

# **THE CAMPDEN SOCIETY**

**Registered Charity Number: 261665**

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## **CONSTITUTION**

**As amended and restated 25 April 2024**

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## **CONSTITUTION**

Defined terms are explained in Clauses 1, 2, 4, 5, 6 and 15.

### **1. NAME**

The name of the charity is The Campden Society (“the Society”)

### **2. OBJECTS**

The Society is established for the public benefit for the following purposes: -

- 2.1 To secure the protection of the architectural and historic quality of Campden, its open spaces and its natural setting.
- 2.2 To promote high standards of planning, architecture and landscaping in Campden.
- 2.3 To stimulate interest in and concern for the character and beauty of Campden.
- 2.4 To promote the conservation, protection and improvement of the physical and natural environment within Campden, including by, but without limitation, promoting energy efficiency, the reduction of carbon emissions by householders and businesses and the promotion of terrestrial biodiversity within Campden.
- 2.5 To preserve and conserve for the public benefit the whole of Wolds End Orchard as a traditional orchard and the education of the public in its history and traditions.
- 2.6 To advance the education of the public in the conservation, protection and improvement of the physical and natural environment by making the Wolds End Orchard accessible for residents and visitors to Chipping Campden to visit and holding educational events.

‘Campden’ in this Constitution means the town of Chipping Campden, the village of Broad Campden and their surrounding areas.

### **3. POWERS**

The Society has the following powers which may be exercised only in promoting the Objects:

- 3.1 To provide advice and take action, having regard to public opinion in Campden, and any legal and professional advice received.
- 3.2 To publish or distribute information and hold meetings and lectures.

- 3.3 To receive income and - where permitted - capital from any subsidiary charity and apply the same in accordance with the Objects
- 3.4 To support, administer or set up other charities and to co-operate with other bodies.
- 3.5 To support or carry out research.
- 3.6 To raise funds (but not by means of taxable trading) and invite and receive gifts and legacies.
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 3.8 To purchase or lease or otherwise acquire any property or rights and to improve, alter, maintain and manage any such property.
- 3.9 To sell, let or dispose of property of any kind to another charity having similar objects or otherwise and under such conditions as may be appropriate (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 3.10 To make grants or loans of money and to give guarantees.
- 3.11 To set aside funds for special purposes or as reserves against future expenditure.
- 3.12 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.13.1 the investment policy is recorded in writing for the financial expert by the Committee;
  - 3.13.2 every transaction is reported promptly to the Committee;
  - 3.13.3 the performance of the investments is reviewed regularly with the Committee;
  - 3.13.4 the Committee are entitled to cancel the delegation arrangement at any time;
  - 3.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 3.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt;

- 3.13.7 the financial expert must not do anything outside the powers of the Committee.
- 3.14 To insure or safeguard the Society's property against foreseeable risks and take out other insurance policies to protect the Society when required.
- 3.15 To insure, with the prior consent of the Charity Commission, members of the Committee against the costs of a successful defence in a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty).
- 3.16 Subject to clause 10.2, to employ paid or unpaid agents, staff or advisers.
- 3.17 To do anything else within the law which promotes or helps to promote the Objects.

#### **4. MEMBERSHIP**

- 4.1 Membership of the Society is open to any individual interested in supporting the Objects and whose application for membership is approved by the Committee, provided that no person may become a Member if the consequence thereof would be that more than 25% of the Members were not residents of Campden (which term, for the purposes of this Clause 4.1 only, means the town of Chipping Campden, the village of Broad Campden and their surrounding areas which as of July 2021 are within the post town of Chipping Campden bearing the outcode GL55).
- 4.2 The Committee may establish different classes of Membership and set appropriate rates of subscription.
- 4.3 The Committee must keep a register of Members.
- 4.4 A Member whose subscription is 3 months in arrears ceases to be a Member but may be re-admitted on payment of the amount owing. A Member may resign by written notice to the Society.
- 4.5 The Committee may terminate the Membership of any individual if, in the view of the Committee, such individual does not support the Objects of the Society or the continued membership of such individual would be detrimental to the Objects of the Society or the good name of the Society (but only after notifying the Member concerned in writing and considering the matter in the light of any written representations which the Member puts forward within 14 clear days after receiving notice).
- 4.6 Membership of the Society is not transferable.

