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Rules

Executive Committee proposal for adoption by the Members at the  
Special General Meeting  
on 27 June 2022



**The Dulwich Society**  
TO FOSTER AND SAFEGUARD THE AMENITIES OF DULWICH

**RULES**

Charity Commission  
Registration Number 234192

## DRAFT

# Rules of The Dulwich Society

## 1 NAME

The name of the Society is 'The Dulwich Society' (hereinafter called the "Society").

## 2 OBJECTS

The aims and objects of the Society are:

- a) to maintain and foster the amenities of Dulwich in the interests of its residents and the wider community of which Dulwich is a part;
- b) to maintain and improve open spaces and encourage the proper public use thereof;
- c) to safeguard the trees, gardens, verges, wildlife and other natural endowments;
- d) to preserve and protect buildings of distinction and promote and encourage a good standard of design and appearance in buildings and streets;
- e) to increase knowledge and appreciation of the amenities, social activities and history of Dulwich and foster a sense of community among all residents;
- f) to stimulate public interest and obtain support for the Society's objects by means of meetings, exhibitions, lectures, study groups, publication and cooperation with like-minded individuals and bodies;
- g) to ensure that the Society's objects are appreciated and taken account of by public authorities and other bodies and individuals concerned with the development of Dulwich;
- h) to do all such things as may, in the opinion of the Executive Committee, be incidental or conducive to the attainment of any of the above objects.

## 3 MEMBERSHIP

- 3.1 Membership shall be open to residents of Dulwich and to other persons who agree with the aims and objects of the Society. Membership will normally be for a household i.e. all adults living at the same address. However, in the event of a vote being needed at an Annual General Meeting or a Special General Meeting only one vote is permitted per household.
- 3.2 No Member shall be entitled to vote at any general meeting of the Members of the Society if their subscription is in arrears or if they became a Member of the Society less than 8 clear weeks prior to the date of the Annual General Meeting or a Special General Meeting.

## 4 SUBSCRIPTIONS

- 4.1 Unless otherwise determined by the Executive Committee an individual or household shall pay an annual subscription of £10.00. The subscription shall be paid when a person/household becomes a Member and thereafter shall become due and payable on the first day of January in every year. Any Member joining the Society in the last three calendar months of the year and paying the subscription, shall not be required to pay another subscription until the first day of the January of the next but one year.

## **DRAFT**

- 4.2 Membership of the Society comes to an end if:
- a) a Member shall be three months or more in arrears with his subscription (i.e. on 1 April of the year that membership payment is due);
  - b) a Member sends a notice of resignation to the Society; or
  - c) the Executive Committee decides that it is in the best interests of the Society that the Member in question should be removed from membership, and passes a resolution at an Executive Committee meeting to that effect. Before the Executive Committee takes any such decision it must: i) inform the Member of the reasons why it is proposed to remove him or her from membership; ii) give the Member at least 14 clear days' notice in which to make representations in writing to the Executive Committee as to why he or she should not be removed from membership; and (iii) consider any representations which the Member makes to the Executive Committee in writing at least 2 clear days before the meeting as to why they should not be removed from membership of the Society.
- 4.3 Membership of the Executive Committee (including Officers) or of any sub-committee shall end automatically if the Member ceases to be a member of the Society for any reason.

## **5 OFFICERS**

The Officers of the Society shall be the Chair, the Vice Chair, the Honorary Secretary and the Honorary Treasurer. The Officers shall be elected by Members at an Annual General Meeting but the Executive Committee shall have power to fill any vacancy until the next Annual General Meeting.

## **6 HONORARY OFFICERS**

A President of the Society shall be elected at each Annual General Meeting of the Society and shall hold office until the next Annual General Meeting and shall be eligible for re-election. The President shall be entitled to attend (as an observer), speak, but not vote, at meetings of the Executive Committee.

