The Constitution and Rules of The Stoneleigh History Society

(as amended by Special Resolutions passed on 28th March 2017 and 3 October 2019)

1. The Society and its name

These Rules are adopted as the constitution of an unincorporated Society the name of which shall be 'The Stoneleigh History Society' ('the Society') by the promoters and founder members of the Society whose names, addresses and signatures are subscribed hereto.

2. The Society's objects

The Society is established with the following objects:-

2.1 research into, study of and recording of the history of Stoneleigh Village and the Parish of Stoneleigh in the County of Warwick and its environs (referred to herein as 'Stoneleigh'), the origins, and development of Stoneleigh, its heritage, its communities and inhabitants, their activities and occupations, its land and land uses, buildings and architecture, sites or places of archaeological and historical interest, its topography, geology, and environment;

2.2 the promotion of interest in and of knowledge and understanding of such history and other subjects mentioned in 2.1 above;

2.3 the provision of relevant lectures, educational courses and visits to museums, record offices and other like places of interest for the benefit of members of the Society or for the members in common with others;

2.4 the publication of books, pamphlets or other works in connection with any of the foregoing activities and the sharing of information concerning the Society's activities with others.

3. The Society's not for profit status

3.1 The income and property of the Society shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise in any way by way of profit to members of the Society. No Officer or member shall hold any office or appointment paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society Provided that any member who incurs proper and reasonable expenditure for goods or services procured on behalf of the Society or for its benefit as approved by

the Committee shall be entitled to reimbursement thereof out of the Society's funds.

3.2 If upon the winding up or dissolution of the Society a surplus of assets after payment of all liabilities shall result such surplus shall not be paid or distributed among the members of the Society but shall be given to some charitable institution or institutions having objects similar to the objects of the Society (save for the geographical location referred to in paragraph 2.1 of the Society's objects) and which prohibits the distribution of its income and property among its or their members in like terms as stated in this Rule 3.

4. The Society's Accounts Periods/Financial Years.

Save for the first accounting period which shall commence on the 24th March 2011 and end on the 31st December 2011, each accounting period thereafter shall commence on 1st January and end on 31st December each year which shall be the Society's Financial Year.

5. Membership and Subscriptions

5.1 Applicants for membership shall complete a written membership application in a form approved by the Committee and forwarded to the Secretary or other Officer of the Society stating the applicant's full name address, telephone number and email address (if any) and containing a declaration to be signed by the applicant that the applicant agrees to be bound by the Society's constitution and any by-laws and regulations of the Society lawfully made by the Committee under and in accordance with the Committee's powers prescribed herein.

5.2 Any individual over the age of 16 years shall be eligible for membership whether resident in the locality referred to in Rule 2.1 above or otherwise and regardless of personal qualification if the requirements of Rule 5.1 above have been complied with.

5.3 The Honorary Secretary shall maintain a register of Members of the Society recording the name, address, telephone number and email address (if any) of each member and the date on which the member was admitted to membership of the Society. The register of members shall be open to inspection at all reasonable times by any member without charge subject to reasonable prior notice being given to the Secretary.

5.4 On application for membership the applicant shall pay the annual subscription then current for membership of the Society.

5.5 The Committee shall have power to fix and determine in advance the amount of annual subscriptions for the financial year following the determination. Pending any such determination the annual subscription payable by each member shall be £10.00 and shall be due for payment on application for membership and thereafter on 1st January in each year.

6. General Meetings of the Society

6.1 Except during the year 2011, an Annual General Meeting of the Society shall be held each year, the first to be held in March 2012 and thereafter in each succeeding year during March. The Committee shall appoint the date, time and place for the holding of the meeting. If necessary, an Annual General Meeting may be adjourned until a later date, time and place to be fixed by the Chairman of the meeting if the business of the meeting shall not be completed on the date for which it is convened

6.2 Written notice of the holding of all General Meetings shall be given by ordinary first class pre-paid post at least 14[1] clear days before the meeting to all members whose names are on the Register of Members at the date on which the notice is given and shall be deemed to have been received in the ordinary course of post. Alternatively, where a member has an email address held on the Register of Members or notice of which has been given to the Honorary Secretary, notice of a General Meeting may be served on the member by email to that address. If there shall be a failure or delay in delivery or receipt of a notice so posted or sent by email the holding of the meeting and the business transacted at the meeting shall not be invalidated by such failure or delay.

6.3 The formal business to be transacted at an Annual General Meeting shall be the consideration of the financial reports and accounts for the preceding financial period or year and of the report of an Independent Examiner thereon (if an Independent Examiner has been appointed by the Committee), the report of the Committee and (if to be held under Rule 7.2 or if a vacancy arises and to be filled under the proviso at (iii) of Rule 7.2) the election of Officers and Ordinary Committee Members. Any other business at an Annual General Meeting shall be considered special business, the general nature of which shall be indicated in the notice convening the meeting, unless a special resolution as provided in these rules is to be proposed in which case

[1] In Rule 6.2,14 days substituted for 21 days by Special Resolution passed 3rd October 2019

the resolution to be proposed shall be set out in full in the notice convening the meeting. [1]

6.4 All General Meetings of the Society, other than Annual General Meetings, shall be called Extraordinary General Meetings. The Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened by the Committee on the requisition of at least 15 members of the Society. If the Committee fails to call the meeting within 14 days of receipt of the requisition, the requisitionists may themselves convene the meeting.