## 5. GENERAL MEETINGS

- 5.1 All Members are entitled to participate in general meetings of the Society.
- 5.2 General meetings are called by 21 clear days' written notice to the Members specifying the business to be transacted.
- 5.3 There is a quorum at a general meeting if the number of Members present is at least 20% of the Members.
- 5.4 The Chair (or if he/she is unable or unwilling to do so) the Vice-Chair or some other Member elected by those Members present presides at a general meeting.
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the Members present or by postal ballot.
- 5.6 Except for the Chair of the meeting, who has a second or casting vote, every Member is entitled to one vote on every issue.
- 5.7 An Annual General Meeting ("AGM") shall be held in the month of April each year or as soon as practicable thereafter.
- 5.8 At an AGM the Members:
  - 5.8.1 receive the accounts of the Society for the previous financial year;
  - 5.8.2 receive the report of the Committee on the Society's activities;
  - 5.8.3 elect from amongst the Membership of the Society the Committee members, in each case replacing the relevant person retiring from office (see Clause 6.2), or to fill any other vacancy in the Committee membership;
  - 5.8.4 appoint an auditor or independent examiner for the Society;
  - 5.8.5 may confer upon any individual (with his or her consent) the honorary title of Patron of the Society;
  - 5.8.6 discuss and determine any issues of policy or deal with any other business put before them.
- 5.9 An Extraordinary General Meeting ("EGM") may be called at any time by the Committee and must be called within 21 days after a written request to the Committee from at least twenty-five Members. The notice to Members must state the business to be discussed.
- 5.10 Nominations of members of the Committee shall be made in writing and must be received by the Secretary not less than 7 days before the AGM, failing which they shall be invalid. The nominations must be proposed and seconded by Members and the consent of the nominee must first have been obtained.

- 5.11 A general meeting of the Members may be held by suitable electronic means agreed by the members of the Committee in which each participant may communicate with all the other participants. Any Member participating at a general meeting by suitable electronic means agreed by the members of the Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at such general meeting. General meetings held by electronic means must comply with rules for general meetings of the Members, including chairing.
- 5.12 If, not less than 14 days prior to the scheduled date for the holding of any general meeting, the Secretary receives a request in writing from any Member to be provided with a postal voting form so as to allow such Member to vote by post in relation to any matter to be decided at such general meeting, the Secretary shall send to such member not less than 10 days before such scheduled date a postal voting form containing details of the resolutions proposed to be put to a vote, or of the candidates for election, as applicable, at the relevant general meeting. Any such postal voting form may be returned by post or by hand delivery to the Secretary at the Society's postal address but if so returned must to be in an envelope with the relevant Member's name and signature, and nothing else, on the outside, inside another envelope addressed to the Secretary at the Society's postal address and received not less than 1 day prior to the scheduled date of the relevant general meeting. Any member who has cast a valid postal vote must not vote at the relevant general meeting and shall not be counted in the quorum for any part of such meeting on which such Member has already cast a valid postal vote. Before each general meeting the Secretary shall count all postal votes and provide the person chairing such meeting written confirmation of the number of valid postal votes duly received as aforesaid. Neither the Secretary nor the person chairing such meeting shall disclose the result of the postal ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the Secretary or the person chairing such meeting declare the result of the valid postal votes received and these votes shall be included in the declaration of the result of the vote.
- 5.13 The power of the Society to sell, let or otherwise dispose, in whole or in part, of any property which constitutes Designated Property may be exercised only if the terms of the relevant transaction have been approved by an affirmative vote of not less than three-quarters of the Members voting at a general meeting.

## **6. THE COMMITTEE**

- 6.1 The Committee, as charity trustees, have control of the Society and must administer and manage it in accordance with this Constitution.
- 6.2 The Committee when complete consists of at least six and not more than nine individuals (all of whom must be Members (but must not be paid employees) of the Society) including the Chair, the Vice-Chair, the Secretary and the Treasurer, all of whom shall be elected by the Members of the Society and up to two

members appointed by the Committee to hold office until the next succeeding AGM.

