

**CONSTITUTION
OF
RYE CONSERVATION SOCIETY**

1. NAME

The name of the Society shall be Rye Conservation Society.

2. AIMS and OBJECTIVES

The Society is established for the public benefit for the following purposes in the area comprising the Civil Parishes of Rye Town, Playden, Rye Foreign and East Guldeford, also the Civil Parish of Icklesham (Rye Harbour Road and Rye Harbour and Camber Castle areas only), which area shall hereinafter be referred to as "the area of benefit".

1. To protect and enhance the visual and historic environment and setting of the town of Rye and its immediate environs (see area of benefit), particularly in relation to its setting in the marsh and the quality of life therein, to the benefit of residents, visitors, businesses and their employees.
2. To stimulate public interest in the area of benefit.
3. To promote high standards of planning and architecture in the area of benefit.
4. To secure the preservation, protection, development and improvement of features and buildings of 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 promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
2. To act as a coordinating body and to co-operate with the local authority, planning committees, sanitary, drainage and all other local and statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
3. To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
4. To publish papers, reports and other literature in print, electronically or by any other media as deemed appropriate by the Committee.
5. 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 area of benefit.
6. To hold meetings, lectures and exhibitions.
7. To educate public opinion and to give advice and information.

8. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or 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 or 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 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.
12. To recommend to the appropriate body the listing of any building of special architectural/historic interest.
13. To subscribe to any body or organisation that, in the opinion of the Committee, furthers the causes which coincide with the Society's objectives.
14. To do all such other things as are necessary for the attainment of the said purposes.

3. MEMBERSHIP

Membership shall be open to all who are interested in 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 furthering the purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but, before such representative exercises his or her right to vote, the corporate member shall give particulars in writing to the Honorary Secretary of such representation. The subscriptions of a member joining the Society in the three months preceding 31 December in any year shall be regarded as covering membership for the Society's year commencing on 1 January following the date of joining the Society.

4. SUBSCRIPTIONS

The subscriptions shall be:

	Annual	Life
Individual members	£6.00	£75.00
Joint subscription for two members living at the same address	£10.00	£100.00
Corporate members	£15.00	n/a

or other such reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable on or before 1 January each year. Membership shall lapse if the subscription is unpaid six months after it is due.

(Rates as agreed at the 33rd AGM held on 24 April 2005).

5. MEETINGS

The Annual General Meeting shall be held in or about April of each year to receive the Executive Committee's Report and audited accounts and to elect Officers and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held and shall give **21 days' notice** of such meetings to all members. Special General Meetings 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. Twenty members personally present shall constitute a quorum for a Meeting of the Society.

6. OFFICERS

The Officers of the Society shall consist of

- Chairman
- Vice Chairman
- Honorary Secretary
- Honorary Treasurer
- Membership Secretary
- Chairman of the Planning Committee
- Planning Liaison

all of whom shall relinquish their office every year and shall be eligible to be re-elected at the Annual General Meeting. A President and Vice Presidents may also be elected at a General Meeting of the Society. The Executive Committee shall have the power to fill casual vacancies occurring among officers of the Society

In addition to the above officers there is provision for four other non officio committee members.

7. ELECTIONS OF OFFICERS AND COMMITTEE MEMBERS

Nominations for the election of officers shall be made in writing to the Secretary at least 14 days before the Annual General Meeting. Such nominations to be supported by a proposer and seconder who must be paid up members of the Society and the consent of the proposed nominee must first have been obtained. The nominee may produce a written manifesto at the time of nomination which will be circulated to members by the Society.

If there is more than one nominee for an officer post, an election will be held at the AGM, and if there is a contest for Chairman then this will take precedence. During any election for Chairman, the President or other agreed member shall chair the meeting. There will be provision for candidates to address the meeting and for questions to the candidates. The form of any election will be by secret ballot with printed voting slips on a "first past the post basis".

The elections of Officers shall be completed prior to the election of further 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 known or likely to be of concern to the Society.

Following election of officers, if there are more than four nominees, an election for committee members shall be held by secret ballot (first past the post) at the AGM.

In order to be eligible to vote and participate, members should be paid up at the time of the calling of the AGM, and thus are not eligible to participate if joining within 21 days of the AGM. However existing members may pay overdue subscriptions at the door and participate at the AGM, provided such subscriptions are no more than six months overdue.”

8. THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for the management and administration of the Society. The Executive Committee shall consist of the Officers detailed in section 6 and not more 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 Executive Committee but shall not vote at any such meeting. In the event of an equal number of votes being cast, the Chairman shall have a second or casting vote. The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven (7) days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee.

The Executive Committee may, by majority decision, expel with immediate effect until the next AGM any committee member whose actions, in the view of the Committee, are prejudicial to the best interests of the Society or who shall have, without the prior written consent of the Committee, disclosed confidential information to any third party.

9. COMMITTEES

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

9. DECLARATION OF INTEREST

It shall be the duty of every Officer or member of the Executive Committee or other committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

10. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Executive 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 Executive Committee in furtherance of the purposes of the Society.

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 investment, securities or property as it may think fit, subject nevertheless to such authority, approval or consent whether by the Charity Commissioner or 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 Executive Committee.

12. TRUSTEES

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 vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation.

The power of appointment of new trustees shall be vested in the Executive Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of paragraph 3 hereof shall thereafter be qualified to act as a trustee unless and until reappointed as such by the Executive Committee. The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

13. AMENDMENTS

This Constitution may be amended by a two-thirds majority of members present and voting at an Annual General Meeting 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.

14. NOTICES

Any notice required to be given by these Rules shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of that member last notified to the Secretary.

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 the dissolution of the Society is to be proposed at an Annual General Meeting or a 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 or reasonably 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 East Sussex County Council Record Office.

(As amended at the Special General Meeting held on Thursday 28 February 2019)