

# Edenbridge and District Astronomers

## Constitution

11<sup>th</sup> August 2010

**V1 Approved**

**V2 - Amended (paragraph 5.12) in accordance with Resolution  
passed at AGM 11<sup>th</sup> February 2011**

**V3 - Amended (paragraphs 4.14, 7.2) in accordance with Resolution  
passed at AGM February 2012**

**V4 - Amended (paragraph 6.15) in accordance with Resolution passed  
at AGM 25<sup>th</sup> February 2014**

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**1. NAME**

The name of the organisation will be 'Edenbridge and District Astronomers', hereinafter called the 'Group'.

**2. OBJECTS**

The objects of the Group are to encourage and facilitate the interest of its members in astronomy (including astronomical observation), and to educate its members in matters relating to astronomy.

**3. STATUS**

3.1. The Group shall be non-profit making.

3.2. The Group may become affiliated to or a member of such organisations as the members consider appropriate provided such affiliation or membership is in all respects consistent with the objects of the Group.

**4. MANAGEMENT AND OFFICE-HOLDERS**

**GENERAL**

4.1. The management of the Group shall be vested in the Committee, which shall consist of at least:

4.1.1. a Chairperson, who shall be responsible for chairing the meetings

4.1.2. a Secretary, who shall keep minutes of the meetings and a record of members, and who shall be responsible for all correspondence, and

4.1.3. a Treasurer, who shall be responsible for keeping accurate accounts and making and receiving any payments on behalf of the Group.

4.2. The said Office-Holders shall be elected by majority vote of the members present at the Annual General Meeting of the Group.

4.3. The Chairperson of the Committee, or in the event that there is no Chairperson at the relevant time, the Secretary and Treasurer acting unanimously, may:

4.3.1. invite any member of the Group to serve (subject to that member's consent) on the Committee as a Temporary Office-Holder in the event that a vacancy arises among the Office-Holders before the expiration of their ordinary term of Office;

- 4.3.2. invite any member of the Group (up to a maximum of five) to serve (subject to that member's consent) on the Committee as an Additional Committee Member, either on an *ad hoc* basis or for a specific period of time and/or for a specific purpose and/or with specific responsibilities;
- 4.4. No person shall become a member of the Committee who is not a member of the Group, nor remain a member of the Committee after he/she ceases to be a member of the Group.
- 4.5. Subject to 4.7 below:
- 4.5.1. no Office-Holder shall remain in office for more than one year, and
- 4.5.2. no Temporary Office-Holder or Additional Committee Member shall remain a member of the Committee for more than one year or after the date of the next Annual General Meeting following his/her appointment (if earlier),
- unless re-elected by majority vote of the members present at the Annual General Meeting of the Group.

Field Code Changed

## ELECTIONS

- 4.6. In relation to the Election of the Committee:
- 4.6.1. The election shall be conducted at the Annual General Meeting by two Committee Members as agreed by the majority of the Committee;
- 4.6.2. Any Member of the Group, save a retiring Committee Member, shall require to be proposed, and seconded, for election to the Committee by two other Members of the Group;
- 4.6.3. Any person standing unopposed for any of the offices mentioned at 4.1 above shall be elected to that post;
- 4.6.4. Should there be more candidates in total than eight for election to the Committee, they shall be elected by ballot or show of hands (as determined by the meeting).
- 4.7. In the event that a quorum is not present at an Annual General Meeting, the existing Office-Holders, Temporary Office-Holders and Additional Committee Members shall continue in their respective offices and positions until the next General Meeting at which a quorum is achieved.

Field Code Changed

- 4.8. Any member of the Committee may be removed before the expiry of his/her ordinary term of office by a vote of not less than two thirds of the members present at an Extraordinary General Meeting.

#### **AUTHORITY AND RESPONSIBILITY OF THE COMMITTEE**

- 4.9. The Committee shall be responsible for the organisation of the activities of the Group. It shall have the power and the authority of the Group, for the furtherance of the objects of the Group and for the proper and efficient running of the Group for that purpose:
  - 4.9.1. to raise and spend money;
  - 4.9.2. to insure against any liability which might fall upon the Group; and
  - 4.9.3. to do on behalf of the Group anything of whatsoever nature that the Group could lawfully do except those things which are by virtue of this Constitution required to be done by the members of the Group in General Meeting.