- 6.3 One third (or the number nearest one third) of the elected Committee members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots or as may be otherwise agreed by those of equal service.
- 6.4 No person may serve as a member of the Committee for more than six consecutive years and if any such person does serve as a member of the Committee for six consecutive years such person such person may not stand for re-election prior to one year thereafter.
- 6.5 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Society before he or she is eligible to vote at any meeting of the Committee.
- 6.6 A Committee member automatically ceases to be a member of the Committee if he or she:
  - 6.6.1 is disqualified under the Charities Act 2011 from acting as a charity trustee;
  - 6.6.2 is incapable, whether mentally or physically, of managing his or her own affairs;
  - 6.6.3 ceases to be a Member of the Society;
  - 6.6.4 resigns by written notice to the Committee.
- 6.7 A Committee member may be removed by a resolution:
  - 6.7.1 passed with a three-quarters majority of all the other members of the Committee exercising their vote after inviting the views of the Committee member concerned and considering the matter in the light of any such views;
  - or
  - 6.7.2 if so resolved by a simple majority of the Members at an AGM or EGM of the Society.
- 6.8 In the event of any of the Chair, the Vice-Chair, the Secretary and the Treasurer ceasing to be a member of the Committee, the remaining members of the Committee may resolve to appoint any other member of the Committee to act as the Chair, the Vice-Chair, the Secretary or the Treasurer, as the case may be, to hold such office until the next succeeding AGM.

- 6.9 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Society in respect of any liabilities properly incurred while he or she held office.
- 6.10 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

## **7. COMMITTEE MEETINGS**

- 7.1 The Committee must hold at least four meetings each year.
- 7.2 A quorum at a Committee meeting is not less than half of its then current membership.
- 7.3 The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair or some other member of the Committee chosen by the members present presides at each meeting.
- 7.4 Every issue may be determined by a simple majority of the votes cast at a Committee meeting or by a resolution in writing agreed by a simple majority of the Committee members, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Committee members have signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Committee members, and the majority or all of the Committee members has or have signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Committee has previously resolved.
- 7.5 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.
- 7.6 A meeting of the Committee may be held by suitable electronic means agreed by the members of the Committee in which each participant may communicate with all the other participants. Any member of the Committee participating at a meeting of the Committee by suitable electronic means agreed by the members of the Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting. Meetings of the Committee held by electronic means must comply with rules for meetings by the members of the Committee, including chairing.

## **8. POWERS OF COMMITTEE**

The Committee has the following powers in the administration of the Society:

- 8.1 To appoint any honorary officers of the Society as the Committee considers appropriate.



- 8.2 To delegate any of their functions to sub-committees formed pursuant to Clause 9.1.
- 8.3 To establish procedures for the conduct of business within the Society.
- 8.4 To resolve or establish procedures to assist the resolution of disputes within the Society.
- 8.5 To exercise any powers of the Society which are not reserved to a general meeting.

## **9. SUB-COMMITTEES**

- 9.1 The Committee has the power exercisable from time to time to form a sub-committee consisting of three or more persons appointed by them (but at least two members of every sub-committee must be Committee members).
- 9.2 In addition to any sub-committee formed pursuant Clause 9.1, there shall be an Orchard Sub-Committee which shall consist of at least 2 members of the Committee (1 of whom shall be appointed as the Chair of the Sub-Committee) and such other persons as may be appointed from time to time by the Chair of the sub-committee, provided that at all times the majority of the members of the Orchard Sub-Committee must be Members, and which shall have the following functions:
  - 9.2.1 proposing and executing actions with respect to the care, maintenance, and public awareness of Wolds End Orchard and overseeing the implementation of any plans with respect thereto which have been approved by the Committee;
  - 9.2.2 providing the Committee with regular, but no less frequently than quarterly, reports on the condition of Wolds End Orchard and the implementation of any plans which have been so approved;
  - 9.2.3 sourcing, where required, external funding for orchard maintenance, improvements and/or community activities;
  - 9.2.4 endeavouring to identify additional ways for, and considering and making recommendations relating to, the securing of the long term protection of Wolds End Orchard as a traditional orchard and nature reserve for the benefit of the community, and
  - 9.2.5 such additional functions as the Committee may from time to time delegate to the Orchard Sub-Committee.
- 9.3 All proceedings of each sub-committee meeting must be reported promptly to the Committee.

