

Wilton Windmill Society Constitution

1. TITLE

- 1.1.** The Society shall be called Wilton Windmill Society, hereafter to be referred to as "the Society".

2. OBJECTIVES

- 2.1.** The Society exists to look after Wilton Windmill on behalf of Wiltshire Council so that the Public can access it and the Society can mill.

3. RESPONSIBILITIES

- 3.1.** Wilton Windmill is owned by Wiltshire Council. The Society exists to manage the Windmill on behalf of Wiltshire Council according to the provisions set out in the Wilton Windmill Management Scheme, dated 1997.
- 3.2.** All landlord related matters, being health and safety, maintenance and repairs and property insurance are referred to Wiltshire Council.
- 3.3.** The Society must inform Wiltshire Council of all matters relating to management of and activities at the Windmill.
- 3.4.** Details of the responsibilities are described in the Management Agreement between the Society and Wiltshire Council, held by the Secretary of the Society.
- 3.5.** This Constitution does not alter or affect the responsibilities detailed in the Management Agreement, which remains in force in its entirety.

4. ORGANISATION STATUS

- 4.1.** The Society is classed as a not for profit organisation, being an unincorporated association. It is not a registered charity as the annual turnover excludes it from this status.

5. MEMBERSHIP

- 5.1.** Membership of the Society shall be open to any person who either:
 - 5.1.1.** completes a membership application form and pays the relevant subscription as determined by the Annual General Meeting of the Society Members;

or

- 5.1.2.** provides volunteer time, goods or services to the Society.
- 5.2.** There shall be 2 classes of membership available. These are:
 - 5.2.1.** Member (for those described in section 5.1.1);
 - 5.2.2.** Friend (for those described in section 5.1.2).
- 5.3.** For those who volunteer and also pay for membership, their classification will be Member.
- 5.4.** For the purpose of this document, Members and Friends are referred to as Members.

6. OFFICERS

- 6.1.** The Officers of the Society shall be as follows:
 - President - Executive Officer
 - Chairman – Executive Officer
 - Secretary - Executive Officer
 - Treasurer – Executive Officer

7. ELECTION OF OFFICERS

- 7.1.** All Officers shall be elected at the Annual General Meeting of the Society, from, and by, the Members of the Society.
- 7.2.** All Officers are elected for a period of one year and are expected to hold that position for a maximum period of 3 consecutive years, but may be re-elected to the same office or another office the following year.

8. GENERAL COMMITTEE

- 8.1.** The affairs of the Society shall be controlled by a General Committee comprising the Executive Officers of the Society and up to six other Members elected from, and by, the Members of the Society. The General Committee shall meet at agreed intervals and not less than two times per year, plus the AGM.
- 8.2.** A quorum for the General Committee shall be 3 members.
- 8.3.** The duties of the General Committee shall be:
 - 8.3.1.** To control the affairs of the Society on behalf of the Members;
 - 8.3.2.** To keep accurate accounts of the finances of the Society through the Treasurer. These should be available for reasonable inspection by Members at any time.

- 8.3.3.** The accounts must be submitted annually to Wiltshire Council.
- 8.3.4.** The Society shall maintain a bank current account and the following Officers shall be authorised to sign Society cheques: - any two people from the President, Chairman, Treasurer and Secretary.
- 8.3.5.** To co-opt additional members of the Committee as the Committee feels this is necessary. Co-opted members shall be entitled to a vote on the Committee.
- 8.3.6.** To make decisions on the basis of a simple majority vote. In the case of equal votes, a decision will be deferred to the next General Committee meeting. In the event that there continues to be equal votes at the meeting to which the matter has been deferred, the Chairman shall then have the casting vote.

9. ANNUAL GENERAL MEETING

- 9.1.** The Annual General Meeting of the Society shall be held in November or December each year. Twenty one clear days written notice shall be given to Members of the Annual General Meeting by circulating a copy of the notice to every member at their home address or to their email address if they have elected this method of communication. Members must advise the Chairman in writing of any business to be moved at the Annual General Meeting at least fourteen days before a meeting. The Chairman will then consider adding the business to the agenda. The Member may raise the business in the Any Other Business section of the Annual General Meeting if it is not added to the agenda. The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than seven days before the meeting.
- 9.2.** The business of the Annual General Meeting shall be to:
 - 9.2.1.** Confirm the minutes of the previous Annual General Meeting.
 - 9.2.2.** Receive the accounts for the year from the Treasurer.
 - 9.2.3.** Receive the annual Chairman's report.
 - 9.2.4.** Elect the Officers of the Society (i.e. President; Chairman; Secretary; Treasurer and the other General Committee Members).
 - 9.2.5.** Review Society subscription rates and agree them for the forthcoming year.
 - 9.2.6.** Transact such other business received in writing by the Chairman from Members fourteen days prior to the meeting and included on the agenda.
- 9.3.** Special General Meetings may be convened by the General Committee or on receipt by the Secretary of a request in writing from not less than five Members of the Society. At least 21 days notice of the meeting shall be given.

- 9.4. At all General Meetings, the chair for the meeting will be taken by the Chairman or, in his/her absence, by a deputy from the Committee appointed by the Chairman. If a deputy chairman is not appointed, the chair will be decided at the meeting by Members attending the meeting.
- 9.5. Each Member of the Society attending the AGM shall be entitled to one vote at General Meetings through a show of hands.

10. ALTERATIONS TO THE CONSTITUTION

- 10.1. Any proposed alterations to the Society Constitution may only be considered at an Annual or Special General Meeting, convened with the required written notice of the proposal. Any alteration or amendment must be proposed by a Member of the Society and seconded by another Member. Such alterations shall be passed if supported by not less than two-thirds of those Members present at the meeting, assuming that a quorum has been achieved.

11. DISSOLUTION

- 11.1. If at any General Meeting of the Society, a resolution be passed calling for the dissolution of the Society, the Secretary shall immediately convene a Special General Meeting of the Society to be held not less than one month thereafter to discuss and vote on the resolution.
- 11.2. If at that Special General Meeting, the resolution is carried by at least two-thirds of the Members present at the meeting, the General Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Society and discharge all debts and liabilities of the Society.
- 11.3. After discharging all debts and liabilities of the Society, the remaining assets shall not be paid or distributed amongst the Members of the Society, but shall be given or transferred to some other voluntary organisation having objectives similar to those of the Society.

Signed:.....

Chairman

Date:.....

Signed:.....

Officer of the Society

Date:.....