

CONSTITUTION of THE BURTON JOYCE VILLAGE SOCIETY.

As passed at the General Meetings on 10.10 2014, amending the constitution of the Burton Joyce Preservation Society and of the Burton Joyce Residents' Association, hitherto so called.

As at 31st July 2020 Amendments passed by General Meeting shown thus: parts in square brackets [] deleted. Parts in *italic script* inserted.

1. Name .

The name of the Society is "The Burton Joyce Village Society" hereinafter referred to as "the Society."

2. Objects and Purposes of the Society.

The **Objects** of the Society are to improve, protect and preserve the amenities of Burton Joyce for the benefit of the public generally and especially the inhabitants of Burton Joyce, in such ways as are appropriate to charitable organisations; and to those ends to pursue the following **Purposes**:

To protect and enhance the village environment, both built and natural, and to this end to work for: preservation of existing buildings when they are an asset to the appearance or facilities of the village; restriction of new developments to those in keeping with the village character or providing useful services and meeting local housing needs, without causing damage to the amenity of other properties in the village; education of the membership of the Society and the population of the Village in important issues of current concern to the Village; the preservation of open space, and enhancement of the amenity value of such space; maintenance and, where possible, extension of public access to open spaces; conservation of local plant and animal life.

To assist in the continuance of a flourishing community in the village by supporting: the continuation and improvement of services in the village, public, commercial and voluntary; public transport, a good standard of road maintenance, of accessibility and of parking spaces for the benefit of village residents and businesses; the activity of existing and, when relevant, newly-formed voluntary groups set up to provide social, educational, cultural, sporting and charitable activities for the village residents of all ages.

3. Funds.

3.1 In furtherance of these purposes, the society may raise, hold and distribute funds which may be spent in developing and promoting the Society's charitable policies, (including the holding of talks, lectures and debates on matters of importance to the village) in the commissioning of research, the making of donations (other than for any profit or personal gain), or the undertaking of works. The society may also expend funds on the administration of its business. All spending shall be only permissible within the terms of this constitution, and for the above objects.

3.2 On incorporation in the Society of the Burton Joyce Residents' Association, the funds of that Association shall be designated the Research and Legal Fund and kept distinct from the normal funds of the Society. This fund shall be available for the commissioning of research and, if necessary, payment for legal advice and representation in furtherance of the Society's policy consistently with its objects and purposes specified above, and for no other purpose. Further money added to this fund by the Society shall be subject also to this Article. This fund shall not be available for any other use for at least twelve months from its designation, nor at any time thereafter without the positive vote of a General Meeting given due notice of such a proposal.

3.3 The Society may, through Trustees where requisite, own all species of property and may employ staff in the furtherance of the objects of the Society. Any decision to do so shall always be considered an item of substantial expenditure for the purposes of Article 5.7 below, unless authorised by a General Meeting.

4.Membership

Upon the adoption of this constitution by a general Meeting of the Burton Joyce Preservation Society or by a General Meeting of the Burton Joyce Residents' Association, the members of those bodies shall be the members of the Society, with valid membership without paying any or any further subscription until the end of the then calendar year. Membership shall be open to all who apply for it and pay the current subscription and who are residents of Burton Joyce, or Bulcote or Stoke Bardolph, or former residents, or are in employment or self-employment based in the village.

Private voluntary societies, associations and clubs based in the Village, or village branches of wider organisations, may join as Affiliated Members at a subscription rate to be determined at a General Meeting of the Society. Any company, firm or trader carrying on a substantial or distinctive business in the Village may join as an Affiliated Member if the Executive Committee or a General Meeting, or a consultation under Protocol B below, affirm that the business has an identification with the village. Affiliated Members shall be entitled to the entitlements of individual members, including attendance by any members of those organisations at General Meetings of the Society, but an Affiliated organisation shall be entitled to only the same vote as an individual member; that vote may be cast by a representative of the Affiliated organisation who is also an individual member casting their own vote. Members of such organisations shall only be eligible as Officers or Committee members in the Society if they would otherwise qualify to be individual members. The Burton Joyce Primary School, the Parish of St. Helen's, Burton Joyce and the Burton Joyce Community Church shall be entitled to the status of Affiliated Members without subscription.

5.Officers Trustees and Executive Committee.

