

CONSTITUTION

1. NAME. The name of the Society shall be THE PORTSMOUTH SOCIETY.

2. OBJECTIVES. The Society is established for the public benefit for the following purposes in the City of Portsmouth.

(a) To promote high standards of design, planning and architecture.

(b) To promote the preservation protection and improvement of features of historic or public interest.

In furtherance of these Objectives the Society through its Committee shall have the following powers:

(1) To promote research into subjects directly connected with the Objectives of the Society, from time to time holding competitions, and to publish the results of any such research or competition.

(2) To act as a co-ordinating body and to liaise with the local authority, planning committees, and all other local and statutory authorities, voluntary organisations, and persons to promote and further the Objectives of the Society.

(3) To promote or assist in promoting activities of a charitable nature.

(4) To publish papers, reports and other literature by way of physical, electronic or other means.

(5) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of interest.

(6) To hold meetings, lectures, exhibitions and organise trips of interest to members.

(7) To educate public opinion and to give advice and information.

(8) To raise funds and to invite and receive contributions from any organisation or persons whatsoever by way of subscription and donation; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purposes.

(9) To sell, dispose of 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 to support the Objectives of the Society.

3. EXTERNAL COMMUNICATION. Members shall not make any oral or written statement on behalf of the Society without the express permission of the Chairman or Committee.

Any written communication on behalf of the Society shall be available to all members of the Committee.

4. MEMBERSHIP. Membership shall be open to all who are interested in actively furthering the purposes of the Society, No member shall have power to vote at any meeting of the Society if his subscription is in arrears at the time.

Corporate members shall be such societies, associations, educational institutions or businesses as are interested in the Objectives of the Society. A corporate member shall appoint a representative to vote on their behalf at all meetings, but before the representative exercises his or her right to vote, the corporate member shall give particulars of its representative in writing to the Honorary Secretary.

The Committee can meet as required to terminate membership due to a members inappropriate behaviour.

5. SUBSCRIPTIONS The Committee shall determine the annual subscription from time to time, which shall be payable on or before 4th April each year. Membership shall lapse if the subscription is unpaid three months after it is due.

6. MEETINGS. An AGM shall be held within six months of the financial year end to receive the Committee's report and audited accounts and to elect Officers and Members of the Committee. At the

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AGM, the Constitution shall be available to members.

The Honorary Secretary shall give 21 days notice to members of the AGM.

Special General Meetings (SGMs) of the Society shall be held at the written request of members representing not less than 10 per cent of the existing membership of the Society and whose subscriptions are fully paid-up.

10 members personally present shall constitute a quorum for a Meeting of the Society.

The Committee shall decide when ordinary general

meetings of the Society shall be held. The Honorary Secretary shall give at least seven days notice to members of all general meetings of the Society.

7. OFFICERS. Nominations for the election of officers shall be made to the Honorary Secretary at least 14 days before the AGM, Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The committee shall have the power to waive requirements for notice and seconds if thought fit.

The Officers of the Society shall consist of: Chairman, Honorary Secretary and Honorary Treasurer all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting.

A President and Vice-Presidents may also be elected at an SGM of the Society, for periods to be decided at such a meeting.

The Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

8. THE COMMITTEE. The Committee shall be responsible for the management and administration of the Society and as such all are legally defined charity trustees. The Committee shall consist of the Officers and not less than four other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity).

The President and Vice-Presidents may attend any meeting of the Committee at the invitation of the Chairman but are not members of the Committee and shall not vote at any such meetings. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

Nominations for election to the Committee may be made in writing to the Honorary Secretary before the AGM or from the floor at the AGM. They must be supported by a member as seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, as determined by the Committee, a ballot shall take place in such manner as shall be determined. Members of the Committee shall be elected annually at the AGM of the Society, outgoing members may be re-elected.

The Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary or Minutes Secretary shall give Committee members not less than seven days' notice of each meeting. The quorum shall comprise one third of the members of the Committee.

9. SUB COMMITTEES. The Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be determined by the Committee. The Chairman and Honorary Secretary of each sub-committee shall be appointed by the Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Committee as soon as possible. Members of the Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Committee. Sub-Committees shall be subordinate to the Committee and may be regulated or dissolved by the Committee.

10. DECLARATION OF INTEREST. It is the duty of every Officer or member of the Committee or sub-committee who is in any way directly or indirectly interested financially or professionally in any item

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discussed at any committee meeting at which he or she is present to declare such interest and he or she shall not discuss such item, except by invitation of the Chairman, or vote thereon.

11. STANDING ORDERS. It is the duty of all Committee members to abide by Standing Orders governing the management of the Society usually to address particular situations not covered by the Constitution. These standing orders can be introduced by a simple majority vote of the Committee, documented in the minutes and subsequently ratified at the AGM.

12. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS. The Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After the payment of the administration and management 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 Objectives of the Society.

13. 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 as may for the time being be required by law or by the special trusts affecting any property in the hands of the Committee.

14. TRUSTEES. Any freehold and leasehold property acquired by the Society shall and if the Committee so directs any other property belonging to the Society may be vested in holding trustees who shall deal with such property as the Committee may from time to time direct. Holding trustees shall be at least three in number. The power of appointment of holding trustees shall be vested in the Committee. A holding trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 5 hereof shall thereafter be qualified to act as a charity trustee. The Committee shall from time to time notify the holding trustees in writing of any amendment to this Constitution and the holding trustees shall not be bound by any such amendments in their duties as holding trustees unless such notice has been given. The Society shall indemnify all trustees in the conduct of their duties and liability under such indemnity shall be a proper administrative expense.

15. AMENDMENTS. This Constitution may be amended by a two-thirds majority of members present at an AGM or SGM of the Society, provided that 14 days notice of the proposed amendment 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 at any time to cease to be a charity in law.

16. NOTICES. Any notice required to be given by this Constitution shall be deemed to be duly given if included on the Society's web-site or left at or sent by e-mail or post addressed to the address of that member last notified to the Honorary Secretary.

17. WINDING UP. The Society may be dissolved by a two-thirds majority of members voting at an AGM or SGM of the Society confirmed by a simple majority of members voting at a further SGM held not less than 14 days after the previous SGM. If a motion for the dissolution of the Society is to be proposed at an AGM or an SGM 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 one or more charitable institutions, with similar Objectives to the Society as shall be chosen by the Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. This shall be confirmed with the Charity Commissioners and on dissolution the minute books and other records

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of the Society shall be deposited with the City Record office or appropriate organisation of the City of Portsmouth and recorded in the minutes.

The Portsmouth Society (Registered Charity No. 266116)

Dated: 24 May 2023