

Cirencester Science and Technology Society

Constitution adopted on 12 December 2007 with minor amendments adopted on 10 December 2008 and 9 June 2010.

1 Name

The name of the Charity is the Cirencester Science and Technology Society (referred hereafter as the Society).

2 Objects

The Objects of the Society (the Objects) are the advancement of education in, and fostering an awareness and understanding of, developments in pure and applied science amongst scientists, engineers, technologists and the wider community, including schools and colleges, in Cirencester and its surrounding area.

3 Powers

To further its Objects, the Society will have powers:

3.1 to arrange lectures, exhibitions, debates, discussions, visits to industry and scientific and educational establishments, and to engage in other activities that further the objects of the Society;

3.2 to raise funds, to apply for and receive grants and loans, and to accept contributions, gifts and legacies.

4 Adoption and administration of the Constitution

The Society and its property shall be administered and managed in accordance with the provisions of this Constitution by a Committee of Trustees (the Committee).

5 Membership

5.1 The Society shall consist of ordinary and honorary members and Honorary Fellows.

5.2 Ordinary membership shall be by application and open to any person interested in furthering the objects of the Society and who has paid the annual subscription as provided in clause 12.

5.3 The Committee may refuse an application for membership if it, after due enquiry and acting reasonably, considers it to be in the best interests of the Society.

5.4 The Society may elect honorary members who have given exceptional service to the Society.

5.5 The Society may elect to the Honorary Fellowship persons who have made distinguished contributions to science, engineering or technology

5.6 The Committee shall keep a register of the names and addresses of the members.

5.7 Membership shall be terminated if:

a) the member resigns by notice to an Officer of the Society; or

b) the member fails to pay, after two reminders, the annual subscription or any other sum due to the Society within six months of it falling due; or

c) the Committee resolves, after due enquiry and acting fairly, that the member's conduct or action is inconsistent with, or injurious to, the character, interests and objects of the Society.

6 The Committee

6.1 The Society shall be managed and administered by a Committee consisting of the Officers and up to three ordinary members elected in accordance with clause 14 of this Constitution.

6.2 The Officers and the elected members of the Committee shall also be the Trustees of the Society and Charity and together are called "the Trustees".

6.3 The first Trustees shall be those persons elected as Officers and ordinary members of the Committee at the meeting at which this Constitution is adopted.

6.4 Apart from the provision of clause 6.3, the Officers and the ordinary members of the Committee shall assume office at the beginning of the programme year (1 September) following the AGM at which they are elected.

6.5 All the members of the Committee shall retire from office together at the end of the programme year in which they assumed office, but they may be re-elected or re-appointed except as provided in clauses 6.8 and 8.5.

6.6 Any vacancy amongst the Officers or Committee occasioned by death, resignation or inability to serve may be filled by the Committee by co-option. Any Officer or member so co-opted shall hold office until the next Annual General Meeting.

6.7 In addition to those co-opted under clause 6.6, the Committee shall have the power to co-opt up to three other ordinary members of the Society for any specific purpose they consider desirable.

6.8 No member of the Committee may normally serve more than six consecutive years since first appointment whether as an Officer or an elected ordinary member. After this time, he or she may be re-elected to the Committee after standing down for at least one year.

7 Meetings of the Committee

7.1 The Committee shall meet at least twice during each financial year.

7.2 Any Trustee may call a meeting of the Committee.

7.3 A quorum of the Committee shall be at least 60% of the Trustees.

7.4 The meetings of the Committee shall be chaired by the Chair, or if he or she is absent, the Vice-Chair. If the Chair and Vice-Chair are absent, the Committee members present shall appoint one of their number to chair the meeting.

7.5 The Committee shall keep minutes of its meetings and record all decisions taken and resolutions agreed.

7.6 The Committee shall have powers to make Rules and to amend this Constitution as provided in clauses 17.1 and 19.1.

7.7 The Committee shall have the power to appoint from time to time sub-committees containing at least one Trustee for any purpose concerned with the Society whenever their advice or assistance is desired. The Committee may invite ordinary members of the Society to join the subcommittee.

7.8 The Committee may delegate any of their powers or functions to such a subcommittee but the terms must be recorded in the Committee minutes.

8 Officers

8.1 The Officers of the Society shall be the Chair, a Vice-Chair, a Treasurer, a Committee Secretary, a Programme Secretary and such other additional Officers as the Committee may determine from time to time are essential for the proper organisation and administration of the Society.