#### **COMMITTEE MEETINGS**

- 4.10. The Secretary or some other person appointed for this purpose shall keep minutes of all meetings of the Committee which shall be available for inspection by any member of the Group upon reasonable request.
- 4.11. Three members, including at least one officer, shall constitute a quorum at all meetings of the Committee.
- 4.12. A Committee meeting shall be chaired by the Chairperson if present, or in his/her absence by the Secretary, or in the absence of both by the Treasurer.
- 4.13. The decisions of the Committee shall be decided by a majority of those present at the Committee meeting. In the case of deadlock, the chairperson of the meeting shall have a casting vote.
- 4.14. The first meeting of the committee shall be held as soon as possible after its formation. Following the initial meeting the committee shall meet at least once every 6 months.

### **5. MEMBERSHIP**

#### **GENERAL**

- 5.1. Membership shall be open to any person who supports the Objects of the Group, subject to the approval of the Committee.

- 5.2. A person shall be deemed to be a member of the Group upon:
  - 5.2.1. completion of the prescribed Membership Application Form;
  - 5.2.2. payment of the current subscription;
  - 5.2.3. approval by the Committee of that person's application; and
  - 5.2.4. signature by that person of a copy of this Constitution to be held by the Committee.
- 5.3. A copy of the Constitution shall be provided to all members. Application for membership shall imply acceptance of the terms and conditions detailed in the Constitution.
- 5.4. All members shall be entitled to attend any General Meeting of the Group and those aged 18 or above may vote thereat and stand for election to the Committee.

#### **TERMINATION OF MEMBERSHIP**

- 5.5. The membership of any member of the Group shall cease (and he/she shall be notified forthwith of such cessation) should it be decided by a vote of not less than two thirds of the members of the Committee that that person's conduct is or has been directly detrimental to the Objects of the Group. No refund of subscription paid shall be due.
- 5.6. Such a person shall be given reasonable notice in writing of any meeting convened by the Committee to consider his/her continued membership and may in writing or in person submit an explanation of the conduct in question to the Committee before a vote is taken
- 5.7. Failure to communicate with the Committee, on receipt of such notice, in writing or in person shall be accepted as that person's intent to resign from membership of the Group and their name shall be removed from the record of members.
- 5.8. A member may resign his/her membership by written notice to the Group or to any member of the Committee. No refund of subscription paid shall be due.

#### **MEMBERSHIP REGISTER**

- 5.9. The Committee shall maintain an up to date register of the names and addresses of and as supplied by all members of the Group and that record shall be conclusive for the purpose of any notice required by virtue of this Constitution. The group's membership records shall remain confidential to the Committee.

## **SUBSCRIPTIONS**

- 5.10. Members shall pay an annual subscription to the Group, the level of which shall be reviewed and determined annually by the Committee and notified to existing members by email not later than 1<sup>st</sup> September in each year.
- 5.11. All annual subscriptions shall become due on 1<sup>st</sup> November and must be paid by the end of December that year. A person shall cease to be a member of the Group if their subscription falls two months in arrears.
- 5.12. Any person who shall become a member of the Group after 30<sup>th</sup> April (but before 1<sup>st</sup> November) in any year shall receive a reduction in their first subscription equivalent to 50% of the annual subscription applicable on the date upon which they shall become a member.

## **6. MEETINGS**

### **GENERAL**

- 6.1. Meetings may take the form of General Meetings, 'viewing' meetings, talks or other presentations given by field specialists or visits to sites or events of interest to the members.
- 6.2. Meetings shall initially be held every 2 months. At each meeting the date and time of the next meeting shall be determined by the Chairman having heard the views of the members present. Notice of meetings shall be sent to all members by e-mail.
- 6.3. All meetings shall provide members with the opportunity to meet with each other, to exchange information to their mutual benefit, and to share experiences, successes and good practise in the field of astronomy and astronomical observation.
- 6.4. At all meeting the rights and views of every member shall be respected and the meetings shall be conducted in a way that allows all members to participate positively without fear of intimidation or prejudice.

