

The Dartmoor Society Constitution

Adopted on 23rd July 2005

Amended at the Annual General Meeting on 4th April 2009

1. Name

The name of the Charity shall be 'The Dartmoor Society' (hereinafter called 'The Charity').

2. Objects

The Objects of the Charity shall be:

The advancement of the education of the public in the culture, local history, arts, flora, fauna, geographic and historic features of Dartmoor and neighbouring areas by the provision of lectures, published research and organised excursions and by providing advice, information and support on the preservation of the unique features of the area and its landscape, and by occasional grants to individuals, organisations or other charitable bodies in support of these objects.

3. Membership

- (1) Annual membership is available on a single, family or institutional basis and all members shall be bound by the constitution of the Charity.
- (2) All applications for membership shall be made in writing on approved Charity forms.
- (3) All members of the Charity shall abide by the constitution and Objects of the Charity.
- (4) The Executive Committee shall have the right to terminate the membership of any member deemed not to abide by the Constitution and Objects of the Charity. Members shall have the right to be heard by the Annual General Meeting or properly convened Extraordinary General Meeting before a final decision is made.
- (5) Only members of the Charity may hold office or be elected to the Executive Committee.

4. Subscriptions

- (1) The amount of the annual subscriptions shall be decided at an Annual General Meeting.
- (2) Annual subscriptions shall be payable in advance and be due on joining, and then on the anniversary of joining except for those members who joined on or before the 4th April 1998 whose renewal date is the 1st April.
- (3) No person shall have the benefits of a member until his / her subscription for the current year shall have been paid. Membership shall be deemed to have lapsed if the member's subscription remains unpaid for six months after it is due.

5. Annual General Meeting

- (1) There shall be an Annual General Meeting of members of the Charity which shall be held in April, at a time and place to be fixed by the Executive Committee.
- (2) The date appointed for the Annual General Meeting shall be published in the Charity's newsletter not less than 30 days before that date.

- (3) Notice of the Annual General Meeting, stating the text of any motion to be moved thereat, shall be given to all members of the Charity not less than 14 days before the meeting. In the case of motions to alter the constitution, 21 days' notice shall be given.
- (4) The notice of the meeting shall include the agenda, any nominations as President, officer or member of the Executive Committee, and a copy of the balance sheet and statement of accounts for the previous year.
- (5) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings at any such meeting of the Charity.
- (6) Nominations for election shall be proposed and seconded in writing by members of the Charity and shall be received by the Hon. Secretary, together with the written consent of the candidate to serve if elected, by 31 January preceding the AGM.
- (7) In the case of a contested election a postal ballot will be arranged.
- (8) The functions of the Annual General Meeting shall be:
 - (a) To receive the Chairman's report.
 - (b) To receive the Treasurer's report and the audited statement of accounts for the preceding year.
 - (c) To elect the Auditor.
 - (d) To elect the President, Officers and the Executive Committee.
 - (e) To consider and vote on any motion which has been duly submitted to the meeting.
 - (f) To deal with any other business by leave of the Chairman of the meeting.
- (9) No motion other than those relating to the Chairman's report and the accounts, or other formal business shall be moved at the meeting unless:
 - (a) notice thereof in writing signed by the members who propose to move and second it shall have been received by the Hon. Secretary by 31 January preceding the meeting and the text of the motion shall have been included in the notice to members.
 - (b) the Chairman of the meeting is satisfied that exceptional circumstances make it desirable that a motion, of which notice has not been received, shall be moved at the meeting.
- (10) Each member shall be entitled to one vote (Institutional memberships one vote; Family memberships two votes) at the Annual General Meeting of the Charity, and the right to speak thereat.
- (11) For the purposes of the Annual General Meeting a quorum shall be not less than two percent of the current membership.

6. Extraordinary General Meetings

- (1) An Extraordinary General Meeting of members of the Charity may be called at any time by:
 - (a) the Chairman, or
 - (b) no fewer than six members of the Executive Committee, or
 - (c) not less than two percent of the membership
- (2) Notice of such an Extraordinary General Meeting, stating the purpose of the meeting and the text of any motion to be moved thereat, shall be given to all members of the Charity not less than 14 days before the meeting.
- (3) Clauses 5. (10) and (11) shall apply at an Extraordinary General Meeting.

7. President

- (1) The Presidency of the Charity shall be a non-executive position.
- (2) The President shall retire after three years service, but shall be eligible for re-election.

8. Officers

The Officers of the Charity shall consist of a Chairman, Honorary Secretary, Honorary Treasurer, Newsletter Editor, and Membership Secretary. All Officers shall be eligible for membership of such other sub-committees as shall be appointed.

9. Executive Committee

- (1) The affairs of the Charity shall be managed by an Executive Committee who shall be the Trustees of the Charity, and which consists of:
 - (a) the Officers, and
 - (b) up to 6 members of the Charity.
- (2) All members of the Executive Committee shall be entitled to vote. The Chairman shall have a second or casting vote.
- (3) Members of the Executive Committee shall retire after 3 years' service but shall be eligible for re-election.
- (4) The Executive Committee shall meet at least four times in every year, and five members shall form a quorum.
- (5) The Executive Committee may appoint such sub-committees as it thinks appropriate.
- (6) The Executive Committee may co-opt not more than three additional members to serve, for one or more meetings of the Executive Committee, until the next Annual General Meeting, without power to vote providing he/she is specially qualified having regard to the aims of the Charity.
- (7) The Executive Committee shall have the power to fill Officer vacancies. Any person so appointed shall retire immediately before the Annual General Meeting but shall be eligible for election.

10. Powers of Trustees

- (1) The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- (k) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (l) to do all such other lawful things as are necessary for the achievement of the Objects.

- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

11. Amendments to the Constitution

- (1) Any provision contained in this constitution may be amended provided that:
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
 - (c) no amendment may be made to clause 12 of the constitution without the prior written consent of the Commission;
 - (d) any resolution to amend any part of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

12. Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
 - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - (b) a Trustee from:
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;

- (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other Officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other Officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other Officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity, if:
- (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the Interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, 'Trustee' shall include any person firm or company connected with the Trustee.

13. **Dissolution**

(1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

(2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

(3) The Trustees must apply any remaining property or money:

(a) directly for the Objects;

(b) by transfer to any charity or charities for purposes the same as or similar to the Charity;

(c) in such other manner as the Charity Commissioners for England and Wales ('the Commission') may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

(6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Charity's final accounts.
