



# THE JOHN INNES SOCIETY

For conservation in and around the John Innes Estate at Merton

## CONSTITUTION AND RULES

Issue No. 1	22 February 1971
Issue No. 2	24 April 1990 02 July 1990 22 April 1991
Issue No. 3	24 April 2013
<b>Issue No. 4</b>	<b>27 April 2022</b>

### The Spirit of John Innes

*"Things were not done solely because they might prove remunerative but because there was pleasure in doing them. Hence the great variety in the size and style of the buildings, the pleasing irregularity in the lines of some of the roads, the great numbers and varied kinds of trees which everywhere abound."*

G. H. Godwin

**THE JOHN INNES SOCIETY**  
**For Conservation in and around the John Innes Estate at Merton**

**CONSTITUTION AND RULES**

1. NAME                    The name of the Society shall be The John Innes Society for conservation in and around the John Innes Estate at Merton.
2. OBJECTS                The Society is established for the public benefit for the following purposes in the area including the John Innes Estate at Merton which area shall hereinafter be referred to as "the area of benefit" as delineated on the map reproduced at the end of this Constitution.
- i.    To promote high standards of planning and architecture in or affecting the area of benefit.
  - ii.   To educate the public in the geography, history, natural history and architecture of the area of benefit.
  - iii.  To secure the preservation, protection, development, usage and improvement of features of historic or public interest in the area of benefit.
- In furtherance of the said purposes but not otherwise the Society through its Committee shall have the following powers:
- 1) To promote civic pride in the area of benefit.
  - 2) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
  - 3) To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society.
  - 4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
  - 5) To publish papers, reports and other literature.
  - 6) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit.
  - 7) To hold meetings, lectures and exhibitions.
  - 8) To educate public opinion and to give advice and information.
  - 9) 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.
  - 10) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.

- 11) 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 funds of the Society as shall be necessary.
- 12) Subject to such provided consents as may be required by law, to borrow or raise money for the purposes of the Society on such terms and on such security as the Committee shall think fit, but so that the liability of individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions.
- 13) To do all such other lawful things as are necessary for the attainment of the said purposes.

### 3. MEMBERSHIP

Membership shall be open to all who are interested in actively furthering the purposes of the Society. No member shall have the power to vote at any meeting of the Society if his or her subscription is in arrears at the time.

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.

Corporate members shall be such societies, associations, educational institutes and 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 of such representative in writing to the Honorary Secretary.

The subscription of a member joining the Society in the three months preceding 31st December in any year shall be regarded as covering membership for the Society's year commencing on 1st January following the date of joining the Society.

### 4. HONORARY MEMBERSHIP

The Committee may invite any persons to become Honorary Members of the Society when their membership may be deemed by the Committee a privilege for the Society. Honorary Members shall not be required to pay any subscription nor shall they acquire any liabilities of the Society. They shall not be entitled to vote at any meetings of the Society nor shall they qualify for election as Officers or members of the Committee except by way of co-option in accordance with Clause 8. Subject as aforesaid Honorary members shall have the full rights and privileges of other members and shall be deemed for all other purposes to be members of the Society.

### 5. SUBSCRIPTIONS

The subscription shall be such reasonable sums as the Committee shall determine from time to time to cover various categories of membership, including: -

- Life members;
- Full members per annum, or for three years;
- Two or more named full members in the same household, per annum;
- Junior and Senior Citizens per annum;
- Corporate members per annum.

The subscription shall be payable on, or before, 1st January each year (or each third year, as appropriate). Membership shall lapse if the subscription is unpaid three months after it is due.

## 6. MEETINGS

An Annual General Meeting shall be held in or about April of each year to receive the Committee's report and audited accounts and to elect Officers and Members of the Committee. The Committee shall decide when ordinary Meetings of the Society shall be held.

Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid up.

A quorum for any **General** Meeting of the Society (other than a Committee Meeting) shall consist of at least **fifteen** members.

