

CONSTITUTION OF THE AMWELL SOCIETY

1. NAME

The name of the Society shall be AMWELL SOCIETY.

2. OBJECTS

The Society is established for the public benefit for the following purposes in the area bounded by Pentonville Road, Penton Rise, King's Cross Road, Farringdon Road, Rosebery Avenue and St John Street, which area shall hereinafter be referred to as 'the area of benefit':

1. To promote high standards of planning and architecture in or affecting the area of benefit,
2. To encourage a safe and beneficial environment in the area of benefit,
3. To secure the preservation, protection, development and improvement of features of historic or public interest including open spaces in the area of benefit, and
4. To encourage community engagement 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 civic pride in the area of benefit,
2. To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having objects similar to those of the Society,
3. To encourage the economic, social and cultural well-being of the area,
4. To publish papers, reports, newsletters and/or other literature,
5. To maintain a website,
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 and otherwise; provided that the Society shall not undertake any permanent trading activities,
9. Subject to such consents as may be required by law, 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, and
10. To do all such other lawful 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 three categories of Membership.

- a. Standard membership any person or organisation to whom the Society can reliably hand deliver its paper communications
- b. Postal membership any person or organisation to whom the Society needs to deliver its paper communications by post
- c. Honorary Members persons who have given meritorious service to the Society

Honorary Membership shall be recommended by the Executive Committee for ratification at the Annual General Meeting.

All members shall be entitled to vote at any general meeting except that standard and postal members shall not have power to vote at any meeting of the Society if their subscription is in arrears at the time of the vote.

Organisations that are members shall appoint a representative to vote on their behalf at all meetings, but before such representative exercises his or her right to vote, the organisational member shall write to the Honorary Secretary giving particulars of the person who is to represent it.

4. SUBSCRIPTIONS

Standard and postal members shall pay subscriptions, the amounts for each these categories shall be determined by the Executive Committee from time to time. Any changes shall be reported in the Newsletter and on the Society's website.

Honorary members shall not pay subscriptions.

Subscriptions shall be payable on 1st January each year.

The subscription of a member joining the Society in the months September, October, November or December in any year shall be regarded as covering membership for the remainder of that calendar year and the whole of the calendar year following the date of joining the Society. Thereafter subscriptions shall be payable on 1st January or as soon thereafter as is practicable for the Society to send its renewal invitation.

Membership shall lapse if the subscription is unpaid three months after it is due.

5. FRIENDS

The Society shall maintain a list of those people and organisations with whom it would be beneficial to keep in contact, including individuals with specific expertise or roles in relevant organisations, local educational institutions, community groups and religious organisations. The Committee may invite such people and organisations to become Friends of Amwell Society. They will not be members and will not pay a subscription. Friends of Amwell Society will not receive postal delivery of communications and they will have no voting rights.

6. ACCOUNTS

The financial year of the Amwell Society shall end on 31 December unless the Executive Committee determines otherwise. The accounts shall be prepared by the Honorary Treasurer and shall be approved by the Executive Committee, and they shall be signed by the Honorary Treasurer and the Chairman on behalf of the Executive Committee. They shall be made available to members before the Annual General Meeting and be presented to members at the Annual General Meeting, by being placed on the Society's website.

7. MEETINGS

An Annual General Meeting shall normally be held in or about May of each year to receive the Executive Committee's report and the accounts and to elect Officers and Members of the Executive Committee. The Executive Committee shall decide when Ordinary Meetings of the Society shall be held. Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid-up.

Ten members personally present shall constitute a quorum for a Meeting of the Society. The Committee shall give at least seven days' notice to members of all Meetings of the Society. Meetings of the Executive Committee and the Annual General Meeting may be held remotely if necessary.

8. OFFICERS and EXECUTIVE COMMITTEE

a. Composition

The Officers of the Society shall consist of the following:

Chair

Vice Chair

Honorary Secretary

Honorary Treasurer

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

The Executive Committee shall consist of the Officers and not less than six and not more than fourteen other members.

All members of the Executive Committee shall relinquish their positions every year and shall be eligible for re-election at the Annual General Meeting.

b. Nomination and Election

Nominations for the election of Officers and other members of the Executive Committee shall be sought from all paid-up members at least 28 days before the Annual General Meeting by email or, for those members without email, by post.

Nominations shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder, and the consent of the proposed nominee must first have been obtained.

Candidates standing for the post of Chair, Vice Chair, Honorary Secretary or Honorary Treasurer shall normally have served as a member of the Executive Committee for a period of ten or more consecutive months at the date of nomination.

Nominees for election as Officers or Executive 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.

The elections of Officers shall be completed prior to the election of further Executive Committee members.

If the nominations exceed the number of vacancies, a ballot shall take place in such a manner as shall be determined by the Executive Committee.

c. Responsibilities

The Executive Committee shall be responsible for the management and administration of the Society.

The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society without the need for any persons so appointed to have served a prerequisite period of membership of the Executive Committee.

The Executive Committee shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between Annual General Meetings.

The Executive Committee shall have power to co-opt further members, who shall attend in an advisory and non-voting capacity. Any member not attending for three consecutive meetings shall be deemed to have resigned from the Executive Committee.

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 a tie in the votes cast, the Chair shall have a second or casting vote.

The Executive Committee shall meet no less than six times a year at intervals of not more than two months, and the Honorary Secretary shall give all Executive Committee members not less than seven days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee.

9. SUB-COMMITTEES

The Executive Committee may establish such Sub-Committees from time to time as shall be considered necessary for such purposes as shall be thought fit.

The Chair and Secretary of each Sub-Committee shall be appointed by the Executive Committee and all actions and proceedings of each Sub-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 Sub-Committee, and membership of one Sub-Committee shall be no bar to appointment to membership of another Sub-Committee. Sub-Committees shall be subordinate to, and may be regulated or dissolved by, the Executive Committee.

10. DECLARATION OF INTEREST

It shall be the duty of every member who is in any way, directly or indirectly, interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of any Committee or Sub-Committee) at which he or she may be present to declare such interest, and he or she shall not discuss such items (except by invitation of the Chair) or vote thereon.

11. USE 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 for 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.

12. 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 has been given to all members.

13. NOTICES

Any notice required by this Constitution to be given to a member of the Society shall be deemed to be duly given if left at, or sent by prepaid post addressed to, the address of that member as last notified to the Secretary or sent by email to the member's registered email address.

14. 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 one or more charitable institutions having objects similar or reasonably similar to those 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 Islington Local History Centre or such other permanent and publicly accessible archive as is deemed fit by the Committee.