5.1 The Executive Officers of the Society shall be the Chair, Vice-Chair Treasurer and Secretary. The power and duty of the Chair is to preside at meetings of the Executive Committee and General Meetings of the Society (subject to article 5.5 below) and to keep order and ensure the thorough and efficient conduct of business at such meetings, to which end he or she may require other members present to assist. The Chair shall normally represent the Society at public events and in presenting the Society's views in public. The duty of the Vice Chair is to act for the Chair, the Secretary or the Treasurer in their temporary

absence so far as necessary, and to assume those offices in the case of a casual vacancy. The duty of the Secretary is to record all proceedings of the Society, to ensure the holding of meetings of the Executive Committee and of General Meetings as defined in article 6 below, and to conduct the correspondence of the Society in accordance with the instructions of the Society. The duty of the Treasurer is to record and safeguard the funds of the Society, the payment of its liabilities and collection of all monies due to it, and to report the financial position of the Society to each Executive Committee meeting and the Annual General Meeting.

5.2. The member holding the office of Chair may not simultaneously hold any other Executive Officer post, save as a consequence of casual vacancies requiring the Vice-Chair to assume two or more vacant offices. In such case, or in the case of a casual vacancy in the office of Chair or Vice-Chair, the Secretary shall without delay call a meeting of the Executive Committee to appoint acting officers to avoid such duplication of offices, and there shall be held a General Meeting within two months to elect new holders to fill vacant posts among the Executive Officers.

5.3. A General Meeting may elect, or if the Meeting does not, the Executive committee may elect, members of the Society (including one who holds an Executive Officer post) to hold the posts of Membership Secretary, Communications Secretary and Research and Records Officer, who shall then be full members of the Executive Committee.

. The Membership Secretary shall compile an Expertise Register of the members, listing all qualifications, skills and areas of knowledge held by members which may be relevant to the Society's purposes or may better inform the Society's policy-making. The Membership Secretary shall actively seek this information from members. The contents of the Expertise Register shall remain confidential within the Executive Committee, and no part of it may be released outside that Committee without the express consent of the Member or Members concerned. The Membership Secretary shall organise social events for the whole membership as and when seems desirable, for which a reasonable charge may be made.

5.4 The Executive Committee may also appoint Policy Leaders to develop and promote the Society's policy on any aspect of the Society's purposes. Such Policy Leaders may be appointed from the general membership, but shall be full members of the Executive Committee.

5.5 The Executive Committee shall consist the four Executive Officers, the officers elected under 5.3 above, up to six ordinary Members elected at the Annual General Meeting, and the Policy Leaders appointed by the Committee in accordance with Article 5.4. The Executive Committee may co-opt further members. Executive Committee members co-opted by the Executive Committee, including acting Executive Officers appointed under Article 5.2 above shall not as such vote at meetings of the Executive Committee. A person holding two or more positions shall have only one vote in the Executive Committee.

5.6 The Executive Officers shall, (except for the filling of casual vacancies under 5.2 above) be elected at the Annual General Meeting. The Chair shall vacate the chair at that meeting during the election for Chair. The other Executive Officers and the ordinary members of the Executive Committee, and any additional officers under Article 5.3 above whose election is requested to be held at the Annual General Meeting, shall be elected at the Annual General

Meeting and shall take office immediately upon election, holding office until the next election for that post, except in the case of resignation, death or removal by a General Meeting. Nominations for all positions to be filled by that Meeting shall be open as soon as notice of the Meeting (which shall include a call for nominations and list all positions open for nomination) is given and shall close only after it is clear no further nominations are made at that Meeting. Elections of Officers, by General Meeting or by the Executive Committee, where there are more than two candidates, shall be by exhaustive ballot. Elections of ordinary members of the Executive Committee at a General Meeting where there are more than six candidates shall be by single transferable vote. Existing and previous holders of elected positions within the Society are eligible to be re-elected. Any member of the Executive Committee may be removed from that Committee, and from any Officer post held, by majority vote at a General Meeting which has been given proper notice of that business, or under Article 6.4 below.

5.7 The Executive Committee shall conduct all business of the Society outside General Meetings. The Executive Committee shall as far as practicable conduct their business in full consultation with the general membership and involve all members who are willing in its work. Any individual members or Affiliated Members with particularly useful knowledge as shown by the Expertise Register shall be asked to contribute views on particular questions. Meetings of members to discuss important questions concerning village affairs shall be held, either restricted to the membership, open to the public, or jointly with other bodies, as seems appropriate to the Executive committee. Any controversial issues of policy or procedure, or requiring substantial expenditure, shall be conducted in so far as time permits through a formal consultation process in accordance with Protocol B below. Any decision of the Executive Committee may be reversed by vote at a General Meeting if one is called in accordance with Article 6.2 or 6.4 below, except where action upon such decision has rendered such reversal impracticable.

