



## **Constitution**

### **1. NAME**

The name of the Organisation is East Malling Conservation Group (hereinafter referred to as “EMCG”).

### **2. ADMINISTRATION**

Subject to the matters set out below EMCG shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by Clause 7 of this constitution (“the Executive Committee”).

### **3. AIMS AND OBJECTIVES**

EMCG exists to promote the following objectives:

1. To conserve our village heritage, its buildings, rural character and natural environment.
2. To contribute to the management of change in a way which will benefit the village as a whole.
3. To seek to improve the infrastructure of the village in terms of public services.
4. To work with the Parish and Borough Councils towards the achievement of these aims.
5. To increase the sense of community by consultation, communication and social events which shall be available to all residents of the village.

### **4. POWERS**

In furtherance of the objectives but not otherwise the Executive Committee May exercise the following powers:

- (a) 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;
- (b) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;
- (c) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;

- (d) Power to do all such other lawful things as are necessary for the achievement of the objectives.

## **5. MEMBERSHIP**

Membership of EMCG shall be open to:

- (a) Any resident of the village or surrounding villages, i.e. Larkfield, Ditton and West Malling.
- (b) An up-to-date record of membership shall be kept.
- (c) Every member shall have one vote.
- (d) Membership subscriptions will be renewable at the Annual General Meeting. Only paid-up members will have voting rights at that meeting.
- (e) EMCG has no affiliation with any political party.

## **6. HONORARY OFFICERS**

At the Annual General Meeting of EMCG the members shall elect from among themselves a Chair, a Secretary, a Treasurer, a Membership Secretary and other members who shall hold office from the conclusion of that meeting.

Auditors will also be appointed.

## **7. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of not less than 5 members nor more than 10 members including the Honorary Officers specified in the preceding clause.

## **8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (a) The Executive Committee will meet monthly and at other times when required.
- (b) The Chair shall act as Chair at meetings of the Executive Committee. If the Chair is 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.
- (c) 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.

- (d) 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.
- (e) The Secretary shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- (f) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of the meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (g) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry 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.
- (h) The Executive Committee shall have powers of co-option in the event of the resignation of any member of the Executive Committee or at such times when extra assistance may be required for the furtherance of a particular project.
- (i) Any member of the Executive Committee not attending 6 consecutive meetings without informing the said Committee and offering apologies shall be taken to have resigned.

## **9. ACCOUNTS**

- (a) The funds of EMCG, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of EMCG at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the Account must be signed at least two members of the Executive Committee.
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- (b) The funds belonging to EMCG shall be applied only in furthering the objectives.
  - (c) The Executive Committee will ensure:
    - The keeping of account records for EMCG;
    - The preparation of annual statements of account for EMCG;
    - The auditing or independent examination of the statements of account of EMCG.

## **10. ANNUAL GENERAL MEETING**

- (a) There shall be an Annual General Meeting of EMCG which shall be held in the month of July in each year or as soon as practicable thereafter.
- (b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 14 days notice of the Annual General Meeting to all members of EMCG. All the members of EMCG shall be entitled to attend and vote at the meeting.
- (c) The Executive Committee shall present to each Annual General Meeting the report and accounts of EMCG for the preceding year.

## **11. SPECIAL GENERAL MEETINGS**

The Executive Committee may call a Special General Meeting of EMCG at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 14 days notice must be given. The notice must state the business to be discussed.

## **12. ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at an Annual General Meeting. The notice of the meeting must include notice of the resolution setting out the terms of the alteration proposed.

## **13. DISSOLUTION**

If the Executive Committee decides that it is necessary or advisable to dissolve EMCG it shall call a meeting of all members of EMCG, of which not less than 14 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 EMCG. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other village organisations having objectives similar to the objectives of EMCG as the members of EMCG may determine or failing that shall be applied to any village organisation working towards the benefit of the village.