

The Sherborne Literary Society - Constitution

1. The name of the Society is The Sherborne Literary Society.
2. The Society is a non-profit making organisation whose aim is to advance education and promote the literary arts for the public benefit in the Sherborne, Dorset area by providing events and activities for people who are interested in literature in its broadest sense, both fiction and non-fiction, including biography, poetry, plays, children's literature, etc.
3. The Society is registered as a charity with The Charity Commission under number 1168489 and shall comply with the rules and requirements of the Commission.
4. Membership of the Society is open to all. Membership is by application and subject to the payment of an annual fee that entitles the member to attend and vote at meetings of the Society. Membership will also entitle members to other benefits such as discounts on event ticket prices and receiving the Society's newsletters. No application for membership shall be unreasonably refused.
5. The Society is non-political and non-discriminatory.
6. The financial and membership year of the Society runs from 1st April to 31st March.
7. The business of the Society is vested in its members at General Meetings (GMs) and in the Society's Committee. An Annual General Meeting (AGM) will be held by 31st January each year for the purpose of electing a Committee, approving the annual Accounts of the previous financial year and carrying out any other business of the Society.
8. A Committee to carry out the business of the Society consisting of not more than 10 and no fewer than 6 persons will be elected by a simple majority of members voting at an AGM. The elected Committee members will serve until the next AGM when they will retire with the vacancies filled by election or re-election. All Committee members shall be trustees of the Society. No Committee member should serve in the same capacity for a continuous period of more than five years except that where circumstances dictate a longer period, that continuation of service must be expressly approved by the members at an AGM. All trustees shall be members of the Society.
9. In the event that the number of Committee members falls below six, the Committee shall make best endeavors to redress the situation as soon as possible.
10. The Committee shall have the power to appoint Committee members, who shall become trustee(s) on appointment. Such appointment(s) shall be ratified at the next AGM by the procedure for election of Committee members described in paragraph 8.
11. The Committee will elect a Chairman from its number and will appoint a Secretary, Treasurer, and designate responsibilities for key functions such as Membership Secretary, Marketing and Directing and Managing Events. Efforts should be made to change the Chairman after three consecutive years of service.

12. The Committee should meet at least once every three months. Committee meetings may be held remotely, for example by telephone or a communications link such as Zoom, with the written agreement of the Committee but remote meetings should only be held where there are strong reasons for being unable to hold a physical meeting. A quorum will consist of the Chairman and not less than three other Committee members. In the event of the Chairman being unable to attend a meeting and circumstances preventing a reasonable postponement so that the Chairman may attend, the Committee may appoint an acting Chairman to cover the absence. Decisions will be carried by a simple majority vote. In the event of a tied vote, the Chairman shall have the casting vote.

13. The Committee may invite any person(s) to attend Committee meetings to assist with the running of the Society. Such persons shall not have a vote on the Committee and shall not be trustees.

14. The Committee shall act and may make rules for the benefit of, and to assist the operation of, the Society providing that its actions do not conflict with the Constitution, Charity Commission rules and guidance or legal requirements and conform to general principles of good governance and trusteeship.

15. The Committee may appoint sub-committees and define their responsibilities. At least one member of any sub-committee must be a trustee and will be appointed chairman of that sub-committee and keep the Committee informed of its operations.

16. The Society will notify in writing all members of GMs, including the AGM, not less than three weeks before the meeting. The notice shall include the agenda and related documents. 'Any Other Business' should be notified in writing to the Chairman or the Secretary at least one week before the meeting although the Chairman may accept business raised by a member without notice at a GM at his sole discretion. Minutes of all GMs will be made available to all members.

17. A GM which is not an AGM shall be called an Extraordinary General Meeting (EGM). An EGM may be called by the Committee for any purpose requiring a vote of the membership but an EGM may also be demanded by the members by written request to the Chairman or Secretary of at least 25% of the members.

18. A quorum of a GM will be 5% of the total membership. Members who are not able to attend may give the Chairman or Secretary a proxy vote to cast on their behalf. Proxy votes shall be counted towards the quorum. Decisions will be carried by a simple majority vote of all present and any proxy votes held by the Chairman or Secretary. In the event of a tied vote, the Chairman shall have the casting vote. Election of the Committee and approval of the annual Accounts shall require a proposer and a seconder.

19. In the event that a quorum is not formed despite correct notice having been given the Chairman may delay the start of a GM for up to half an hour to attempt to form a quorum. If a quorum still does not exist the Chairman may decide on the election of the Committee and may deem annual accounts approved but another meeting must be called with due notice to decide all other matters. If a quorum is not present within 15 minutes of the start time of such a second meeting, the members present will constitute a forum.

20. The Treasurer will maintain bank accounts of all monies received by the Society. The Treasurer, the Chairman and such other signatories as agreed by the Committee shall have sole power to sign cheques and make payments via online banking systems. The Treasurer will prepare annual Accounts, which are to be inspected by an independent examiner. The inspected accounts will be submitted to the AGM of the Society for approval.

21. The Society shall keep records of all members and such details necessary to allow it to communicate with members in the running of the Society including names, addresses and, where applicable, e-mail addresses. In doing so, the Society shall conform with current applicable data protection legislation and keep personal data secure. The Society will not sell or give the personal data of any member to any third party without the express permission of the member concerned. It shall be a condition of membership of the Society that members agree in writing on application to join and by renewal to the use of their personal data in accordance with the Society's data use and protection policies.

22. Any changes to the Constitution must be formally proposed by the Committee at the AGM or an EGM called for that purpose. These proposed changes will be notified to the membership at least three weeks before the meeting in line with paragraph 16 and must be agreed by at least two-thirds of members voting to be adopted.

23. The Society can only be wound up at an AGM or at an EGM called for that purpose. There must be a two-thirds majority of the members voting for the Society to be wound up. In the event of dissolution, distribution of the Society's remaining assets, after the satisfaction or provision for all known debts and liabilities, will be decided by the Committee taking into account the aims of the Society and views expressed at the EGM.

24. Throughout this Constitution, "writing" includes e-mail, e-mailed newsletter and post. The placing of information on the Society's website, social media or in local published media shall not alone constitute good notice for any GM.