8.2 The Officers shall be nominated for election at each Annual General Meeting as provided in clauses 14.3-14.6.

8.3 The Chair shall preside at all Committee and Society meetings unless otherwise arranged by him or her, and shall have a casting vote if there is an equality of votes on any question.

8.4 The Vice-Chair shall substitute for the Chair if he or she is absent at a Committee or Society meeting.

8.5 The Chair and the Vice-Chair will normally hold office for a maximum of three years.

8.6 The Treasurer shall be responsible, on behalf of the Committee, for managing the financial affairs of the Society as set out in clause 11.3.

9 No personal interests of Committee members

9.1 No member of the Committee shall receive remuneration or have a financial or other interest in any contract entered into by the Committee or acquire any interest in property belonging to the Society.

9.2 Committee members shall be reimbursed expenses that they legitimately incur in conducting the Society's business.

10 Disqualification and removal of Trustees

A Committee member shall be ineligible to hold office as a Trustee and member of the Committee if he or she:

10.1. is disqualified for acting as a Trustee by virtue of section 28 of the Charities Act 1983 (or any statutory re-enactment or modification of that provision); or

10.2 ceases to be a member of the Society; or

10.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs; or

10.4 resigns as a Trustee by notice to the Chair, but only if at least two Trustees remain in office when the notice of resignation is to take effect; or

10.5 fails to carry out his or her duties, or is absent without the permission of the other Trustees from two consecutive meetings of the Committee, and the Committee resolves that his or her office be vacated.

11 Financial administration

11.1 All monies belonging to the Society shall be paid to separate accounts in the name of the Society at an approved Bank, Building Society or other financial institution approved by the Committee.

11.2 The funds belonging to the Society shall be applied only in furtherance of the Objects of the Society.

11.3 The Treasurer, or another person appointed by the Committee, shall:

a) maintain proper financial records of the monies received and expended by the Society; and

b) prepare annual income and expenditure accounts and balance sheet, and shall have them examined by an Honorary Independent Examiner appointed at the previous AGM.

11.4 The Committee shall be responsible for the accuracy and approval of the annual income and expenditure accounts and balance sheet after they have been examined by the Honorary Independent Examiner.

11.5 The examined accounts shall be presented for endorsement at the next AGM.

11.6 The title of any investments held by or on behalf of the Society shall be vested either in a corporation entitled to act as a custodian trustee or in the names of one or more members approved by the Committee as holding Trustees.

12 Subscriptions

12.1 The annual subscription for ordinary membership of the Society shall be recommended by the Committee and approved by a majority of the members present at the Annual General Meeting or at a Special General Meeting called for the purpose.

12.2 The first payment of subscription shall be due on acceptance of application for membership and subsequent subscriptions are due annually from the start of the following financial year.

12.3 The Committee, or an Officer delegated by the Committee, has discretion to charge a lower rate of subscription for new members joining part way through a year.

13 Ordinary meetings

13.1 The Society shall hold Ordinary meetings open to all members of the Society.

13.2 Ordinary meetings shall be chaired by the Chair of the Society, or if he or she is absent, the Vice-Chair.

13.3 If neither the Chair nor the Vice-Chair is present, the meeting may be chaired by any member of the Committee, or if no Committee member is present, by any ordinary member of the Society elected by a show of hands at the meeting.

14 Annual General Meeting

14.1 The Annual General Meeting (AGM) shall be held at such time and place as shall be determined by the Committee, but shall normally be held in May each year and not more than 16 months may elapse between successive AGMs.

14.2 The business of the AGM shall be:

- (a) to receive the Chair's report on the activities of the past year;
- (b) to endorse the examined accounts of the Society for the past financial year;
- (c) to elect the Officers and the ordinary members of the Committee of the Society for the coming year;
- (d) to elect an Honorary Independent Examiner for the coming year;
- (e) to consider any special resolutions submitted, proposed and seconded as provided in clause 15.1;
- (f) any other business with the permission of the Chair.

14.3 At least 14 days before each AGM, the Committee shall make known to the members of the Society their nominations for the Officers and ordinary Committee members for the coming year.

14.4 Any member of the Society may propose or second the names of other members for election either as an Officer or as an ordinary member to the Committee, provided that the consent of the nominees to act shall first have been obtained and an assurance obtained that they are not disqualified to act as Trustees as provided in clause 10. Any such nominations must be notified to the Committee Secretary at least 21 days prior to the holding of the AGM and made known to the Society's membership at least 14 days before the AGM.