6.5 The Chairman of the Committee in office at the commencement of a General Meeting shall preside at General Meetings but shall vacate the Chair in favour of a successor Chairman who is elected at that meeting. If the Chairman in office shall be absent from the meeting, a member present shall be appointed by the meeting to take the Chair unless or until a successor Chairman is elected at the meeting. The quorum required at General Meetings shall be 7 members.

6.6 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved but in any other case shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned hearing a quorum is not present within half an hour from the time appointed, the members present shall be a quorum.

6.7 This rule 6.7 is subject to 7.5 below. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, each member present, being a member duly registered who shall have paid every subscription and other sum due and payable to the Society in respect of his or her membership, shall be entitled to one vote. If a poll is demanded before or upon the declaration of the result of the show of hands either by the Chairman or by at least three members present, a poll shall be taken as directed by the Chairman. If the number of votes cast for or against a resolution whether on a show of hands or on a poll are equal, the Chairman of the meeting shall have a second or casting vote.

6.8 The declaration by the Chairman of the meeting of the result of a vote or poll (whether under 6.7 above or 7.5 below) shall be final and conclusive.

[1] Rule 6.3 as amended by Special Resolution passed on 28th March 2017

7. The Committee and its powers. [2]

7.1 The Society's affairs shall be under the direction and control of a Committee, comprising nine elected members of the Society, of which three persons are elected as Chairman, the Honorary Treasurer and the Honorary Secretary respectively (in these Rules referred to as the Officers) and six other members of the Society (referred to as Ordinary Members). The Committee shall however have power by bylaw to vary the number of Ordinary Members of the Committee if it considers that an increase or a reduction of Ordinary Members of the Committee is beneficial for the proper conduct of the Committee's business.

7.2 At the Annual General Meeting of the Society for 2017, the entire Committee in office at the commencement of the meeting shall retire from office but at the elections of the Committee to be held at that meeting shall be eligible for re-election for a further term, whether as Officers or Ordinary Members; following the holding of the elections at that meeting, each of the Officers and Ordinary Members elected shall hold office for a term of three years and shall retire at the third Annual General Meeting thereafter; at each successive third Annual General Meeting following the meeting at which elected, the entire Committee shall retire at that meeting and elections shall be held at that meeting of Officers and Ordinary Members of the Committee to hold office for the ensuing three year term and shall then retire; each Committee Member shall be eligible for re-election following his or her retirement whether as an Officer or Ordinary Member, Provided That –

(i) if at an Annual General Meeting there shall be no candidate for election to the Office of Chairman, or if the office of Chairman should become vacant (for any reason) during the three year term for which the Committee was elected, the Committee may elect one of their number as Chairman of the Committee to serve for the remainder of the three year term and shall then retire but shall be eligible for election whether as an Officer or Ordinary Member;

(ii) if at an Annual General Meeting there is no candidate for election as either Honorary Treasurer or Honorary Secretary or either of the said offices becomes vacant during the three year period for which the Committee was elected the Committee may appoint a member of the Society (whether an existing Committee member or not) as Officer in either of those capacities to serve for the three year term or the remainder thereof, for which the Committee was elected

[2] Rule 7 amended by Special Resolution of the Society passed on 28th March 2017 and by a further Special Resolution passed on 3rd October 2019

and shall then retire but shall be eligible for election as an Officer or an Ordinary Member;

(iii) if a vacancy shall arise in the number of Ordinary Members of the Committee (whether caused by an appointment under paragraphs (i) and (ii) of this proviso or for any other reason), the Committee may make an appointment of a member of the Society to fill the vacancy, the appointee to hold office for the remainder of the three year term for which the Committee was elected and shall then retire but shall be eligible for election as an Officer or Ordinary Member; if no such appointment is made the vacancy shall be filled by an election held at the next following Annual General Meeting, the member elected to hold office for the remainder of the three year term for which the Committee as a whole was elected and shall then retire but shall be eligible for re-election as an Officer or Ordinary Member;

(iv) the Committee may make appointments from one of their number, or in the event of an existing member of the Committee being unwilling to serve, a member of the Society, to serve as (a) Subscriptions Secretary; (b) as an Event Host, or (c) in any other position as the Committee shall decide with such duties or responsibilities in each case as shall be assigned by the Committee; if a person who is not a member of the Committee is so appointed he or she shall have the right to attend meetings of the Committee at the invitation of the Chairman but shall not be entitled to vote thereat and shall not be counted to determine whether the meeting of the Committee is quorate; if a member of the Committee is so appointed, the appointment shall not alter the status of the appointee as a Committee member, whether an Officer or Ordinary Member.