5.8 The Trustees of the Society for purposes of its charitable operations shall be the four Executive Officers as defined in this Article subject to provisions (a) to (c) below:

5.8 (a) On taking office as an Executive Officer, a member may decline the office of Trustee, and an Executive Officer may resign the office of Trustee while retaining the relevant Executive Officer post.

5.8 (b) The Executive Committee by majority vote, with the consent of the existing Trustees with none voting to the contrary, may appoint new Trustees, either to fill casual vacancies in their number, or to increase the total number of Trustees, but not beyond seven in number.

5.8 (c) A General Meeting of the Society duly called under Article 6 below may by majority vote appoint new Trustees if in any case the number of Trustees falls below four, and further Trustees above that number up to a total of seven. If for any reason the number of serving Trustees falls below four for a period of two months, it shall be the duty of the Secretary and the Chair to call a General Meeting for the purposes of this provision.

6. Meetings (of Executive Committee and full membership.)

6.1 The Executive Committee shall meet at least once in every quarter, including once in the month immediately preceding an Annual General Meeting. In normal circumstances such meetings shall be held with at least seven days' notice, to be given by the Secretary, which notice shall include advance notice of the subjects for the Agenda. In an emergency, notice may be reduced to such time less than seven days as is the longest time available before the urgent business needs to be discussed, but in no case less than one hour. The quorum for an effective meeting shall be four, including at least one Executive Officer. All decisions shall be taken by a majority of those casting a vote, and in the event of a tied vote the motion concerned shall be deemed lost, but may be submitted for a further vote at that meeting or a later meeting. A member of the Executive committee with a personal interest in the matter under discussion must declare that interest, and may speak but not vote on the motion. The Chair or Secretary may call a meeting of the Executive Committee on their sole initiative; any two other Executive Officers or any three members of the Executive committee may require the Secretary to call such a meeting. Any five individual or Affiliated Members may together require such a meeting to be held, and if so may attend and address that meeting. The Executive Committee may meet by electronic communication rather than in person, provided they comply with Protocol A below. Meeting in this manner shall be deemed to have the full authority of a meeting in person. When such a Meeting is to be counted as one of the required Quarterly meetings, minutes of the Executive Committee's business since the last Meeting shall be presented by the Secretary and an up-to-date account of the Society's financial situation by the Treasurer.

6.2 The Annual General Meeting of the Society shall be held in February, March April or May each year. At least seven days' notice of that Meeting and the business to be conducted shall be given to all members. The business shall include a Chair's Report summarising the activities of the Society since the previous Annual General Meeting, (which may in whole or in part be delivered by other members); a Treasurer's Report including audited accounts for the year ended the previous 31st December; election of Executive Officers, ordinary Executive Committee Members, and other Officers referred to in Article 5.3 above; fixing of the subscription for the [current] *following* year; discussion of possible future activities and concerns for the Society; any other matters, including policy motions, added to the agenda by the Executive Committee of which notice was included in the calling notice for the Meeting. There shall be no quorum required for the Annual General Meeting provided that all requirements of notice have been complied with. *All notices and communications required to be given to the members by the Executive Committee shall be deemed properly served if they are displayed in the Burton Joyce Library or the Society's officially designated notice board and also posted on the Society's website or communicated by email to the member at an email address supplied by the member, unless otherwise agreed between the Executive Committee and the member*

6.3 [The subscription shall cover the calendar year in which it is fixed, and be due to be paid between the date when it is fixed and June 30th that year. Until then members who paid a subscription in the previous year shall continue to be members. There shall be a single subscription rate with the following exception: The Annual General Meeting may fix a higher subscription for Affiliated Members.] *The subscription for any year shall be fixed at the Annual General Meeting of the preceding year. A paid-up member for any one year shall retain the right of membership until June 30th of the following year unless they refuse to pay in that year. The subscription fixed may provide for special rates for multiple members in one household and for Affiliated members.*

6.4 A Special General Meeting may be called by the Executive Committee, or by demand of any twelve members, including Affiliated Members. The person or body requiring such Meeting may also require particular business to be decided. A minimum of seven days' notice shall be given of a Special General Meeting, which notice shall include notice of the business to be considered at that Meeting. No business of which due notice has not been given may be considered at that Meeting, except that a motion to remove any Officer or Executive Committee member may be put to the Meeting following conclusion of the main noticed business, and nominations and votes to fill any vacancies among the officers or the Executive Committee may be taken. In cases of emergency, the notice period may be reduced to the longest time available before the urgent business needs to be discussed, but in no case less than 65 hours. The quorum for a Special General Meeting shall be twelve individual or Affiliated Members.