## **7 EXECUTIVE COMMITTEE**

- 7.1 The management of the Society shall be vested in a committee (the "Executive Committee") which shall consist of the Officers and not more than 12 other Members who shall be elected at an Annual General Meeting of the Society (as provided below). The Executive Committee shall meet not less than 6 times a year at intervals of not more than 10 weeks.
- 7.2 If a decision requiring a vote of the Executive Committee needs to be taken before a meeting can be practically convened, then, at the discretion of the Chair (or in his or her absence the Vice Chair) the matter can be voted on without a meeting. Such a motion shall be carried provided that there are no more than 2 objections to the matter being voted upon without a meeting and provided further that at least half of the Members of the Executive Committee vote in favour of the motion.
- 7.3 One third of the Members of the Executive Committee shall retire at each Annual General Meeting. If the number of any voluntarily-retiring Members of the Executive Committee falls short of this proportion, the longest-serving Members of the Executive Committee shall retire in order of their length of service since their appointment (or their

## **DRAFT**

latest re-election on rotation if applicable) such that one third is achieved in this manner. However, such retiring Member(s) of the Executive Committee shall be eligible for re-election. The Executive Committee shall have power to co-opt Members of the Society on to the Executive Committee until the next Annual General Meeting, subject to the limitation on the number of Members of the Executive Committee stated in Clause 7.1.

- 7.4 The Executive Committee may at a meeting at which at least half of its Members are present resolve by a majority of the Members present to terminate the membership of any Member of the Executive Committee or of any sub-committee member if it considered that it would be detrimental either to the interests of or the management of the Society for the Member concerned to remain on the Executive Committee or the sub-committee (as the case may be). Such a resolution can only be passed if the Member concerned has been given not less than 14 days' notice of the proposed resolution and the circumstances which are alleged to justify termination and has been given the opportunity of making oral or written representations to the Executive Committee.
- 7.5 The Executive Committee shall implement a data privacy policy detailing permitted use of the personal data of Members. Such policy shall be made available to Members on request.
- 7.6 The Officers and Members of the Executive Committee shall be the trustees of The Dulwich Society Charity registered number 234192 with effect from the date of their appointment and their names will be registered with the Charity Commission as trustees of the Society until they leave the Executive Committee.

## **8 SUB-COMMITTEES**

- 8.1 The Executive Committee :
- a) may in its discretion establish and set the terms of reference for such sub-committees as it may consider necessary for the efficient running of the Society's business; and
  - b) shall be required to ratify any proposed appointment to such sub-committees of Members of the Society before such appointment takes effect
- 8.2 At least one member of the Executive Committee shall serve on each sub-committee. Membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee.
- 8.3 Each sub-committee may elect its own Chair and shall notify the Honorary Secretary of such appointment.
- 8.4 All meetings and recommendations of a sub-committee shall be reported on in writing to the Executive Committee and be confirmed by a simple majority of the Executive Committee as soon as practicable.
- 8.5 Sub-Committees shall be subordinate to the Executive Committee whose Members may, by a simple majority of those present at an Executive Committee meeting, vote to dissolve any sub-committee.

## **9 ELECTION OF OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

- 9.1 No Officer or Member of the Executive Committee shall be elected at an Annual General Meeting of the Society unless a nomination for the election endorsed in writing

## **DRAFT**

by the candidate has been submitted in writing or by electronic means to the Executive Committee by two Members not less than fourteen days before such meeting.

- 9.2 The Executive Committee shall have the power to nominate Members for election to the Executive Committee.

### **10 FINANCE**

To assist in the attainment of the objects of the Society the Executive Committee shall have power to make appeals for funds and donations and to carry out activities for the purpose of raising funds provided that the Society shall not undertake any permanent trading activities in raising funds for its objects. The Accounts shall be kept by the Honorary Treasurer and shall be subject to an independent examination once a year to 31 December each year and presented to the next ensuing Annual General Meeting for adoption by the Members of the Society. All monies belonging to the Society shall be kept in an account(s) at a Bank or Building Society to be decided by the Executive Committee and the said account shall be operated in such manner as the Executive Committee shall decide. Any monies not required for immediate application may be invested in such manner as the Executive Committee decide. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no part thereof shall be paid or transferred directly or indirectly to the Members of the Society except to reimburse proper out of pocket expenses.

### **11 QUORUM**

Five Members of the Executive Committee shall form a quorum for an Executive Committee Meeting. Two Members of a sub-committee shall form a quorum for a Sub Committee Meeting and twenty Members of the Society shall form a quorum for the purpose of an Annual General Meeting or Special General Meeting.

### **12 REGULATIONS AND BY-LAWS**

The Executive Committee shall have power from time to time to make such by-laws as it shall deem necessary for the conduct of the affairs of the Society and the furtherance of its objects and these shall be communicated to the Members as soon as practicable.