7.3 Candidates wishing to be elected or re-elected to the Committee at an Annual General Meeting, whether as an Officer or Ordinary Member, to fill a vacancy in the Committee (if an election to fill a vacancy falls to be held under the proviso (iii) of Rule 7.2) shall give, at least seven days before the date of the Annual General Meeting in question, notice in writing to the Honorary Secretary of his or her intention to stand for election together with the names of two members of the Society sponsoring the candidate.

7.4 If at an Annual General Meeting on the holding of elections of Officers Ordinary Members to the Committee there are more candidates than vacancies to be filled and the votes cast for two or more candidates for the same vacancy shall be equal, the election shall be decided by a straw poll to be conducted under the supervision of the Chairman of the meeting.

7.5 Within the limits of these Rules, the Committee shall have power to make by-laws or regulations to regulate the conduct of General Meetings and of meetings of the Committee, the summoning of and regularity of meetings of the Committee and proceedings at Committee meetings and also concerning any other aspect of the proceedings of the Society and the conduct of its members.

7.6 The quorum at meetings of the Committee shall be at least one Officer and three Ordinary Members. In the absence of the Chairman, those present shall appoint one of their number to be the Chairman of the meeting. Each Officer and Ordinary Committee Member shall be entitled to one vote on any matter to be decided by the Committee but in the event of a tie the Chairman of the meeting shall have a second or casting vote.

7.7 The Committee shall have power to co-opt not more than two members of the Society who shall not be entitled to vote at Committee meetings to hold office as co-opted members at the will of the Committee but whose appointment shall automatically cease and determine at the first Annual general Meeting following appointment.

7.8 The Committee shall be responsible for keeping proper minutes of its proceedings and of proceedings at General Meetings. Minutes of both Committee and General Meetings which have been duly signed by the Chairman of the meeting in question shall be conclusive as to the accuracy of the matters recorded therein;

7.9 A resolution in writing signed by all members of the Committee upon a resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Committee. Any such resolution in writing shall be as valid and effectual if communicated by electronic means to the Chairman of the Committee;[2]

8. Accounts and Bank Account

The Committee shall have responsibility for and control over the finances and property of the Society and for the keeping of proper accounts of the Society's income and expenditure and its assets and liabilities. Financial Statements comprising an Income and Expenditure account and Balance Sheet shall be prepared for each financial period or year which, if the Committee shall consider

[2] Rule 7.9 added by Special Resolution passed on 3rd October 2019.

appropriate, shall be submitted for the examination of an Independent Examiner appointed by the Committee who shall be required to submit a written report thereon to the Committee and members.

9. Trustees and the Society's Property [3]

9.1 The Committee must ensure that all property, investments and assets belonging to the Society or to which it becomes entitled shall be vested in the three Officers of the Society from time to time, the present Officers being Sheila Woolf, the Chair of the Society and of the Committee, Suzanne Crofts, the Honorary Treasurer and Margaret Wallis the Honorary Secretary, as holding trustees for the Society and its members, in this Rule referred to as 'the Trustees'. The Trustees may only act in accordance with the lawful directions of the Committee;

9.2 If and when any change in an existing or future Office holder occurs, whether on account of non-election or re-election, retirement or other cause, the outgoing Officer shall automatically retire as Trustee and shall be replaced by the new appointee to the Office in question, and all property, investments and assets shall automatically vest in or be vested in the new Trustee, jointly with the continuing Trustees, provided that an outgoing Trustee shall be required to execute and do all documents, acts or things as the Committee shall reasonably require to ensure that all property, investments and assets shall properly be vested in the incoming Trustee jointly with the continuing Trustees;

9.3 It shall be the duty of the Trustees to arrange such insurance policies of the property and assets of the Society against appropriate risks as the Committee shall from time to time lawfully direct;

9.4 Provided that there shall be excepted from the generality of Rule 9.1 above, cash to the value of not more than £2000 at any one time, credited to the Society's Bank Account or Accounts under the control of the Society's authorised signatories for such account or accounts.

10. Amendments to the Constitution and Rules.

Amendments to these Rules may be effected by special resolution passed by at least 75% of the members present in person and voting in favour of the amendment at a General Meeting of the

[3] Rule 9 inserted by Special Resolution passed on 3rd October 2019 with the former Rules numbered 9 and 10 renumbered 10 and 11.

Society. The Notice convening to meeting shall set out verbatim the amendment proposed.

11. Winding up and dissolution of the Society

In the event of the Committee being of the opinion that the Society is no longer able to continue its activities whether on account of lack of support, insufficiency of funds or for other good and sufficient reason, then the Committee may convene an Extraordinary General Meeting to consider and, if thought fit, pass a special resolution (the terms of which shall be specified in the notice convening the meeting) to wind up and dissolve the Society and if such resolution is passed by 75% of the members present and voting in favour of the resolution the Society shall be wound up and dissolved, any surplus after payment of all liabilities to be distributed as provided in Rule 3.2

Subscribed by the Promoters and Founder Members of Stoneleigh History Society this 24th March 2011.

(The original subscribers names addresses and signatures then followed - Sheila Woolf, Shirley Ball, Lisa Reay, Margaret Wallis, Phil Gill, Rachel Gill, Pam Baker, Anthony Bianco and David Vaughan.)