

Eastbourne Bonfire Society Limited Constitution

1 NAME

- 1.1 The Society shall be called "THE EASTBOURNE BONFIRE SOCIETY LTD.", (hereinafter to be referred to as "the Society").
- 1.2 The Society shall be affiliated to The Sussex Bonfire Council.
- 1.3 The Eastbourne Bonfire Society Limited is a Company limited by guarantee having no share capital (hereinafter referred to as "the Company").

2 OBJECTIVES

- 2.1 The Society will organise, promote and arrange the safe celebration of bonfire and firework displays and other associated or similar events, parades and entertainments of all kinds for the benefit of its Members and the people of Sussex and beyond.

3 MEMBERSHIP

- 3.1 Membership shall be available in the following categories:
 - 3.1.1 Personal Adult Membership.
 - 3.1.2 Concessionary Membership for 16 – 18 year old Youth Members.
 - 3.1.3 Concessionary Membership for under 16's.
- 3.2 Members shall be liable for a subscription each year. The Membership fees for each category shall be determined from time to time by the Committee of the Society and ratified by the Membership at a general meeting.
- 3.3 Honorary President(s) and Vice Presidents shall receive such privileges as shall be determined by the Committee from time to time.
- 3.4 Equal Opportunities Policy
 - 3.4.1 The Society shall operate an equal opportunities policy. All shall be made welcome irrespective of gender, age, race, nationality, religion, disability, marital status or sexual orientation.
 - 3.4.2 The only grounds for refusal of Membership will be the previous expulsion of the prospective Member from this or any other Bonfire Society due to infringement of the Rules in force at the time.

4 DISCIPLINE

- 4.1 The Society shall operate a strict disciplinary structure for the conduct of Members, which shall be incorporated in the Rules of the Society, published in a separate document.
- 4.2 Members who contravene the Rules shall be subject to a disciplinary procedure detailed in the Rules, which will include a specially called meeting of appropriate Officers and Directors of the Society to discuss the matter and decide the action to be taken against the Member in contravention.
- 4.3 The Rules of the Society will include the right of appeal to the Society and in the event of a failure to agree, to a suitably convened meeting of the Sussex Bonfire Council.

5 ADMINISTRATION

- 5.1 A Committee of Officers and Committee Members will administer the Society.
- 5.2 The Committee will be elected annually at an Annual General Meeting, by a simple show of hands among the paid-up Members present, unless a motion is proposed and carried by a simple majority to vote by secret ballot.
- 5.3 The Committee will arrange its own meetings and details will be circulated to all Committee Members.
- 5.4 If a Committee Member should fail to attend three consecutive Committee meetings without communicating acceptable reasons for absence to the Committee then that Committee Member will be deemed to have resigned from the Committee.

6 OFFICERS and DIRECTORS

- 6.1 The Officers of the Society shall comprise a Chairperson, Vice Chairperson, a Secretary, a Membership Secretary and a Treasurer.
- 6.2 No Officer may serve in a post for more than five consecutive years.
- 6.3 The Officers of the Society may be included among the registered Directors of the Company.
- 6.4 A Committee Member leaving office after 5 years may continue to be a Director of the Company, as is his or her wish and under the agreement of the Committee.
- 6.5 Directors of the Company must be Members of the Society.

7 CAPTAINS

- 7.1 Captains with specific duties, as required for the activities of the Society will be elected annually at the Annual General Meeting.

8 NON-EXECUTIVE OFFICERS

- 8.1 The Committee of the Society may recommend to the Annual General Meeting from time to time the appointment of a Society President and/or Vice President(s). Such Presidential nominees will not have an executive role in the conduct of the Society.
- 8.2 The gift of Presidency shall be subject to confirmation by the Members at the Annual General Meeting each year.

9 CASUAL VACANCIES

- 9.1 In the event of a Committee Member vacating a post during the year following an Annual General meeting, then the Committee will have the power to replace the Committee Member with an ordinary Society Member by normal resolution recorded in Committee minutes.

10 CO-OPTION

- 10.1 In the event of the Committee identifying the need to appoint an additional Committee Member for a specific purpose then the Committee may co-opt an additional Committee Member who may serve until the next Annual General Meeting.
- 10.2 Co-option will be the subject of a normal resolution recorded in Committee minutes.
- 10.3 Co-opted Committee Members will not have a Committee vote.

11 GENERAL POWERS

- 11.1 The Committee of the Society will control the affairs of the Society on behalf of the Members. They will make decisions on the basis of a simple majority vote. In the case of equal voting then the Chairperson will be entitled to an additional casting vote.
- 11.2 At no time whether by ballot, casual vacancy replacement, or co-option may any group of Committee members related in any way either by birth, marriage or civil partnership, or friendship be greater than the unrelated members of the Committee. This stipulation includes the Officers of the Society. If the related group includes the Chairman then the remainder of the Committee must be at least one greater in number. If such a related Group is elected then sufficient additional Committee Members must be elected to ensure that this provision is met.

