

# **Constitution of The Wimbledon Philosophical Society**

## **1. Name of the Society**

The name of the Society is The Wimbledon Philosophical Society.

## **2. Aims and Values of the Society**

The Society exists to promote informed and intellectual stimulation by means of periodical meetings, in a social context, and in a spirit of intellectual and philosophical curiosity, open-mindedness, kindness, consideration, and friendliness to others.

## **3. Membership of the Society**

- a) Membership of the Society shall be confined to individuals who:-
  - i. subscribe to its aims and values;
  - ii. have some connection with Wimbledon by residence, family connection, or education;
  - iii. are proposed and seconded by existing members to whom they are personally known and can vouch that their outlook and behaviour are in accordance with the values of the Society;
  - iv. agree to have their names and contact details registered in the Membership List and;
  - v. have paid the Society's subscription for the time being.
- b) Any member may resign from membership by notice in writing to the Secretary.
- c) If any membership subscription is not paid within six months of the date when it is due, the relevant member(s) may, on notice from the Secretary, be removed from the Membership List.

## **4. Conduct**

In all activities associated with the Society, members are required to conduct themselves in a reasonable manner and in particular must not engage in any behaviour which could reasonably be understood as bullying, harassing, intimidating, discriminatory, criminal, or offensive in any other way, in which case the Committee may decide not to renew membership.

## **5. Officers and Committee**

### **A) The Appointment of Officers and Committee**

- a) The affairs of the Society shall be managed by a committee consisting of a Chair, a Treasurer, a Secretary, and up to three other committee members, all of whom shall be members of the Society.
- b) The positions of the officers and committee members shall be honorary and unpaid, but reasonable vouched expenses shall be reimbursed;
- c) The first officers and committee members shall be elected at the initial general meeting of the Society, and thereafter they shall be subject to election or re-election at a general meeting or Annual General Meeting (AGM) of the Society and shall hold office from the conclusion of the general meeting at which they are elected until the conclusion of the next Annual General Meeting, unless they resign or are removed from office prior to that Annual General Meeting.
- d) The committee may, by majority resolution passed at a meeting, appoint a member of the Society as an officer or committee member to fill any casual vacancy. Any such appointee shall hold office until the conclusion of the next Annual General Meeting, unless they resign or are removed from office prior to that Annual General Meeting.
- e) The officers and committee members are eligible for re-election at an Annual General Meeting.
- f) An officer may resign from office by notice in writing to the other officers and committee members. An officer shall cease to hold office on ceasing to be a member.
- g) An officer or committee member may be removed from office by a majority resolution passed at a general meeting of the Society. That officer or committee member shall be entitled to make representations either in writing to the meeting or orally at the meeting in relation to the proposed resolution.

### **B) Meetings of the Committee**

- a) The Committee shall meet as and when required. A quorum for a meeting shall be three Committee Members, of whom at least two shall be officers. The date time and venue of committee meetings shall normally be agreed at the preceding committee meeting.
- b) The committee will endeavour to act by consensus, failing which it will act by a majority vote of those present at a meeting. In the case of an equality of votes, the Chair shall have a second (casting) vote.
- c) At least seven days' written notice of a meeting of the committee shall be given to committee members, but this may be contained in the previously circulated minutes of

the previous committee meeting if the time, date and venue of the next meeting were agreed at that meeting.

- d) The agenda for committee meetings shall be determined by the Chair and shall set out the nature of the business to be discussed at the meeting. Meetings may be held at shorter notice if all committee members so agree.

## **6. Meetings of Members**

- a) The Society shall hold an AGM in Wimbledon once in each calendar year and not more than 15 months shall elapse between one AGM and the next
- b) The business of the AGM shall include
  - i. Approval of the minutes of the previous AGM and of any other general meeting of the Society held since then, copies of which shall have been previously circulated to members;
  - ii. Receipt of an annual report from the committee;
  - iii. Receipt of the accounts of the Society for the latest financial year ending 31<sup>st</sup> July, copies of which shall have been previously circulated to members;
  - iv. The election of officers, each of whom shall be proposed and seconded by members and their election then put to the vote;
  - v. The election of committee members, each of who shall be proposed and seconded by members and their election then put to the vote; and
  - vi. Agreement of any proposal to increase membership subscriptions;
- c) Written notice of any AGM shall be sent to members not less than 21 days prior to the date of the meeting. The notice shall include the place, date and time of the meeting and the nature of the business to be transacted.
- d) A Special General Meeting of the Society (SGM) may be convened by the committee, and shall be convened upon request in writing to an officer by not less than 12 members. Any such request shall include a statement of reasons why the SGM is proposed to be convened and the nature of the business proposed to be transacted
- e) Written notice of an SGM shall be sent to all members not less than 14 days prior to the date of the meeting. The notice shall include the place, date and time of the meeting and the nature of the business to be transacted. When SGMs are arranged, they shall take place in Wimbledon;
- f) The quorum for any general meeting shall be 20 members. If a quorum is not present, the meeting shall be adjourned for between 7 and 14 days and notice will be given to members as soon as practicable of the time and place at which the adjourned meeting will be resumed. If less than 20 members are present at the adjourned meeting, the meeting shall close without any decisions being taken. The committee shall as soon as practicable thereafter send to members written information about the business which

was to have been transacted, and shall conduct a poll of members within 21 days on any items on which a decision is sought or required.

- g) Decisions at general meetings, except for those relating to amendments to the constitution, or to dissolution of the Society, shall be taken by a simple majority of members present and voting on a show of hands. In the case of an equality of votes, the Chair shall have a second (casting) vote.

## **7. Minutes of meetings**

- a) All matters agreed at any general meeting of the Society and any committee meeting shall be recorded by the Secretary in the minutes of the relevant meeting and such minutes shall be made available for perusal by any member and considered for approval at the succeeding general meeting or committee meeting as the case may be.
- b) In the case of any matter voted upon, any member may request that the Secretary shall record the numbers of votes for and against, and any abstentions, in the relevant minutes.

## **8. Amendments to the Constitution**

- a) Any decision to amend this constitution shall require a majority of two-thirds of members present and voting at a general meeting of members or, if a poll of members is taken, a majority of two-thirds of those voting in the poll.
- b) The terms of any proposed amendment to this constitution shall accompany the notice of the meeting or the information sent to members on a poll as the case may be.

## **9. Dissolution**

- a) Any decision to dissolve the Society shall require a majority of two-thirds of members present and voting at a general meeting of members or, if a poll of members is taken, a majority of two-thirds of those voting in the poll.
- b) Following a decision to dissolve the Society, the officers and committee members shall be responsible for the orderly winding up of the financial assets and liabilities of the Society.
- c) After discharge of all liabilities of the Society following dissolution, any net assets remaining shall be given to one or more local registered charities determined by a simple majority of members voting in a general meeting or on a poll.

## **10. Communication and Interpretation**

- a) Where any matter is required to be communicated in writing, this may be done in electronic form except in the case of any member without an email account
- b) Any communication whether in electronic form or in writing shall be deemed to be delivered on the day when it is transmitted or posted or delivered and any period of notice shall be deemed to be exclusive of the day of service of the notice.

- c) If any difference or dispute arises, in relation to the interpretation of this constitution, it shall be decided by the committee unless members require it to go before the membership as a whole at the next AGM or failing that, an SGM held for this purpose, which shall then be called, giving members at least 21 days' notice in writing.

AS/28 April 2015

MLC/10 April 2018 as amended