

Objects and Rules of The Friends of Tunbridge Wells and Rusthall Commons

1. The name of the Society is The Friends of Tunbridge Wells and Rusthall Commons (hereinafter called "The Society").
2. The Society shall consist of: A Chairman, a Deputy Chairman, a Secretary, a Treasurer, Committee and Members.
3. Subject always to the provisions relating to the Commons contained in the County of Kent Act 1981, and to the rights of the Lords and Ladies of the Manor of Rusthall for the time being, the objects of the Society are the conservation, maintenance, preservation and peaceful enjoyment for the benefit of the public of the Commons by such means as the Society in consultation with the Conservators of the Commons thinks fit.

MEMBERSHIP

4. The subscribers to these rules and such persons as the Committee shall admit to membership shall be full members of the Society. The Society in General Meeting may create such other forms of membership, not conferring full membership rights, as it thinks fit.

SUBSCRIPTIONS

5. The annual subscriptions shall be determined by the Society in General Meeting.

OFFICERS AND COMMITTEE

6.
 - a. There shall be the following: A Chairman; a Deputy Chairman; a Secretary and a Treasurer to be known as The Officers.
 - b. The Committee shall consist of The Officers and not more than nine other persons. A member of the Committee shall be elected to serve for 3 years. One third of the non-Officer members of the Committee shall retire annually, by rotation, but shall be eligible for re-election. No person shall be a member of the Committee who is not a member of the Society. The Chairman of the Society, or in his absence, The Deputy Chairman, shall take the Chair at the Meetings of the Committee.
 - c. The business of the Society shall be conducted and managed by the Committee who may exercise all such powers of the Society and do on behalf of the Society all acts as may be exercised and done by the Society and as are not by these rules required to be exercised or done by the Society in General Meeting.
 - d. The Society may, at its discretion, in General Meeting appoint a President and such number of Vice-Presidents as it desires; such appointments shall carry no executive responsibility and shall not of themselves entitle the holder thereof to membership of any Committee of the Society.
 - e. At every Annual General Meeting the Officers shall retire, but shall be eligible for re-election.
 - f. The Committee may elect any member of the Society to be a member of the Committee to fill a vacancy, and shall have power to co-opt, in addition, for any specific purpose or purposes, any member or members as they may consider necessary or desirable, to hold office until the conclusion of The Annual General Meeting then next following.

- g. The Committee shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of the equality of voters, the Chairman shall have a second or casting vote. Any member of the Committee may, and the Secretary on the requisition of a member, shall at any time summon a meeting of the Committee.
- h. The quorum necessary for the transaction of the business of the Committee may from time to time be fixed by the Committee, and unless so fixed shall be four. The Chairman or Deputy Chairman and two members of the Committee may nevertheless give authority for action to be taken on any matter which requires immediate decision.
- i. The Committee may delegate any of their powers to Sub-Committees consisting of such member or members of their body as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed upon it by the Committee.
- j. The Sub-Committee may elect a Chairman of its meetings and the provisions of sub-rule (g) of this rule shall apply *mutatis mutandis* to any Sub-Committee.
- k. All acts done by any meeting of the Committee or of any Sub-Committee or by any person acting on the express authority of the Committee or of any Sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person, be valid as if such person had been duly appointed.

GENERAL MEETINGS

7.

- a. An Annual Meeting of the Society shall be held in each calendar year and at a date not later than fifteen months after the preceding Annual General Meeting. The Chairman of the meeting shall be the Chairman of the Society, or in his absence the Deputy Chairman, or in his absence then the members present shall elect a Chairman from amongst themselves.
- b. The Committee may at any time call an Extraordinary General Meeting and must do so if requested in writing by not less than fifteen members of the Society.
- c. The Secretary shall give at least fifteen clear days' notice in writing of General Meetings and the purpose to all members entitled to receive notice of meetings.
- d. At a General Meeting each full member shall have one vote. Voting shall be by showing of hands only unless a ballot is demanded by not less than five members present.
- e. The Chairman's direction as to how a ballot is taken, his declaration as to result of any voting and his decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equal vote the Chairman shall have a casting vote.
- f. No business shall be transacted at any General Meeting of the Society unless a quorum of members is present at the time when the meeting proceeds to business. Ten members personally present shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day not more than two weeks later; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

ACCOUNTS

8. There shall be prepared annually and laid before the Society at the Annual General Meeting a statement of accounts prepared and examined in accordance with the Charities Act 1993 and its successors and a report of the Society's activities.

NOTICES

9. If a member has given to the Secretary an address within the United Kingdom for the receipt of notices (and not otherwise) the member shall be entitled to receive notices of all General Meetings of the Society. The notice may be given by the Society to any member in person, by post, or electronically to the appropriate address. Where a notice is sent by post service or electronically, the notice shall be deemed to be effected by properly addressing and sending the communication containing the notice.

PROPERTY

10.

- a. The monies and property of the Society not immediately required for the purpose of the Society may be held or vested in such person as the Committee may from time to time determine, and the Committee may appoint two or more persons, whether members of the Society or not, to hold any such monies or property upon trust for the Society, or to invest them in such Securities as the Committee may think fit.
- b. A Banking Account or Accounts shall be operated in accordance with such procedures as the Committee may from time to time direct.

REMUNERATION

11. All Officers shall be honorary. The Committee, however, may appoint, employ and pay for such additional assistance and administrative expenses as they think fit. They shall appoint (and may pay proper remuneration to) Auditors or other Independent Examiners of the Accounts.

ALTERATION TO RULES

12. The Society may by a two thirds majority vote at an Annual General Meeting or Extraordinary General Meeting alter, add to or delete all or any of the objects of the Society and alter the rules provided that notice of intention to propose such alteration, addition or deletion and the details thereof are served upon each member with the notice required to be given by Rule 7(c) hereof, and provided also that no alteration shall be made to Clause 3 (Objects), Clause 14 (Dissolution) or to this Clause, and provided that no alteration shall be made which would have the effect of causing the Society to cease to be a Charity in Law.

INFORMALITIES

13. No action or decision of the Committee or of any meeting of the Society shall be invalidated by reason only of informality or neglect in any service of notices or in any matter or procedure, unless in the opinion of the Committee such informality or neglect has resulted or may result in a situation which is unjust.

DISSOLUTION

14. The Society shall not be wound up except by a resolution of three-quarters of those present at an Extraordinary General Meeting called for that purpose. In the event of a winding-up of the Society, its remaining funds and assets shall not be distributed amongst the members of the Society but shall be devoted to charitable objects similar to those of the Society (which may include the Board of Conservators of Tunbridge Wells and Rusthall Commons) as may be decided by the meeting.

Secretary's note:

Agreed at 2023 AGM on 19.7.23

(A J D Pawson)