall lapse if the subscription is unpaid four months after it is due.

5. General Meetings

An Annual General Meeting shall be held by the end of November each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Committee. Its precise date shall be determined by the Executive Committee. Special General Meetings of the Society shall be called by the Executive Committee as and when thought fit, or at the written request of 15 or more members whose subscriptions are fully paid up. 14 days' written notice shall be given to the Society's membership of any General Meeting. 5 members personally present shall constitute a quorum at any General Meeting.

The election of Officers at an Annual General Meeting shall be completed prior to the election at that Meeting of other Committee Members. Nominees for election as Officers or Committee Members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest likely to be of concern to the Society.

The Executive Committee shall invite the President of the Society to take the chair at any General Meeting of the Society, but if the President is absent from that Meeting or does not wish to take the Chair, the Meeting shall decide who shall take the chair for that occasion. If the chairman of the Meeting is an Officer of the Society, or any other member of the Executive Committee, he or she shall vacate the chair for any election required to that Officer post or Committee membership position.

In the event of an equality in any votes cast at any General Meeting of the Society the chairman of the Meeting shall have a second or casting vote.

A President, Vice-Presidents and Patrons may also be elected at a General Meeting of the Society, subject to the willingness of any person(s) to be elected, for periods to be decided at such a Meeting and at any subscription rate approved at the Meeting.

6. A. Officers, B. The Executive Committee, C. Sub-Committees

A. Officers:

Officers of the Society shall be members of the Society throughout their term of office. Any Officer who ceases to be a member of the Society for whatever reason shall thereby cease to be an Officer of the Society, and the Executive Committee may fill any vacancy thus occurring under the provisions set out below in this section for the filling of vacancies.

The Officers shall consist of:

Chair
Honorary Secretary
Honorary Treasurer
Honorary Membership Secretary

All of whom shall relinquish office at the AGM every year but shall be eligible for re-election at that AGM.

Nominations for the election of Officers at any Annual General Meeting shall be made in writing to the Honorary Secretary, who shall call for such nominations at the time of the issuing of the notice of the Meeting. Nominations must be proposed and seconded and the consent of the proposed nominee must have first been obtained in writing. If, at the time of the Meeting, no nomination has been received for any particular Officer position, nominations may be called for by the Chair of the Meeting from amongst those present, provided that any such nominations are proposed and seconded by persons present and the consent of any nominee is forthcoming at the time.

B. The Executive Committee:

All members of the Society's Executive Committee shall be members of the Society throughout the term of their membership of the Committee. Any Committee member who ceases for whatever reason to be a member of the Society shall thereby cease to be a member of the Committee, and the Executive Committee may fill any vacancy thus occurring under the provisions set out below in this section for the filling of vacancies.

The Executive Committee shall be responsible for the management and administration of the Society. The Committee shall consist of the Officers and not less than 4 and not more than 8 other members, 2 of whom shall be required to be resident or work in the area of benefit. The Committee shall have the power to co-opt additional members wheresoever resident or working who shall attend in advisory and non-voting capacity. The Committee shall have the power to fill up to 3 non-Officer voting vacancies howsoever occurring between General Meetings provided that any persons joining under this provision not resident or working in the area of benefit shall not have voting rights.

All members of the Executive Committee shall relinquish membership at the AGM each year but shall be eligible for re-election if the provisions of the preceding paragraph shall have been complied with.

Nominations for election to the Executive Committee at an Annual General Meeting shall be made in writing to the Honorary Secretary who shall call for such nominations at the time of the issuing of the notice for that Meeting. Nominations must be proposed and seconded and the consent of the nominee must first have been obtained in writing. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as

shall be determined by the Meeting. If, at the time of the Meeting, insufficient nominations shall have been received to fill the number of vacancies required under the terms of the first paragraph of this section, nominations may be called for by the chairman of the Meeting from among those present, provided that any such nominations are proposed and seconded by persons present, and the consent of any nominee is forthcoming at the time. The Executive Committee shall meet not less than six times a year at intervals of not more than 2 months, and 14 days' written notice shall be given of any Executive Committee meeting, except that the Chair, in consultation with 2 other Officers, may call a meeting at shorter notice in the event of an emergency.

The quorum for a Committee meeting shall as near as maybe comprise one third of the *voting* members of the Executive Committee. The President (if any) of the Society and the Vice-Presidents (if any) may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of an equality of votes cast at any meeting of the Executive Committee, the chairman of the meeting (who shall be the Chair of the Committee, unless absent in which case the meeting shall elect a chairman from among the membership) shall have a second or casting vote. The Executive Committee shall have the duty to consider, and the power to determine, whether any such interest, if undisclosed at any relevant meeting but subsequently revealed, shall constitute any grounds for disqualification as Officer or Committee Member and, if so, for what period.