6.5 In the case of a public health emergency or other unforeseen emergency making it impracticable to hold a General Meeting otherwise required under Articles 6.2 or 6.4 above, the Executive Committee may decide to postpone the date of such Meeting to a date later than would otherwise be required under those Articles. Notification of such a decision shall be given to Members as under Article 6.2 above, but in the case of the postponement of a Meeting of which formal notice, including the date, has already been given to members, notification of the postponement shall also be given more widely by all reasonably practicable means. The postponement may be to a date fixed at the time of the decision, or, if to an indefinite time, it shall be to a date to be decided within a fixed time limit. In all cases the postponement shall be for the minimum practical time and such future date or time limit shall be included in the notification given to members of the decision to postpone. All members who would have been eligible to take part in any way in the Meeting on its original date shall be so eligible at the postponed meeting.

7. Politics.

7.1 The Society is politically neutral.

7.2 Persons holding elected public office for areas including Burton Joyce may attend and address meetings of all parts of the Society at their own request, which will be arranged on request by the Secretary. If such meetings occur in an election period, they may only be held if the Secretary arranges for the meeting to be politically balanced.

7.3 Members of the Society standing for elected public office for areas including Burton Joyce shall not include in any election publicity any statement of their activity in the Society without referring to Article 7.1 above.

8. Inception and dissolution of the Society

8.1 The Society shall come into existence immediately upon the conclusion of the Inception Procedure, which shall consist of (a) a period of discussion and consultation to produce a draft Constitution for the Society and (b) a Voting Stage in which the said draft Constitution shall be debated, and subject to amendment, and finally, amended as may be, voted on by General Meetings of the Burton Joyce Preservation Society and the Burton Joyce Residents' Association, and a meeting of the Burton Joyce Village Plan Committee. The said General Meetings and meetings may if so agreed be held in the same place and at the same time, and if so may vote as a single body on amendments to the Draft Constitution, but shall vote as separate meetings on adoption of the final version of the Constitution. If held at different times, the Inception Procedure shall only be deemed concluded on the completion of the vote of the last of the three named organisations to vote. This Constitution shall then be in force for all those bodies, if any, which have voted to adopt it. At the conclusion of the Voting Stage there shall be held as soon as may be a Special General Meeting of the Society, the business whereof shall be to elect all Executive Officers, to elect, if so desired, the Officers defined in Article 5.3 above, and to elect ordinary members of the Executive Committee, and to fix a subscription for the current year in the terms set out in Article 6.3 above, and subject to Article 4 above.

8.2 The Society may be dissolved by the vote of 60% of those voting at a General Meeting (whether Annual or Special) of which at least seven days' notice, including notice of the motion for dissolution, has been given. Such notice shall not be subject to abbreviation under Article 6.4 above. In the event of the dissolution of the Society, office-holders of the Society shall continue in their posts for as long as necessary to wind up the Society's affairs and no longer. That winding-up shall include: the depositing of the Society's records, research and information wherever it may be most useful for the continuation of the Society's Objects and Purposes as set out in Article 2 above; the sale of any material assets not connected with the disposal of the information assets of the Society. After settlement of the Society's liabilities, any financial assets, including the proceeds of any sales, which have been acquired by the Society under its charitable status shall be transferred to such other bodies or institutions able to administer charitable funds as shall be approved by the Charity Commission, to be used so far as practically possible for the Objects and Purposes of the Society.