***Meetings may take place in person or wholly or partly by suitable electronic means (including if applicable telephone or video-conferencing facilities). Notice of a Meeting will set out the details of any physical place (if there is one) and suitable telephone / electronic details to allow members to participate; a person participating remotely is present at the Meeting and forms part of the quorum thereof.***

The Committee shall give at least 7 days' notice to members of all **General** Meetings of the Society.

## 7. OFFICERS

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of further Committee members.

Candidates for election as Officers or Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

The Officers of the Society shall consist of:

Chair or Co-Chairs  
Vice Chair  
Honorary Secretary  
Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. A President and Vice-Presidents may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

The Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

## 8. COMMITTEE

The Committee shall be responsible for the management and administration of the Society.

The Committee shall consist of the Officers **plus no fewer than four** and not more than twelve other members. The Committee shall have the power to co-opt further members (who shall attend in an advisory and non-voting capacity). The President and Vice Presidents may attend any meeting of the Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chair, or presiding Co-Chair, shall have a second or casting vote.

Nominations for election to the Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. They

must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined.

Members of the Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Committee.

The Committee shall have the power to fill up to three casual vacancies occurring among the members of the Committee between General Meetings.

9. SUB-COMMITTEES

The Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary of each sub-committee shall be appointed by the Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Committee as soon as possible. Members of the Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of another sub-committee.

10. DECLARATION OF INTEREST

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 Sub-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.

11. EXPENSES OF ADMINISTRATION & APPLICATION OF FUNDS

The Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After 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. INVESTMENT

All monies 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 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. TRUSTEES

i) Responsibility for managing the Society shall be vested in charity trustees, assisted by the Committee. Officers of the Society shall be ex officio charity trustees, with such other members of the Committee as may be appointed by the Committee.

ii) Any freehold and leasehold property acquired by the Society and, if the Committee so directs, any other property belonging to the Society shall be vested in holding trustees who shall deal with such property as the Committee may from time to time direct. Any holding trustees shall be at least three in number or a trust corporation. The power of appointment of new holding trustees shall be vested in the Committee. A holding trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 5 hereof shall thereafter be qualified to act as a holding trustee unless and until re-appointed as such by the Committee. The Honorary Secretary shall from time to time notify

the holding trustees in writing of any amendment hereto and such trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the holding trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administration expense.

14. AMENDMENTS This Constitution may be amended by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Society, provided that 28 days' notice of the proposed amendment has been given to all members, and providing 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.

15. NOTICES Any Notice required to be given by this Constitution ***may be sent to members by hand, by post, or by such electronic means (such as by email or via a website) as the Committee decides. In the case of electronic communications, the recipient must have given their prior consent (either generally or specifically) to receiving communications electronically. Electronic communications should only be used to the extent that the Committee is satisfied that this will not prejudice any members who do not wish to use this form of communication.***

16. WINDING UP The Society may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Society and confirmed by a simple majority of members present and voting at a further Special 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 Annual General Meeting or a Special Meeting this motion shall be referred to specifically when notice of the meeting is given.

In the event of dissolution of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects similar or reasonably 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 an appropriate local archive as decided by the Committee.

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Issue No. 1: As at the inauguration on 22.2.1971

Issue No. 2: As amended on 24.2.1990 (re Rule 2 Objects) and 2.7.1990 (as regards the remainder). Also Rule 8 amended 22.4.1991.

Issue No. 3: As amended on 24 April 2013 (as emboldened and italicized in the text of Issue No. 3 of the Constitution and Rules). Also new plan of Area of Benefit.

