

**SALISBURY CATHEDRAL CLOSE PRESERVATION SOCIETY**  
**"Rus in Urbe"**  
**CONSTITUTION**

**1. Name** The name of the Society shall be the **Salisbury Cathedral Close Preservation Society** ("the Society").

**2. Objects**

2.1 The objects of the Society are:

2.1.1 To secure the preservation, protection, development and improvement of the features of the historic and natural environment and heritage of the area of Salisbury near the Cathedral and in particular the Cathedral Close (The Close), its setting and its features of public interest.

2.1.2 To educate the public about the historic and natural environment, heritage and setting and features of public interest of that area.

2.2 In furtherance of the above objects but not otherwise, the Society may:

2.2.1 Bring together in conference, representatives of voluntary organisations, Government departments, statutory authorities and individuals.

2.2.2 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.

2.2.3 Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.

2.2.4 Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents, films or recordings or multimedia formats, or transmissions by radio, television, email, the world wide web and other appropriate media as shall further the said objects.

2.2.5 Raise funds and invite and receive contributions from any person or persons approved by the Board of the Society by way of subscriptions and otherwise provided that the Society shall not undertake permanent trading activities in raising funds for the said objects.

2.2.6 Do all such other lawful things as are necessary for the attainment of the said objects.

**3. Membership**

Membership of the Society shall be open to all who the Board of the Society determine support the objects of the Society and pay the appropriate subscription. The Board (as defined in clause 11 below) may, at its discretion, admit to membership any person who has made a donation or contribution in services to the Society.

**4. Subscription**

The annual subscription, the rate of subscription for life membership and the dates of payment of such subscriptions shall be decided by the Board from time to time. The Board may decide from time to time that different subscription rates shall apply to different categories of members.

## **5. Termination of membership of the Society**

Membership shall be terminated:

- 5.1 Upon receipt by the Secretary of the Society of a member's written notice of resignation.
- 5.2 If the subscription of a member shall remain unpaid for three months after the due date for payment in any year.
- 5.3 If the Board shall, for good reason, so decide; the member concerned, shall have the right to be heard before a final decision is made.

## **6. Meetings of the Society**

### **6.1 Annual General Meeting**

6.1.1 There shall be an Annual General Meeting ("AGM") held not earlier than 1st March nor later than 1st June. Fourteen clear days' written notice of the date, time and place of the meeting and the general nature of the business to be transacted shall be sent to the last known address of each member in accordance with clauses 14 and 17, but the accidental omission to give such notice shall not alone render the proceedings at any such meeting invalid. For the purposes of this Constitution, "clear days" in relation to a notice means a period of notice excluding the day when the notice is given or deemed to have been given and excluding the day for which it is given or on which it is to take effect.

6.1.2 Members unable to attend in person or by Electronic Facilities (as described in clause 6.3 below) may appoint a proxy. This shall be done by giving a notice in accordance with clause 17 and a proxy shall have the same rights to speak as a member whether in person or by Electronic Facilities. A proxy notice with the name, address and contact details for the proxy must be received in accordance with clause 17 not less than 48 hours before the relevant meeting to which it relates.

6.2 The business of the AGM shall include the following matters:

6.2.1 A report by the Chairman of the activities of the Society and the work of the Board since the previous AGM.

6.2.2 The presentation of accounts and a report by the Treasurer on the income and expenditure of the Society during the preceding year ended 31st December.

6.2.3 Election of the Board of the Society to serve until the next Annual General Meeting.

6.2.4 Election of an independent examiner of the Society's accounts, if the Society is required to do so by law, who shall not be a member of the Board, to serve until the next AGM and who shall be eligible for reappointment.

6.2.5 The consideration of any resolution proposed by the Board, or any resolution proposed by at least 10 members of which not less than 21 clear days' written notice shall have been given to the Secretary of the Society.

6.3 For the purposes of this Constitution, "Electronic Facility/ies" includes (without limitation) website addresses and conference call systems or audio and visual systems and any device, system, procedure, method or other facility providing a means of attendance electronically at and/or participation in any type of General Meeting or any other type of meeting decided by the Board under this Constitution and available in respect of that meeting.

6.4 The Board can make whatever arrangements they think fit to allow those entitled to do so who cannot attend the meeting in person or by proxy to attend and participate in any type

of General Meeting by Electronic Facilities. When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.