9 Amendment of the Constitution

No amendment passed under the terms of this Article shall be valid unless approved by the Charity Commission as lawful in maintaining the Society's status as a Charity at law. Amendment of this Constitution may only be made by a General Meeting, whether Annual or Special. The proposed Amendment or Amendments must be set out in full in the notice given of that meeting. In the case of Articles 2, 3, 7, 8.2 and 9, no secondary amendments or alterations to the proposed Amendments shall be considered by the General Meeting concerned unless notice of not less than 65 hours has been served of those secondary amendments or alterations. Such secondary amendments or alterations to principle amendments may then be made by simple majority vote at the relevant General Meeting, but the principle Amendment, whether or not altered by a secondary amendment, shall only pass if it receives at least 60% of votes cast at that Meeting. Proposed principle Amendments to Articles 1, 4, 5, 6, and 8.1 may be subject to secondary amendment and alteration as proposed and voted for at the relevant Meeting, and shall be passed if receiving a simple majority of votes cast. Protocol A may be amended by the Executive

Committee, including by the procedure in Protocol A. Protocol B may be amended by a General Meeting or by the procedure of Protocol B, but the outcome of a decision on a proposed amendment reached under that Protocol shall not be subject to being overruled by the Executive Committee.

PROTOCOL A

A1. All members of the Executive Committee shall inform the Secretary of at least one means by which they can be sent communications of the Executive Committee's business without requiring a paper copy; this shall be an email address or telephone number or other means of private instant communication. They shall inform the Secretary of any period when they will not be contactable by this means for two days or more. The Secretary shall supply the list of such means of contact to all members of the Executive Committee. Communications made by such means shall be deemed good service to the member concerned.

A2. Any member of the Executive Committee wishing to raise a question for that Committee to decide may use directly the communication means provided to propose either a fully-formed motion or a discussion on an issue. On receiving such a proposal, all members of that Committee shall directly confirm to the Secretary within three days that they have received it; if such confirmation has not been received from any member or members of that Committee after that time, the Secretary shall ensure that that member or members are aware of the proposal.

A3. Following the making of a proposal under A2 above, the Chair, in consultation with the member originating it, shall set a timetable for discussion and consultation. Such discussion shall be by means of the communication form defined in A1 above, and sent to all members of that Committee. If the original proposal was not in the form of a fully-formed motion, that timetable shall include a date when such motion is required to be tabled, not less than seven days after the original proposal, and, if no such motion is forthcoming, the Chair shall personally draft one which is so far as possible compatible with the general views as discussed in the terms of this Protocol. The timetable shall include a request for any proposed amendments, for which at least two days shall be allowed. The Chair may at any time extend the timetable. The process of a motion under this Protocol shall be suspended at any time if a full Meeting of the Executive Committee intervenes, or if a majority of members of the Committee request that the issue be dealt with through Protocol B, or if a General Meeting is called under Article 6.4 to consider the relevant issue. Unless so suspended, the proposed motion and amendments shall be subject to vote by the means set out in A1 above, and the motion, amended as may be, if passed by a majority vote, shall be for all purposes the decision of the Executive Committee.

A4. A majority vote for the purposes of A3 above means the vote of more than half the number of members of the Executive Committee, after deducting any members who explicitly abstain; or, if not all such members have either communicated a vote or an abstention, those who have not done so may be counted as abstentions if the Secretary confirms that they have been given all practicable opportunity to join discussions, but have not confirmed their receipt of the original proposal or, if they have so confirmed, have taken no further part in the discussion. If a motion has received a majority among those casting a vote,

but not a majority as defined in this paragraph, the Chair shall call for a second vote, either through this Protocol or through a personal meeting of the Executive Committee.

A5. The Secretary shall record the proposers of any motions and amendments put, and the votes cast by each member of the Executive Committee under this Protocol.

PROTOCOL B

B1. The Executive Committee, or any twelve members (including Affiliated Members) may call for a consultation of the membership on any controversial issues of policy or procedure, or requiring substantial expenditure, within this Protocol. Upon such call, the Secretary shall cause the statement made by those calling the consultation to be delivered by electronic means or paper form to all members, together with the timetable for responses and the means of communicating such responses. Where time permits, the deadline for responses shall be between two and four weeks after the calling of the consultation and shall include the chance for a further submission of related questions or amendments, which shall also be circulated to the members. In cases of urgency, responses shall be called for in not less than three days. The Secretary and Membership Secretary shall be jointly responsible for recording and reporting the votes of all members in such response. In any such vote, a majority of 60% or more of votes received when at least 40% of entitled members have cast a vote shall be binding on the Executive Committee. In other cases, the Executive Committee may overrule the membership vote, but their decision to do so may be overturned by a General Meeting if one is called within the rules set out in Article 6 and it is practical to reverse such decision.