**Issue No. 4: As amended on 27 April 2022 (as emboldened and italicized in the text of Issue No. 4 of the Constitution and Rules).**

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Certified a true copy passed at the Annual General Meeting on 27 April 2022

Signed ..... Co-Chair

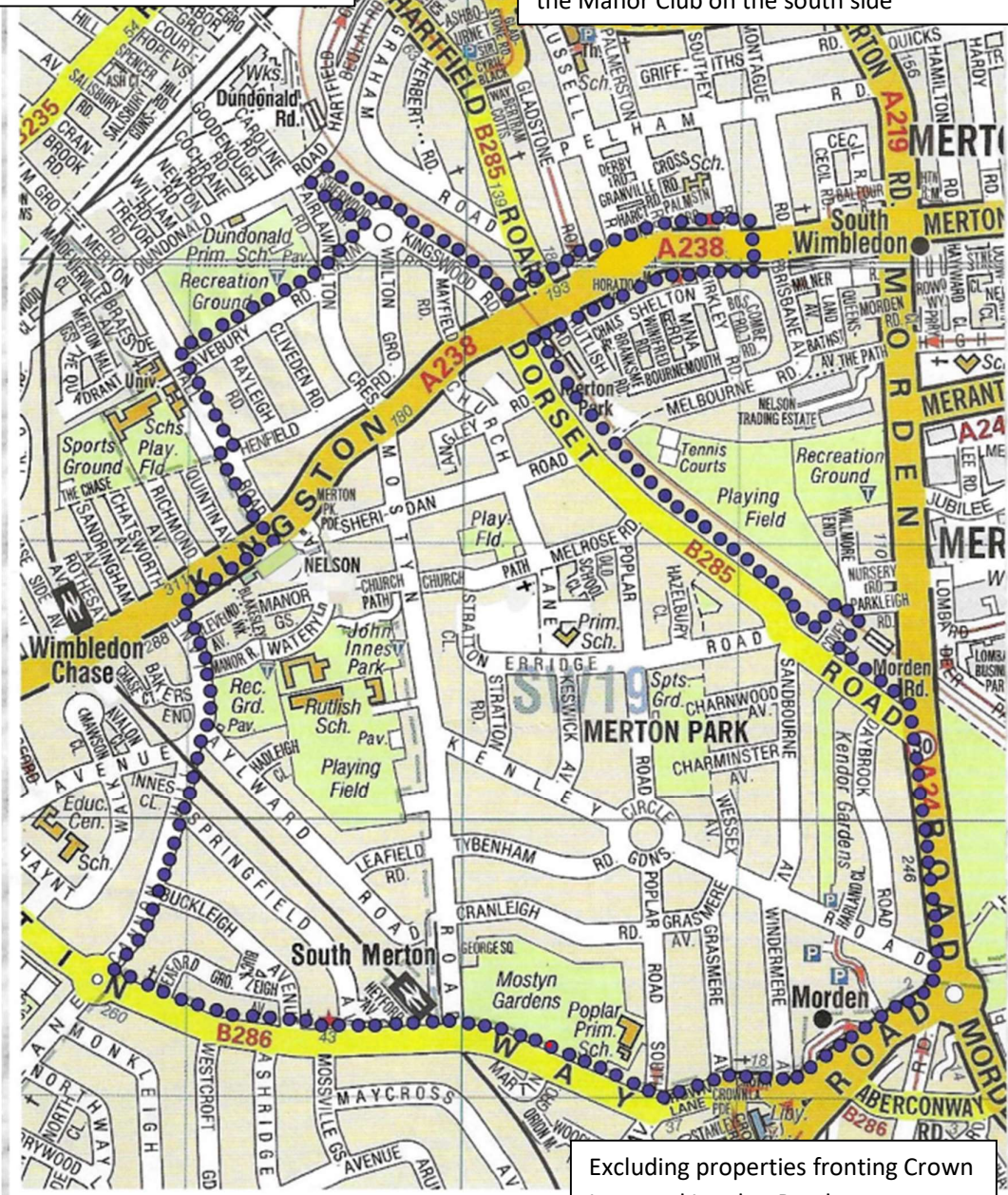
Signed ..... Co-Chair

Signed ..... Hon. Secretary

**THE JOHN INNES SOCIETY - AREA OF BENEFIT**

Including properties in Sherwood Road and No. 29 Fairlawn Road.

Includes Kingston Road frontage only, from the Level Crossing eastwards up to and including the Manor Club on the south side



Excluding properties fronting Crown Lane and London Road.

●●●●● Area of Benefit Boundary

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