12 MEETINGS

12.1 GENERAL MEETINGS

- 12.1.1 The Annual General Meeting of the Society shall be held at a convenient in November each year. Notice of the Annual General Meeting shall be served to Members in writing 21 days before the date of the meeting unless otherwise agreed by a General Meeting. Members must advise the Secretary of any business to be moved at the meeting at least 14 days before the meeting. The agenda for the meeting shall be prepared at least 7 days before the meeting and be made available to Members.
- 12.1.2 The Annual General Meeting shall consider the following business only:
- 12.1.2.1 Confirmation of the Minutes of the previous Annual General Meeting
 - 12.1.2.2 Receive the Accounts, audited if so required.
 - 12.1.2.3 Receive the Annual Report of the Secretary.
 - 12.1.2.4 Receive the Annual Report of the Chairman.
 - 12.1.2.5 Elect an Auditor for the Company Accounts when required.
 - 12.1.2.6 Elect the Officers of the Society.
 - 12.1.2.7 Elect Committee Members as required
 - 12.1.2.8 Elect Captains as required.
 - 12.1.2.9 Ratify the Society Subscription rates.
 - 12.1.2.10 Agree any changes to the Constitution and Rules of the Society.
 - 12.1.2.11 Transact such business as properly notified by Members to the Secretary.
- 12.1.3 The chair at all General Meetings will be taken by the Chairperson in post at the start of the meeting or by his or her deputy as appointed by the Society or by a Member voted for by those present who are eligible to vote.
- 12.1.4 Nominations for Officers, Captains or Committee Members must be proposed and seconded by Members with valid voting rights and may be sent in advance to the Secretary or presented from the floor of the meeting. All such nominations must be accompanied by a confirmation from the Candidate of their willingness to stand.
- 12.1.5 The Annual General Meeting shall not accept an Agenda item for 'Any other Business' but following formal closure of the Annual General Meeting then a normal open meeting can consider such items.

12.2 EXTRAORDINARY GENERAL MEETINGS

- 12.2.1 An extraordinary General Meeting may be called by the Committee; or by the consent of one fifth of the Membership of the Society, or 20 Members, whichever is the least.
- 12.2.2 The Secretary shall prepare a notice of such an Extraordinary General Meeting specifying the business to be considered at the meeting. No other business may be dealt with at the meeting. The notice will be issued to all Members of the Society not less than 21 days before the meeting.

12.3 DISCIPLINARY MEETINGS

- 12.3.1 Disciplinary meetings will be convened in accordance with the Constitution provisions under the heading DISCIPLINE, and with the Rules of the Society.
- 12.4 The quorum for any meeting including Committee meetings shall be two Members, or if the Society has only one Member then that Member may make decisions alone.
- 12.5 If, for any meeting, a quorum is not present within one hour of the start time called, then the meeting shall be adjourned to one week later, or such time as notified by the Committee to the persons due to meet.
- 12.6 If a quorum is not present at a recalled meeting then it shall take place as if a quorum were present.

13 VOTING

- 13.1 Decisions made at any General meeting will be by a simple show of hands by Members with voting rights unless a motion for a secret ballot is properly proposed, seconded and carried.
- 13.2 In the event of a tied decision the Chairperson may exercise an additional casting vote or decide upon a secret ballot without the need for a resolution.
- 13.3 If the secret ballot is tied then the Chairperson shall exercise an additional casting vote.
- 13.4 Only Members 16 years old and over may vote.

14 ELECTION

- 14.1 All Officers of the Society shall relinquish their posts at the Annual General Meeting each year.
- 14.2 Previous Officers may stand for re-election to a post provided that they have not held that post for 5 consecutive years.
- 14.3 Previous Officers of 5 years standing may stand for a different post.
- 14.4 Election of all Officers is from, and by, the full Membership of the Society.

15 FINANCE

- 15.1 The Committee will, through the Society Treasurer, maintain accurate accounts of its financial affairs. These records will be available for reasonable inspection by any Member and should be independently audited if so required, and be presented to every Annual General Meeting.
- 15.2 The Society will maintain a current Bank Account and cheques will be signed by a minimum of two Officers of the Society.
- 15.3 The Society may from time to time place money in an interest earning account with a Bank or Building Society. Transfer of funds between accounts will be under the control of the Treasurer, but two Officers of the Society, as for the Bank Account, must sign any withdrawals.

16 SUBSCRIPTIONS

- 16.1 The subscriptions for the various types and levels of Membership shall be determined from time to time by the Committee of the Society and be ratified by the full Membership at the next Annual General Meeting.
- 16.2 A Badge Night should be held some time before the Society's annual event to issue up dated membership badges to members intending to walk in our procession. Provision will be made on the day of the event to issue badges to any members who were unable to attend the badge night.

16.3 A Badge Night shall also be held sometime after the Society's annual event with the purpose of recruiting new members and informing them of the way the society operates.

17 RULES

17.1 The Society and its Members will conduct themselves at all times in accordance with the Rules of the Society published as a separate document.

17.2 Members are bound to abide by the provisions of the Rules.

17.3 No Rule will contradict the provisions of this Constitution, nor diminish or contradict any provision of the Memorandum and Articles of Association of the Company.

18 DISSOLUTION

18.1 The Society may only be dissolved by resolution of an Extraordinary General Meeting called for the purposes of deciding upon dissolution. The proposal must be supported by a minimum of ten Members or such fewer numbers as may constitute the entire Membership at the time.

18.2 In the event of dissolution then all Society creditors will be paid, all debts shall become due and any assets of the Society realised. Any unsaleable assets and the total realisation of the Society funds will be disbursed to another Bonfire Society with similar objectives, as agreed upon by the dissolution meeting, or to an agreed charity.

19 AMENDMENTS

19.1 Amendments to this Constitution or to the Societies Rules can be made by proposed and seconded motions at the Annual General Meeting or at an Extraordinary General Meeting called for that purpose.

19.2 Amendments must not contradict or otherwise diminish the provisions of the Memorandum and Articles of Association of the Company.

Ratified by Annual General Meetings on 14th March 2005 and 8th March 2010, and by Extraordinary General Meetings on 7th November 2011 and 11th February 2013. Amended and ratified by Extraordinary General Meetings on 8th February 2016 and 13th February 2017.

NOTES

The outline numbers of the paragraphs of this Constitution do not form part of the Constitution. Amendments must clearly state in full the text of the Paragraph to be changed, or in the case of insertion the text of the preceding and following paragraphs for the avoidance of doubt.