

### The Constitution

1. The Society shall be known as The Regency Society of Brighton & Hove.
2. The aims and objects for which the Society is established are:
  - 2.1. To awaken public interest in, and public appreciation of, the architecture, environment and town planning of Brighton, Hove and the surrounding district.
  - 2.2. To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
3. The Society will further its aims and objects by:
  - 3.3. Promoting high standards of planning and architecture in or affecting the area of benefit.
  - 3.4. Fostering interest in art, architecture and antiquities, educate public opinion and give advice and information; publish papers, reports and other literature; hold meetings, lectures and exhibitions.
  - 3.5. Serving as a prominent amenity Society for Brighton, Hove and the surrounding district and to engage in activities designed to preserve and enhance the amenities of this area, acting as a co-ordinating body, liaising with local authorities, planning committees and all other statutory authorities, voluntary organisations, charities and persons having similar aims to those of the Society.
4. The powers of the Society shall include, but not be limited to:
  - 3.1. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose, unless agreed by a majority of members at an Annual General Meeting (AGM) or General Meeting.
  - 3.2. To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not, subject to agreement by a majority of members at an AGM or General Meeting.
  - 3.3. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Society as shall be necessary. Where such assets or borrowings amount to more than 30 per cent of the total value of the Society's assets, the Committee will only be empowered to act following an General Meeting where at least two-thirds of the members present vote in favour. Borrowing or raising money for the purposes of the Society shall be on such security as the Committee sees fit but the liability of individual members will in no case extend beyond the amount of an annual subscription.

- 3.4. To provide trustee indemnity insurance, if the Committee is satisfied that this is in the best interests of the Society.
  - 3.5. To form a subsidiary limited liability company in pursuance of the objectives of the Society, if the Committee considers it appropriate.
  - 3.6. To do all such other lawful things as are necessary for the attainment of said purposes.
4. All annual Subscribers shall be members for the period covered by their subscriptions, and donors of an amount fixed each year by the Committee and confirmed by the AGM shall be life members. The amount of the Annual Subscription shall be fixed by the Committee and confirmed by the AGM. Annual subscriptions shall become due on 1 April of each year. Honorary Life Members may be proposed by the Committee for approval at the AGM.
- 4.1 The Committee shall have the right to act reasonably in refusing membership in its absolute discretion but an explanation of the refusal will be sent to the refused party within 21 days. Representations by the refused party must be considered by the Committee at its next meeting and its decision at that meeting will be final. Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time.
  - 4.2 Junior members shall be those aged less than 18 years at the time their subscription is due; and they shall not be entitled to vote at any meeting of the Society.
  - 4.3 Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.
5. The AGM of the Society shall be held between 1 January and the 1 May each year. Notice thereof shall be sent to all members at least fourteen days prior to the date of the Meeting, and if any member wishes to propose any resolution at such Meeting, notice of such resolution shall be given to the Honorary Secretary at least seven days before the date fixed for the Meeting.
- 5.1 At such Meeting the Annual Report of the Committee and a Financial Statement made up to 31 December of the previous year, and checked by an independent examiner, shall be submitted; and there shall then be elected the Honorary Treasurer, the Honorary Secretary and not more than fifteen members, who together with the above named officers, shall serve on the Committee until the next AGM. The names of the persons proposed for

election or re-election shall be sent to the Honorary Secretary at least seven days before the date of the Meeting. Proxy voting is not allowed.

6. From the adoption of this constitution, elected Committee members will serve for a maximum of three years before re-election (their first term) after which they may stand for re-election for a further term of three years (their second term). A Committee member who has served their first and second terms six years consecutively will be ineligible for re-election for one year.

7. Each year, one third of the Committee will either stand down or stand for re-election, subject to Clause 6 above. The third standing down or standing for re-election will be those that have served two consecutive terms, followed by the longest-serving members of the Committee. Committee members shall be elected individually for a maximum of three years at a time. In the case of Committee members co-opted during the year under Clause 10 below, the period of three years shall be taken to start from the date of the next AGM.

7.1 To be elected, a Committee member must be proposed and seconded in writing by other members. Election to the Committee shall take place at the AGM by members present and voting. Each Committee member shall be voted on for election individually by members attending the AGM.

7.2 The Chairman and any Vice Chairmen (maximum two) shall be elected by the Committee at the first Committee meeting after the AGM. After a period of continuous service of three years the Chairman of the Society shall be ineligible for re-election to that office for one year thereafter unless a new chairman is not forthcoming, in which case the Chairman may stand again for one further year.

