Constitution of the Canterbury Commemoration Society

1. NAME.
The name of the Society shall be the Canterbury Commemoration Society, hereinafter "the Charity".
2. ADMINISTRATION.
Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 10 of this constitution.
3. OBJECTS.
The objects of the Charity shall be:
(1) to advance public education in the events and people in Canterbury's history; and
(2) to preserve, protect, develop and improve features of aesthetic, artistic or historical interest in Canterbury.
4. POWERS.
In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
(i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
(ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
(iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
(v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
(vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
(viii) power to appoint and constitute such sub-committees as the Executive Committee may think fit;
(ix) power to do all such other lawful things as are necessary for the achievement of the objects.
5. MEMBERSHIP.
(1) Membership of the Charity shall be open to any person interested in furthering the objects who has paid the annual subscription laid down from time to time by the Executive Committee.
(2) The subscription shall be due each year and if not renewed membership shall lapse on the 31st December at the end of the following year.
(3) Every member shall have one vote.
(4) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
6. ANNUAL GENERAL MEETING.
(1) Not later than eight months after the end of each financial year the members shall be summoned to an Annual General Meeting.
(2) The annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the date, time and place of the annual general meeting to all members of the Charity.

(3) The honorary president shall chair the annual general meeting, or in her or his absence a person nominated by her or him and acceptable to the meeting, or in the absence of such a nomination a person present appointed by the members assembled to chair that meeting.
(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
(5) Nominations for election of officers and members of the Executive Committee from among the members of the Charity must be made by members of the Charity in writing and must be in the hands of the secretary at least 7 days before the date of the meeting. Should nominations exceed vacancies, the meeting shall vote by secret ballot.

7. SPECIAL GENERAL MEETINGS.

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

8. PROCEDURE AT GENERAL MEETINGS.

(1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
(2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

9. OFFICERS.

(1) Each annual general meeting shall elect an honorary president and may from time to time also appoint one or more honorary vice-presidents.
(2) Each annual general meeting shall elect a chair, a vice-chair, a secretary and a treasurer.

10. EXECUTIVE COMMITTEE.

(1) The Executive Committee shall consist of the chair, vice-chair, secretary and treasurer, together with not more than eight other persons elected at the annual general meeting.
(2) The Executive Committee shall have the power to fill any casual vacancy among the officers.
(3) The Executive Committee may in addition appoint not more than three co-opted members, whether to fill a vacancy among elected committee members or otherwise, but no appointment of a co-opted member may be made if, as a result, more than one-third of the members of the Executive Committee would be co-opted members.
(4) All officers and members of the Executive Committee shall retire from office at the end of the annual general meeting next after the date on which they came into office and shall be eligible for re-election.
(5) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
(6) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 11.
(7) All officers and members of the Executive Committee are charity trustees as a matter of law.

11. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:
(I) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
(3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
(4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

12. TRUSTEE BENEFIT CLAUSE.

Nothing in this governing document shall prohibit payments made to trustees and/or connected persons for services and/or goods provided to the Charity in accordance with the Charities Act 2011 (as amended).

13. PROCEEDINGS OF THE EXECUTIVE COMMITTEE.
(1) The Executive Committee shall hold -
(a) at least two ordinary meetings each year; and
(b) special meetings, if called by the chair or by any two members of the Committee, upon no less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed, save that -
no less than 21 days' notice shall be given of a special meeting at which the appointment of a co-opted member is to be discussed.
(2) The chair, or in her or his absence the vice-chair, shall act as chair at meetings of the Executive Committee. If both are absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
(4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
(5) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
(7) The Executive Committee may appoint one or more sub-committees consisting of at least one member of the Executive Committee and other members of the Charity for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
14. RECEIPTS AND EXPENDITURE.
(1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
(2) The funds belonging to the Charity shall be applied only in furthering the objects.
15. PROPERTY.
(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
(a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
(b) all investments held by or on behalf of the Charity;
to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trust deeds shall not be liable for the acts and defaults of its members.
(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
16. ACCOUNTS.
The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records for the Charity;
(2) the preparation of annual statements of account for the Charity;
(3) the auditing or independent examination of the statements of account of the Charity; and
(4) the transmission of the statements of account of the Charity to the Commissioners.

17. ANNUAL REPORT AND RETURN.

(1) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.
(2) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

18. NOTICES.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by email or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

19. AMENDMENTS TO THE CONSTITUTION.

(1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
(2) No amendment may be made to clause 1 (the name of Charity clause), clause 3 (the objects clause), clause 12 (Trustee Benefit Clause), clause 20 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
(4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

20. DISSOLUTION.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

21. DEFINITIONS

'Canterbury' means the area of the local government district of Canterbury as constituted when the Charity was founded in 1996.

1. *This constitution (based on a model constitution supplied by the Charity Commissioners and on the existing constitution of the Canterbury Society, with the draft clause 3, OBJECTS, discussed with the Charity Commissioners and then amended on their advice) was adopted at the inaugural meeting on 26 June 1996.*
2. *It was subsequently amended by the AGM on 6 April 2000 to remove the original provisions for term limits to membership of the Executive Committee (clause10 (4)), the requirement to normally hold the AGM in October (clause 6(1)) and the interim provisions attached to the original constitution.*
3. *It was amended in several respects at the AGM on 8 July 2021.*
4. *The Trustee Benefit Clause (clause 12) was inserted by the AGM on 4 July 2024, with the consent of the Charity Commission.*