### **13 MEETINGS**

- 13.1 An Annual General Meeting of the Society shall be held between the 1 January and the 31 May in each year and a Special General Meeting may be convened at any time by the Executive Committee. Not less than twenty one clear days' notice shall be given of an Annual or Special General Meeting by the Secretary to the Members of the Society. Accidental omission to send to any Member a notice of any Meeting shall not invalidate the proceedings of such Meeting. The nature of any business to be transacted shall be specified on the notice convening the Meeting.
- 13.2 If not less than thirty Members send a written request to the Honorary Secretary requesting a Special General Meeting, along with a copy of the motion or motions to be put to Members, a Special General Meeting shall be convened within 35 days after such request shall have been sent to the Honorary Secretary.
- 13.3 Except for contested elections for officers or other Members of the Executive Committee all which shall be conducted by a poll (electronic or otherwise), resolutions at an Annual General Meeting or a Special General Meeting or a Meeting of the

## **DRAFT**

Executive Committee or of any Sub-Committee shall, unless the Executive Committee decides otherwise, be determined on a show of hands. The Executive Committee may determine that any vote be held using a poll and may prescribe the format of such poll (using electronic means or otherwise). Resolutions shall pass by a simple majority (except for resolutions covered by Clauses 15.1 or 16). In the event of a hung decision the Chairman of the Meeting shall have a second or casting vote.

- 13.4 Meetings of the Executive Committee or any Sub-Committee may be held on four days' notice or on one clear day's notice if any of the Officers shall determine that the matter to be discussed is urgent. Meetings of the Executive Committee shall be called by the Secretary and Meetings of Sub-Committees shall be called by the Chairman of the Sub-Committee respectively and if the Secretary shall fail to call a Meeting of the Executive Committee when one is requested by three Members of the Executive Committee then such three Members may validly call the Meeting.
- 13.5 The President of the Society or in his absence the Chair or failing him or her the Vice-Chair shall be the Chair of an Annual or Special General Meeting but if none of them is present at such a meeting within five minutes from the time it is called to commence, the Members present and entitled to vote shall choose any other Officer or Member of the Executive Committee present to chair the meeting or if none of them shall be present the Members may elect any one of the Members of the Society present to chair the meeting.
- 13.6 Minutes of Annual General Meetings and Special General Meetings will be made available to Members on request. Approved minutes of meetings of the Executive Committee and, unless the Chair or Vice Chair considers that publication is not appropriate (for example if publication were to breach the Society's policy on data protection), each sub-committee held after 28 June 2021 shall be made available to Members on request.
- 13.7 Members wishing to vote by proxy at a Annual General Meeting or Special General Meeting shall submit their proxy (in the format, electronically or otherwise prescribed from time to time by the Executive Committee) to the Secretary not later than two working days before the meeting. Proxies must be Members of the Society. A proxy vote cannot be revoked once the meeting is in progress. A Member submitting a valid proxy for a meeting shall contribute to the quorum for the meeting.
- 13.8 Any Annual General Meeting, Special General Meeting, meeting of the Executive Committee or of any sub-committee may be validly called and held by use of suitable electronic means agreed by the Executive Committee in which each participant Member may communicate with the other participants. Any Member participating at such a meeting shall qualify as being present at that meeting. Meetings held by electronic means must comply with rules for meetings of the Society, including chairing and taking of minutes and electronic means of participation shall count as being present and shall contribute to the quorum for the meeting. Any person claiming to be a Member may be required to have this verified.

## **14 DECLARATION OF INTEREST**

It shall be the duty of every Member of the Executive Committee or any sub-committee who is in any way directly or indirectly financially, professionally or in any other way interested in any item to be discussed at a meeting at which they are present shall declare such interest. In the case of a conflict of interest, the Chair of the meeting shall determine how to address the conflict and may, if appropriate, require the Member conflicted to recuse themselves from participating in the discussion and or voting on that item. Declarations of interest shall be recorded in the minutes of the Meeting.

## **DRAFT**

### **15 AMENDMENT OF CONSTITUTION**

- 15.1 This Constitution may be altered by resolution carried by a majority of at least two thirds of the Members present and entitled to vote at an Annual or Special General Meeting and due notice of the proposed amendments shall be given in the Notice convening the Meeting.
- 15.2 A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty-one days of it being passed.

### **16 WINDING UP**

Subject to clauses 13.1 and 13.2, the Members at a General Meeting of the Members may vote to wind-up the Society and to decide the disposal of any surplus funds or assets which may be devoted to the aims and objects of the Society or in any charitable purpose relating to Dulwich. To be carried, any such motion to wind-up the Society shall require a majority of at least two-thirds of the Members present and entitled to vote.