7.3 When a new Chairman is elected, the previous Chairman shall be eligible for election as a Vice-Chairman or as a member of the Committee. Nominees for election as Officers or Committee members shall declare at the AGM any financial or professional interest in matters relevant to the Society by a written declaration sent to the Honorary Secretary no less than 14 days before the AGM, including any payment(s) by the Society to the individual, the amount(s) and why these payments were made. These declarations will be made available to all members at the AGM.

8. A General Meeting of the Society may be convened at the discretion of the Committee or on the request in writing of at least fifteen members addressed to the Honorary Secretary, who shall thereupon call such Meeting, or by two-thirds of the entire Committee, including the Chairman, giving at least fourteen days notice to all Members. At General Meetings no business shall be considered except that for which the Meeting has been convened. Proxy voting is not allowed.

9. The Committee shall manage the affairs of the Society. It shall meet six times a year or more often if necessary, and five shall form a quorum. The Honorary Secretary, Treasurer, Chairman or Vice-Chairman will give not less than seven days' notice of a meeting to Committee members. It shall have power to fill casual

vacancies until the next AGM and to elect a temporary Chairman if quorate and if the Chairman or Vice-Chairmen are not present.

9.1 The Committee may, where time is of the essence, discuss matters by e-mail, post or telephone conference (virtual meetings). Such decisions shall be minuted and ratified at the next regular meeting of the Committee, with the Chairman or person acting as Chairman for the time being considering any comments received at virtual meetings and being authorised to act accordingly. Every reasonable attempt must be made to contact all Committee members.

10. The Committee shall have authority to form Standing Committees, on which any specially qualified persons, being members of the Society, can be co-opted, subject to confirmation by the Committee.

10.1 The Committee may delegate to the Standing Committees such duties and powers as it shall deem advisable. On such Standing Committees other specially qualified persons may be invited to sit as Assessors with such powers as the Committee may from time to time determine. The Committee shall have the power to co-opt further members to the Committee or Standing Committees who shall attend in a non-voting capacity. Standing Committees shall be subordinate to and may be regulated or dissolved by the Committee.

10.2 It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of any Committee or Standing Committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) or vote thereon. Interests shall include any prospective interests that could reasonably be anticipated and any known interests of any close relatives, defined as partners, spouses, parents, children and siblings of the member. If the Chairman declares an interest in an item, the meeting will be chaired by a Vice Chairman or the Honorary Secretary for the duration of the item.

11. The Committee shall have the power in its absolute discretion to deem non-attendance at Committee meetings without reasonable cause for a continuous period of six calendar months to be a resignation from the Committee.

12. The income and property of the Society, wheresoever derived, shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred directly or indirectly by way of profit or remuneration to any officer or member of the Society in his capacity as such; but this shall not apply to:

- (1) fees pre-agreed in writing for services rendered by such officer or member in a business or professional capacity as a result of instructions given by the Committee;
- (2) repayment of out-of-pocket expenses incurred by such officer or members;
- (3) interest at a rate not exceeding Bank of England lending rate plus two per centum per annum on money lent; or
- (4) reasonable and proper rent for premises let to the Society by such officer or member.

12.1 Any payments to members, close relatives as described in Clause 10, or a member's business are to be declared and quantified in the annual accounts.

12.2 The Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Society shall be applied by the Committee in furtherance of the purposes of the Society.

12.3 All moneys at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Committee in or upon such investment, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Committee.

13. Notice of Meetings and any other notices by these rules (or otherwise) required to be served on members shall be deemed to be duly served if posted to the members' addresses last recorded in the Society's membership index. Inadvertent failure to send any notice of a meeting or of business to be transacted thereat to any member shall not invalidate the proceedings of any such Meeting.

14. The Committee shall comply, where appropriate, with their legal obligations with regard to:

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

15. The Committee shall comply, where appropriate, with their legal obligations with regard to the preparation of an annual report and its transmission to the Charity Commission.

16. The Committee shall comply, where appropriate, with their legal obligations with regard to the preparation of an annual return and its transmission to the Charity Commission.

17. This Constitution may be amended by a two-thirds majority of members present at an AGM or General Meeting of the Society, provided that 14 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law, and provided further that no amendment shall be made to Clause 2, Clause 16 or this Clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained. Notice of a change to the

Constitution approved at an AGM or General Meeting will be sent to the Charity Commission within 21 days of the AGM or General Meeting.

18. The Society may be dissolved by a two-thirds majority of members voting at an AGM or General Meeting of the Society confirmed by a simple majority of members voting at a further General Meeting held not less than 14 days after the previous Meeting. If a motion for the dissolution of the Society is to be proposed at an AGM or a General Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects similar to those herein before declared as shall be chosen by the Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution, the minute books and other records of the Society shall be deposited with the Civic Trust. Notice of dissolution will be sent to the Charity Commission with 21 days of being passed by the confirming General Meeting.