**The Ropley Society**

**Registered Charity No. 298128 Constitution and Rules**

**Adopted at the Society’s AGM**

**held Thursday 15th April 2021**

Amendment made to enable clarification of the distribution of funds to comply with the requirements of the Heritage Lottery Fund application

1) Name

The name of the Society shall be the Ropley Society (“The Society”) Mission Statement

* + 1. To provide a forum for those who are concerned about preserving, enjoying and protecting the environment and character of Ropley, including Monkwood and West Tisted (“the Local Area”).

1. Key Aims
   * 1. To enhance the community spirit in the Local Area by supporting the Parish Council and other organisations that share similar values.
     2. To represent and advance the views of the Society and its membership to the authorities, as appropriate.
     3. To support actions to preserve the environment and countryside amenities such as trees, hedgerows, footpaths, ponds and recreational facilities.
     4. To secure the preservation, protection, development and improvement of features of historic or public interest in the Local Area.
     5. To examine and comment upon any planning applications and become actively involved in major issues of public interest affecting the Local Area.
     6. To monitor transport and traffic developments that would be harmful to the safety, noise, pollution or ~~to~~ the rural nature of the Local Area.
     7. To stimulate interest in the past, present and future of the Local Area and surrounding districts.
     8. To act as a focus for obtaining/ imparting information/advice and to provide a forum for public discussion.
     9. To support the Parish Council in the implementation of the Ropley Neighbourhood Development Plan.
2. Fund Raising
   * 1. The Society shall raise funds and invite/receive contributions from any person by way of subscription, donation and otherwise.
     2. The Society shall not undertake any permanent trading activities.
3. Membership
   * 1. Membership shall be open to all who are interested in furthering the Key Aims of the Society.
     2. The categories of membership are:
        + 1. Individual
          2. Life
          3. Honorary
          4. Over 80
     3. The level of subscriptions for Individual and Life membership shall be as decided by the Committee from time to time. The Committee is empowered to reduce subscriptions for various sub-categories of membership (e.g. those over a certain age).
     4. Subscriptions will be due annually for the calendar year.
     5. Membership re a subscription that remains unpaid for three months will lapse as decided by the Committee on a case by case basis.
     6. As proposed by the Committee, Honorary membership may be extended by the Society at an Annual General Meeting to those who have particularly furthered the aims of the Society.
4. Officers
5. The Officers of the Society shall be the Chair, the Vice Chair, the Secretary, the Treasurer and the Membership Secretary.
   * 1. All the Officers shall relinquish their offices at each Annual General Meeting but be eligible for re-election.
     2. If any Officer resigns or is otherwise unable to continue to hold his/her position during the year, the Committee shall appoint someone to the post, to stand until the next Annual General Meeting.
6. Trustees
   1. As a registered charity The Society shall be managed by a Committee (see section 8 below).
   2. The officers and full members of the committee shall be registered as the Trustees of the Charity.
   3. Trustees will be appointed under the rules of the Charity Commission see [www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3](http://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3) for further detail. Individual committee members are responsible for checking that they are eligible to be a Trustee of the Charity
   4. For details of the appointment of Trustees see appointment of Committee members and officers below.
   5. Details of all Trustees of The Society shall be registered with the Charity Commission. It is the responsibility of the Chairperson of The Society to ensure that Trustee details are kept up to date.
   6. The role of a Trustee of The Society shall be to ensure that the Charity is doing what it was set up to do. Specifically, to;
      1. Ensure the Society is carrying out its purposes for the public benefit and for no other purpose.
      2. Ensure that The Society complies with the governing document – The Constitution and Rules and complies with charity law requirements applying to The Society.
      3. Act in The Society’s best interests making balanced and adequately informed decisions, to enable The Society to carry out its purpose, thinking about the long term as well as the short term. Trustees shall avoid putting themselves in a position where their duty to The Society conflicts with personal interests or loyalty to any other person or body.
      4. Manage The Society’s resources responsibly by acting responsibly, reasonably and honestly. Trustees may not receive any benefit from the society unless it is properly authorised and is clearly in The Society’s interests. This also includes anyone who is financially connected to a Trustee such as a partner, dependent child or business partner.
      5. Act with reasonable care and skill and take appropriate advice when necessary, by giving enough time, thought and energy to their roles, for example by preparing for, attending and actively participating in all Committee meetings.
      6. Ensure the Society is accountable and complies with statutory accounting and reporting requirements. Trustees should also be able to demonstrate that The Society is complying with the law, is well run and effective and ensure appropriate accountability to members,
7. Committee
   * 1. The Committee shall be responsible for the management and administration of the Society.
     2. Whilst the Committee may, at it sees fit and from time to time, seek the general views of the members, in the absence of any such clear guidance, the views of the Committee shall be deemed to be the views of the Society.