- 6.5 The Board can decide to let persons entitled to attend and participate in a General Meeting do so by simultaneous attendance and participation by means of an Electronic Facility. Members present in person or by proxy by means of such Electronic Facility will be counted in the quorum for, and entitled to participate in, the General Meeting.
- 6.6 Any General Meeting at which Electronic Facilities are available will be duly constituted and its proceedings valid if the Chairman is satisfied that Electronic Facilities are available throughout the meeting to enable all members attending the meeting by whatever means and at all the meeting places to:
  - 6.6.1 participate in the business for which the meeting has been called;
  - 6.6.2 hear all the people who speak at the meeting ; and
  - 6.6.3 be heard by all other people attending and participating in the meeting.
- 6.7 The Board may, in their discretion, suspend the requirement to hold an AGM in the time limits set out in clause 6.1 above for a particular calendar year, if they consider that due to circumstances beyond their control holding the AGM within those time limits would pose a significant safety or other risks to the Society, or the Board and/or members or would be in breach of any laws or regulations. The Board must keep any suspension under regular review and must endeavour to arrange the AGM for later in the calendar year, once they consider it safe and practicable to do so. If they do not consider it to be safe and practicable in the same calendar year, the Board may decide that no AGM shall be held in that calendar year and must make such arrangements as they think fit to deal with any business ordinarily dealt with at the AGM.
- 6.8 The Board may adjourn a General Meeting at which a quorum is present for any of the reasons set out in clause 6.7 above, or if so directed by a majority of those attending the meeting, to a time and date to be notified by the Board in accordance with clause 17.
- 6.9 If for any reason, the Society is unable to hold a General Meeting, it may make decisions by a written resolution. On a written resolution every member shall have one vote provided all sums due to the Society have been paid up by that member. If so, a copy of the written resolution must be sent to every member together with a statement to the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. If the Society gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any reply relating to such notice may be sent by Electronic Means as described in clause 17.
- 6.10 A member signifies their agreement to a proposed written resolution when the Society receives from him or her a document acceptable to the Board identifying the resolution to which it relates and indicating his or her agreement to the resolution. Any decision passed in accordance with this clause 6.10 shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

## **7. Extraordinary General Meeting**

If no fewer than twenty-five members of the Society shall at any time give written notice to the Secretary of the Society requiring an Extraordinary General Meeting to be held for any purpose, it shall be the duty of the Secretary to convene such a meeting at the earliest practicable time. The

provision as to notice in clause 6.1 and clause 17 and the provisions regarding Electronic Facilities and attendance in clause 6 shall apply to such meeting.

## **8. Chair**

- 8.1 General Meetings shall be chaired by the Chairman of the Board.
- 8.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Board member nominated by the Board shall chair the meeting.

## **9. Quorums**

At any AGM or Extraordinary or Special General Meeting, a quorum shall be ten members or one in 20 of the Membership whichever is the greater, including the Chairman and two other members of the Board or, if the Chairman is not present, by three members of the Board.

## **10. Voting**

Any matters decided at a meeting of the Society shall be decided by a show of hands. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his or her vote as a member of the Society. The Board may notify members of an alternative means of voting in the event that the meeting is held using Electronic Facilities.

## **11. Board**

- 11.1 The Society and its property shall be managed and administered by a Board comprising the officers and other members elected in accordance with this Constitution. The officers and other members of the Board shall be the Trustees of the Society, together for the purposes of this Constitution called the 'Board'. The Board shall consist of a minimum of five members and up to nine further members, all of whom shall be members of the Society and who shall be nominated and elected annually at the AGM. In the event of a contest, election shall be by ballot. The Board shall consist of a Chairman, a Treasurer, a Secretary and such other officers or members as it shall from time to time determine.
- 11.2 The Board shall have power:
  - 11.2.1 To co-opt no more than five members of the Society to be members of the Board until the next AGM, subject to the limits on the size of the Board in clause 11.1 above.
  - 11.2.2 To appoint and prescribe the functions of such sub-committees as it deems necessary, provided that all acts and proceedings of any such sub-committee shall be reported to the Board as soon as possible and provided that no such sub-committee shall expend funds of the Society otherwise than in accordance with the budget agreed by the Board.
  - 11.2.3 To fill any office not filled at the AGM and any office that falls vacant during the year following.
  - 11.2.4 To call an Extraordinary General Meeting.
- 11.3 The Board shall act by a majority of those present, including in accordance with clause 11.4, and voting. A quorum for its Meetings shall be three or a third of the Board, whichever is the greater, including the Chairman or other person nominated by the Chairman.