14.5 The election of Officers and ordinary members of the Committee shall be by a majority show of hands of the members present, unless there are more names nominated as ordinary members than there are vacancies to be filled, in which case the election shall be by ballot amongst those present at the AGM.

14.6 Each member present shall have one vote.

14.7 Except for the election of officers and ordinary Committee members as provided in clause 14.5 or a motion proposing the dissolution of the Society as provided in clause 18 or motions proposing amendments to the Constitution as provided in clause 19, all motions put to an AGM shall be passed by a simple majority of those present and voting.

14.8 The Chair shall decide upon any question of order, voting, adjournment of the meeting and interpretation of Rules and Constitution of the Society, and his or her decision shall be final for that AGM. Upon any other question, in the event of an equality of votes, the Chair shall have a casting vote.

14.9 No business may be transacted at an AGM unless a quorum of 10 members or one-tenth of the Society's total membership at the time, whichever is the greater, is present.

15 Special Resolutions

15.1 Any member wishing to propose a special resolution shall give notice in writing thereof to the Chair or Committee Secretary. Any such resolution shall be duly seconded and with the names of the proposer and seconder. If the resolution is to be considered at an AGM, it must be submitted at least 21 days prior to the date of the AGM.

15.2 Save with the consent of the chair of the meeting, a resolution that does not comply with the requirements of clause 15.1 shall not be discussed at a Special General Meeting or an AGM.

16 Special General Meetings

16.1 The Chair or Vice-Chair, or if both are absent the Committee, shall have power to call a Special General Meeting at any time, giving not less than seven days' notice.

16.2. The sole business of a Special General Meeting will be to consider any Special Resolution or Resolutions submitted according to clause 15.1 that the Chair or Vice-Chair or the Committee considers is sufficiently urgent or important that it should not be delayed until the next AGM.

16.3. A Special General Meeting will be conducted according to the procedures for an Annual General Meeting set out in clauses 14.6-14.9.

17 Rules

17.1 The Committee may make Rules for the efficient conduct of its business and that of the Society.

17.2 The Rules shall be endorsed by an AGM and be binding on all members of the Society.

17.3 No Rule shall be inconsistent with, or shall affect or repeal, anything contained in this Constitution.

18 Dissolution of the Society

18.1 If the Committee considers it necessary to dissolve the Society, it must call a Special General Meeting as provided in clause 15.1 at which a Special Resolution, proposed and seconded, to dissolve the Society is put.

18.2. No such special resolution shall be passed unless carried by at least two-thirds of the members present.

18.3. If the members so resolve to dissolve the Society, the Trustees will remain in office as charity Trustees and be responsible for winding up the Society.

18.4. The Trustees must realise and collect in all the assets of the Society and pay or make provision for all the liabilities of the Society.

18.5. The Trustees must apply any remaining assets or money

- a) directly for the Objects of the Society; or
- b) by transfer to another Charity or organisation whose purpose or objects are similar to those of the Society.

18.6 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.

18.7 The Trustees must notify HMRC Charities promptly that the Society has been dissolved. If required to do so, the Trustees must send the Society's final accounts, or summary thereof, for the accounting period that ended before its dissolution, to HMRC Charities.

19 Amendments to the Constitution

19.1 Subject to the provisos in clause 19.4, the Trustees may make amendments to this Constitution in order to meet changing needs of the Society and shall submit such amendments to the membership at either a Special General Meeting or an AGM for endorsement.

19.2 Any member wishing to propose an amendment to the Rules or Constitution of the Society at a Special General Meeting or an AGM shall give notice in writing thereof, together with particulars of the proposed amendment, to the Chair or Committee Secretary at least 21 days prior to the holding of such a meeting.

19.3 No such amendment shall be passed unless carried by at least two-thirds of the members present.

19.4. Clauses 1 (the name of the Charity), 2 (the Objects), 9 (no personal interest of Committee members) and 18 (Dissolution) of this Constitution may not be amended without the prior consent of the Charity Commission.

Signatures of Trustees at the date at which this Constitution was first adopted

Geoffrey Richards, Chair
Joan Cooper
Tony Gordon
Richard Gunner
Bunny Lees-Smith
Roy Postlethwaite
Peter Stoward
Andrea Tales
Kathleen Wells
Roger Wheeler