     3. The Committee shall consist of (a) the Officers of the Society, (b) up to seven further members of the Society elected by the Annual General Meeting and (c) up to three further members of the Society elected by the Committee, all of whom will stand until the next Annual General Meeting (“the Committee Members”).
     4. There shall be at least four meetings of the Committee each calendar year.
     5. Three elected Committee Members shall constitute a quorum.
     6. Unless agreed by all Committee Members on a case by case basis, seven days’ notice shall be given of each Committee meeting.
     7. Each resolution/decision of the Committee will be passed by a majority vote of those Committee Members attending the meeting. The Chair will have the deciding vote should there be an equal number of votes for and against the resolution/decision concerned.
     8. The Chair, and in his/her absence the Vice Chair, shall chair meetings of the Committee. In their absence at any particular meeting of the Committee, the Committee Members present will decide who will chair the meeting.
     9. The Chairman will ensure that minutes are kept of each meeting.
     10. The Committee may establish or dissolve sub-committees as deemed necessary, agree their terms of reference, designate chairs and receive their reports.
     11. Each Committee Member is proactively responsible for notifying the Committee of any conflict of interest that may arise from time to time.
8. Setting up of Sub Groups within The Society
   1. The Society may create Sub Groups within its organisation by a majority decision of the Committee, Sub Groups may also be disbanded by a majority vote of the Committee.
   2. Sub Groups may be created on a permanent or a temporary basis i.e. for a specific time limited project.
   3. Sub Groups may only be created where they have a purpose or ethos that is similar to, but distinct from, the main Society. The purpose of any such Sub Group must be closely aligned to, and assist with, the delivery of the Society’s Objectives and Key Aims.
   4. Any management of finances related to a Sub Group shall be managed within the existing banks account(s) of the Society. These may be “ring fenced”. The Treasurer of the Society will retain responsibility for the oversight and management of any such funds.
   5. Sub Groups will be managed in such a way as to align with the principles of good governance as outlined in The Society’s Constitution. Normally at least 1 full Committee member from the Society will be part of the Management Committee of a Sub Group. Sub Groups will report to each of the Society Committee meetings
9. General Meetings
   * 1. An Annual General Meeting shall be held each calendar year.
     2. At each Annual General Meeting (a) the Officers of the Society shall be elected, (b) a report on the activities of the Society since the previous Annual General Meeting shall be given and (c) the accounts of the previous calendar year considered. The accounts will be audited as required by Charities legislation and an Honorary Auditor/Examiner elected as appropriate.
     3. At least ten days’ notice of any General Meeting shall be given to the membership.
     4. Communication of any notice or matters concerning a General Meeting shall be by email to members where possible and otherwise as decided by the Committee.
     5. Items for inclusion on the agenda for the Annual General Meeting should be received by the Secretary at least seven days before the meeting.
     6. The Constitution and Rules may be amended at any General Meeting by a majority of two thirds of the members present and voting, provided that ten days’ notice of the proposed amendments has been given to members.
     7. The Chairman will ensure that minutes are kept of each General Meeting.
     8. An Extraordinary General Meeting of the Society shall be called at any time by the Committee or upon written request to the Secretary from at least 12 members of the Society.
10. Use of Funds
    * 1. At its discretion, the Committee shall decide how to utilise the funds of the Society in relation to the Key Aims.
      2. Again, at its discretion, the Committee may utilise funds to support local community groups, up to a maximum of £500 per year per group.
      3. The Committee shall obtain such insurance as it sees fit including insurance to cover legal claims against individual Committee Members.
      4. By exception, the Committee may decide to make small gifts up to a maximum of £50 per person per year.
      5. Outside of any distribution covered in point d) above the Society shall not distribute income or property to its members during its lifetime
      6. Committee Members shall not be paid for their services to the Society. However, Committee Members will be entitled to reimbursement of costs incurred in relation to the Society as decided by the Committee and minuted accordingly.
11. Dissolution
    * 1. If the Committee decides it is necessary or desirable to dissolve the Society, it shall call a General Meeting of the members with at least twenty-one days’ notice. If the proposal is approved by at least two thirds of those present and voting, the Committee will realise the assets of the Society and, after settling the Society’s liabilities, dispose of any balance by gift to another charitable institution or not – for – profit organisation with the same or similar aims or otherwise as the Charities Commission may suggest or direct. Upon dissolution the Society’s assets shall not be distributed to the Society’s members.
12. General
    * 1. Data Protection: A member's personal data will be held by The Society for the express purpose that it was intended for, namely maintaining contact with members and advising members of events and local information.
      2. The Society is a non-political organisation.

Ropley Society constitution as adopted at the Society’s AGM held on 28th October 2020

Name Position Date

Carole Oldham Chair of the Society