C. 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, and shall prescribe the constitution and terms of reference for such sub-committees at the time of their establishment. Such constitution and terms of reference may be altered at any time by the Executive Committee. Sub-Committees shall be wholly subordinate to the Executive Committee, which shall at all times regulate the Sub-Committees and may dissolve them at any time. The Chair and Secretary of each Sub-Committee shall be appointed by the Executive Committee from among its membership. Other members of the Sub-Committees may be appointed from outside the Executive Committee or the Society, except that any Sub-Committee members from outside the Society shall always be in a minority on the Sub-Committee and shall have no voting rights at Sub-Committee meetings. A quorum for a Sub-Committee shall be 2 voting members or one third as near as may be of the voting members of the Sub-Committee, whichever figure is the greater. All actions and proceedings of each Sub-Committee shall be reported to and confirmed by the Executive Committee as soon as possible.

7. Minutes of Meetings

Minutes of all meetings of the Society shall be kept by an appropriate person or persons. Minutes of any Executive Committee meeting shall be made available to all Executive Committee members by not later than seven days before the next Executive Committee meeting. Minutes of any Sub-Committee meeting shall be made available to members of that Sub-Committee by not later than seven days before the next meeting of that sub-committee, and on request to the secretary of that Sub-Committee to any member of the Executive Committee not a member of that Sub-Committee. Minutes of any General Meeting shall be available at any subsequent Annual General Meeting held not sooner than 14 days after that General Meeting and to any member of the Society on request to the Honorary Secretary. Minutes or part thereof of Executive Committee meetings and of any Sub-Committee meeting may be made available to any person not a member of the

Executive Committee or of that Sub-Committee with the permission of the Executive Committee.

8. The Society's Account and Accounts

The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. The Executive Committee shall keep the accounts of the Society and, acting through the Honorary Treasurer, shall prepare annual accounts of the Society, shall arrange for the auditing or independent examination of those annual accounts, shall consider and approve those annual accounts before their presentation to the Society's Annual General Meeting for that Meeting's consideration and, if appropriate, adoption, and shall thereafter transmit a copy of those accounts to the Charity Commission.

9. Declaration of Interest

In addition to the general declaration of interest required by nominees for election as Officers and members of the Executive Committee, it shall be the duty of every Officer or member of the Executive Committee or of any Sub-Committee who is in any way directly or indirectly interested financially or professionally in any issue for consideration, at any Committee, including planning applications in the old Westminster village, or Sub-Committee meeting at which he or she is present in whatsoever capacity to declare such interest and, and although he or she may be permitted by the Committee or Sub-Committee to make a verbal or written submission on that issue to the meeting, and shall be permitted to answer questions on the issue put by the meeting, he or she must withdraw from the meeting during any subsequent discussion of the issue, and shall not cast any vote thereon.

10. Expenses of Administration

The Executive Committee shall, out of the funds of the Society, pay all proper and reasonable expenses of administration and management of the Society. No member of the Executive Committee or of any Sub-Committee shall be permitted to derive any remuneration for the general administration of the Society, but any member of the Executive Committee or Sub-Committee shall be reimbursed any reasonable expenses incurred in the course of duties carried out for the Society's benefit so long as those expenses and duties are authorised by the Executive Committee. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient by the Executive Committee, the remaining funds of the society shall be applied by the Executive Committee in furtherance of the purposes of the Society. The Executive Committee shall also have the discretionary power to effect annual insurance to protect the Trustees of the Society (see clause 12 below) from any liability, cost or claim arising out of the proper discharge of their Trustee duties.

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 Commission 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 of the Society

Members of the Executive Committee act as Trustees of the Society, and the Society's Annual Return to the Charity Commission shall list as Trustees all members of the Executive Committee for the year to which any such Return relates. In addition to those Trustees defined above, 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 invested in the names of persons who shall be termed as holding trustees who shall deal with such property as the Executive Committee may from time to time direct. Any such trustees shall be at least 3 in number or a trust corporation (and any such trust corporation shall be termed a custodian trustee). The power of appointment of any holding trustees or custodian trustee shall be vested in the Executive Committee. Any such holding trustee or member of any such trust corporation need not be a member of the Society but no person whose membership lapses by virtue of clause 4 shall thereafter be qualified to act as a holding trustee or member of a trust corporation unless and until re-appointed as such by the Executive Committee. The Honorary Secretary shall notify any such trustees or members of any such trust corporation in writing as and when appropriate of any amendment hereto and such trustees and members of a trust corporation shall not be bound by any such amendments in their duties in that respect unless such notice has been given. The Society shall be bound to indemnify any holding trustees or members of a trust corporation in their duties and liability under such indemnity shall be a proper administrative expense in terms of clause 10 above.

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(s) 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 to cease to be a charity in law; provided that no amendment shall be made to clause 2, clause 15 or this clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

14. Notices

Any notice required to be given by these rules shall be deemed to be duly given if left or sent by prepaid post or E-mail to the address of that member last notified to any appropriate Officer.

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 dissolution of the Society is to be proposed at an Annual General Meeting or 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 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.

[Changes to the constitution were approved at a Special General Meeting of the Society held on Wednesday 13th December 2017.]

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Registered Charity Number : 1000751