- 11.4 All or any of the Board can take part in a meeting of the Board by way of Electronic Facilities as described In clause 6.3 above. A member of the Board taking part in this way will be treated as being present at the meeting and will be entitled to vote and be counted in the quorum.
- 11.5 The Board may take a decision without a Board meeting by indicating to each other by any means including, but without limitation, Electronic Facilities or Electronic Means, that they share a common view on a matter. The views need not all be in the same format as long as they are clear to the Chairman and will need 75% of the Board participating in the meeting in favour of the decision. The date of the last affirmation will be the date of the decision. A note of each affirmation will be kept by the Chairman or by any member of the Board instead of the Chairman that the Board nominate for this purpose and such decision will be recorded in a written minute. Any decision passed in accordance with this clause 11.5 shall be as valid and effectual as if it had been passed at a meeting duly convened and held.
- 11.6 The Board shall meet not less than once every three months, unless they consider that due to circumstances beyond their control holding a meeting within those time limits is not possible or it would pose a significant safety or other risks to any member of Board or would be in breach of any laws or regulations. The Board will, if a meeting cannot be held within the three-month time frame, convene a meeting as soon as practicable once the meeting can be held, whether in person or using Electronic Facilities.
- 11.7 Any sub-committee appointed under clause 11.2.2 shall, if unable to meet in person, hold meetings remotely in accordance with the clause 11.4 as if reference to Board members were reference to sub-committee members.
- 11.8 If a member of the Board wishes to resign, he or she shall send a written resignation to the Chairman, or if there is no Chairman, to the Secretary of the Society. Unless there are special reasons accepted by the Board, the resignation will take effect the day after the date of the resignation. The resignation shall be in writing which may be given in accordance with clause 17. A member of the Board must also resign with immediate effect if he or she ceases to be a member of the Society.

## **12. Application of income and property**

- 12.1 The income and property of the Society shall be applied solely towards the promotion of the objects.
- 12.2 A Board member is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- 12.3 A Board member may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **13. Powers of the Board**

- 13.1 The Board must manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):
- 13.1.1 To raise funds. In doing so, the Board must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- 13.1.2 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

- 13.1.3 To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Board must comply as appropriate with sections 117 - 122 of the Charities Act 2011.
  - 13.1.4 To borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The Board must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land.
  - 13.1.5 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
  - 13.1.6 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects.
  - 13.1.7 To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects.
  - 13.1.8 To set aside income as a reserve against future expenditure but only in accordance with a written policy, if any, about reserves.
  - 13.1.9 To obtain and pay for such goods and services as are necessary for carrying out the work of the Society.
  - 13.1.10 To appoint honorary officers and a patron (who need not be a member of the Society prior to appointment). Such officers are not Trustees and may be removed from office by the Board.
  - 13.1.11 To provide indemnity insurance for the Board in relation to liabilities they may incur while acting as a member of the Board of the Society and any insurance cover for such other risks as the Board may decide incurred in the course of the activities of the Society.
  - 13.1.12 To open and operate such bank and other accounts as the Board considers 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.
  - 13.1.13 To do all such other lawful things as are necessary for the achievement of the objects.
- 13.2 No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Board.

#### **14. Irregularities of Proceedings**

No resolution or act of:

- (a) the Board;
- (b) any sub-committee of the Board; or
- (c) the Society in General Meeting

shall be invalidated by reason of the failure to give notice to any Board member or member of the Society or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or any beneficiaries of the Society.

#### **15. Conflicts of interests**

15.1 A Board member must:

15.1.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared.

15.1.2 Absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

15.2 Any Board member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Board on the matter.

**16. Amendment**

Alteration to this Constitution shall, subject to clauses 6.3 to 6.6 above and 17 below, receive the assent of two-thirds of the members of the Society present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Society at least twenty-one clear days before the meeting at which the resolution is to be brought forward. At least fourteen clear days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration made to clause 2 (objects), clause 18 (dissolution) or this clause, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

**17. Notices and use of documents in Electronic Form**

17.1 Any notice required by this Constitution to be given to or by any person must be:

17.1.1 in writing; or

17.1.2 given using Electronic Means.

17.2 The Society may give any notice to a member either:

17.2.1 personally; or

17.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

17.2.3 by leaving it at the address of the member; or

17.2.4 by giving it using Electronic Means to the member's address given by the member to receive documents in Electronic Form.

17.3 A member or his or her proxy present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

17.4 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of one in Electronic Form, 48 hours after it was sent.

17.5 Where a document is required under this Constitution to be signed by a member or any other person, if the document is in Electronic Form, then in order to be valid the document must either:

- 17.5.1 Incorporate the electronic signature, or personal identification details, (which may be details previously allocated by the Society), of that member or other person, in such form as the Board may approve; or
  - 17.5.2 Be accompanied by such other evidence as the Board may require in order to be satisfied that the document is genuine.
- 17.6 “Electronic Means” means a document or information which is sent or supplied in Electronic Form if it is sent or supplied by electronic means (for example, by e-mail), or by any other means while in an electronic form (for example, sending a disk or memory stick by post). References to an electronic copy have a corresponding meaning.
- 17.7 A document or information is sent or supplied by Electronic Means if it is—
- 17.7.1 sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
  - 17.7.2 entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
- 17.8 “Electronic Form” shall mean a document or information authorised or required to be sent or supplied in electronic form which must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it, and to retain a copy of it. For the purposes of this clause 17, a document or information can be read only if—
- 17.8.1 it can be read with the naked eye, or
  - 17.8.2 to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings), it can be seen with the naked eye.

## **18. Dissolution**

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 clear days’ notice to members shall have been given. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.