### **ANNUAL GENERAL MEETING**

- 6.5. The Annual General Meeting shall provide members with the opportunity to partake in the running of the Group by allowing the discussion of and voting upon decisions regarding policy, rulings, alterations to this Constitution and expenditure.
- 6.6. The Chairperson of the Committee shall have the power, on not less than 21 days' notice, to set the date of the Annual General Meeting, which shall be during the month of February each year.

- 6.7. A Committee member, as agreed by the other Committee members present, shall preside at the Annual General Meeting of the Group.
- 6.8. No business shall be transacted unless a quorum is present of not less than ten members, or one tenth of the membership, whichever is the greater, of whom one shall be an Office-Holder.
- 6.9. Every member attending the Annual General Meeting shall be entitled to one vote on each/any motion proposed, and in the election of any Office-Holder or Additional Committee Member.

#### **EXTRAORDINARY GENERAL MEETING**

- 6.10. An Extraordinary General Meeting of the Group shall be held:
  - 6.10.1. at the request of a majority of the committee or
  - 6.10.2. within eight weeks following receipt in writing by the Secretary of a request, signed by at least ten per cent of the Members. Every such request shall specify the business for which the meeting is to be convened.
- 6.11. The Chairperson of the Committee shall give not less than 21 days' notice of the date of any such Extraordinary General Meeting.

#### **RESPONSIBILITY and RISKS**

- 6.12. Attendance by any Member at any meeting is at that Member's own risk. The Group cannot be held responsible for any accident or loss incurred whilst attending any meeting/activity arranged by the Group.
- 6.13. Every Member shall, at every meeting of whatever nature, take all precautions necessary in order to guard against injury to himself and others and against the damage of his/her own property or that of any other person.
- 6.14. Extra care and attention must be taken by Members during viewing meetings, as these will be conducted outside, at night, often during the winter months, and on occasions at sites where the ground may be uneven or there may be other hazards present. Appropriate clothing and footwear must be worn on all occasions, and any member of the Committee shall have the right:
  - 6.14.1. to disallow the attendance of a member at a viewing meeting if in his/her opinion that member is not suitably attired and otherwise prepared.
  - 6.14.2. to require a member to leave a viewing meeting if in his/her opinion that member is not taking all necessary precautions as aforesaid.



## **PROTECTION of CHILDREN and VULNERABLE ADULTS**

- 6.15. Any Child (under 18 years of age) or Vulnerable Adult must be accompanied by a Parent or Legal Guardian when participating in any Club activities & public events

## **7. FUNDS**

- 7.1. The Group's bankers shall be in the first instance NatWest Bank.
- 7.2. There shall be two signatories for Group's bank account, one of whom shall be the Treasurer and the other an Office-Holder. One signature shall be required for the withdrawal of funds. The account statements shall be available for examination at each of the Committee meetings.
- 7.3. The Financial Year of the Group shall extend from 1<sup>st</sup> November in each year to the following 31<sup>st</sup> October.
- 7.4. At the end of the Group's financial year the accounts shall be examined by a person experienced in accountancy work who is not a member of the Committee.

## **EXPENDITURE**

- 7.5. The funds of the Group shall be applied solely to the Objects of the Group. No Member or Office Bearer shall receive payment directly or indirectly for services to the Group other than for proper costs incurred on the authority of the Committee in purchasing items or defraying other costs for the Group.
- 7.6. Any profit made by the Group shall be re-invested in the Group and shall not be distributed to Members

## **MINUTES AND RECORDS**

- 7.7. Minutes of group meetings shall be taken as necessary, kept and e-mailed to all members following each meeting if appropriate. Records of all financial transactions shall be kept in an appropriate cash book.

## **8. AMENDMENTS TO THE CONSTITUTION**

No amendment to the Constitution shall be permitted unless approved by a simple majority of those present at the Annual General Meeting at which it is proposed.

## **9. DISSOLUTION**

The Group may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Annual General Meeting or at an Extraordinary General Meeting convened for the purpose. Such a resolution shall provide for the distribution of any funds remaining to local

charities chosen by the meeting, and any property to another local astronomy group.

## CONSTITUTION ADOPTION

This constitution was adopted on the ---day of-----2010 by the members whose signatures appear below.

Name	Signature