## **10. PROPERTY & FUNDS**

- 10.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the Members of the Society or the Committee.
- 10.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
  - 10.2.1 under Clause 3.15 (indemnity insurance);
  - 10.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
  - 10.2.3 such indemnity as charity trustees are entitled to by law in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
- 10.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:
  - 10.3.1 declare an interest before discussion begins on the matter;
  - 10.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;
  - 10.3.3 not be counted in the quorum for that part of the meeting;
  - 10.3.4 withdraw during the vote and have no vote on the matter.
- 10.4 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with Clause 3.12 until needed.
- 10.5 Investments and other property of the Society shall be held in the names of the Chair, the Secretary and the Treasurer of the Society or in the name of a nominee under their control or, in the case of any land owned by the Society, in the name of the Official Custodian.

## **11. RECORDS AND ACCOUNTS**

- 11.1 The Committee must comply with the requirements of the Charities Act 2011 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:
  - 11.1.1 annual reports
  - 11.1.2 annual returns
  - 11.1.3 annual statements of account

- 11.2 The Committee must keep proper records of:
  - 11.2.1 all proceedings at general meetings
  - 11.2.2 all proceedings at Committee meetings
  - 11.2.3 all reports of sub-committees
  - 11.2.4 all professional advice obtained
- 11.3 Annual reports and statements of account relating to the Society and of any subsidiary body must be made available for inspection by any Member of the Society.
- 11.4 A copy of the latest statement of account must be supplied to any person who makes a written request and pays the Society reasonable costs (as required by section 172 of the Charities Act 2011).

## **12. NOTICES**

- 12.1 Notices under this Constitution must be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) in any newsletter distributed by the Society.
- 12.2 The address or addresses at which a Member is entitled to receive notice is or are the address or addresses noted in the Register of Members (or, if none, the last known address or addresses).
- 12.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been given (i) if sent by hand, upon being so sent (ii) if mailed as aforesaid, 48 hours after the envelope containing it was posted, if posted by first class post, and 72 hours after posting, if posted by second class post, and (iii) if emailed, upon despatch provided that the sender of such email does not receive by return an automatically dispatched notification of non-receipt by the intended recipient..
- 12.4 A technical defect in the giving of a notice of which the Members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

## **13. AMENDMENTS**

This Constitution may be amended at a general meeting by a three-quarters majority of the votes cast, but:

- 13.1 The Members must be given 21 clear days' notice of the proposed amendments.
- 13.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Society or if it would allow a payment of income or capital from the Society to or for the benefit of

any Member of the Society or Committee member without the consent of the Charity Commission.

- 13.3 Clause 10.2 and 10.3 may not be amended without the prior written consent of the Charity Commission.

#### **14. DISSOLUTION**

- 14.1 If at any time the Members at a general meeting decide to dissolve the Society, the members of the Committee will remain as charity trustees and will be responsible for the orderly winding up of the Society's affairs.

- 14.2 After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways:

14.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects;

14.2.2 directly for the Objects or charitable purposes within or similar to the Objects;

14.2.3 in such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

And, for the avoidance of doubt, none of the remaining funds or property are to be paid to or distributed among Members.

- 14.3 A final report and statement of account relating to the Society must be sent to the Charity Commission.

#### **15. INTERPRETATION**

- 15.1 In this Constitution:

"charity trustees" has the meaning prescribed by section 177 of the Charities Act 2011;

"Committee" is the governing body of the Society.

"Designated Property" means the Wolds End Orchard and any other real property acquired from time to time by the Society and which either the Committee or the Members by a resolution passed at a General Meeting has or have, as the case may be, resolved shall constitute Designated Property.

"elected Committee member" means a member of the Committee elected at an AGM.

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.

”fundamental change” means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society.

”independent examiner” has the meaning prescribed by section 145(1)(a) of the Charities Act 2011.

“in writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

”material benefit” means a benefit which may not be financial but has a monetary value.

”Member” and “Membership” refer to Members of the Society.

”Objects” mean the charitable objects of the Society as out in Clause 2.

”Society” means The Campden Society.

”taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects.

”Wolds End Orchard” means the property bounded by Aston Road and Back Ends and having Land Registry title number GR312259

”months” means calendar months.

”year” means calendar year.

- 15.2 References to an Act of Parliament are references to such Act as amended or re-enacted from time to time and to any subordinate legislation made under it.