The Cambridge Society of Edinburgh

Constitution

1. NAME
   The name of the Society is ‘The Cambridge Society of Edinburgh’ (hereafter referred to as ‘the Society’).

2. OBJECTS
   The general object of the Society is the advancement of the welfare and interests of the University of Cambridge (hereafter referred to as ‘the University’) and thereby the advancement of education, learning and research. More particularly, the Society should promote:

   2.1 relations between resident and non-resident members of the University sharing a common interest
   2.2 awareness of events or questions which concern the University’s welfare or interests
   2.3 association with other groups or organisations having like or similar objects
   2.4 support for the University in its development and management of alumni relations
   2.5 opportunities for its members to meet for talks, outings or merely to socialise
   2.6 engagement with others not connected with the University in support of the University’s own object of wider engagement and access.

3. POWERS
   The Society has the following powers, which are to be exercised only in support or promotion of its objects:

   3.1 to arrange meeting, talks and outings (for its members and their guests)
   3.2 to enter into contracts, affiliations, compromises and other arrangements
   3.3 to set and collect a subscription (from current and new members)
   3.4 to open, operate and close bank accounts
   3.5 to raise, set aside and invest funds for special purposes, future expenditure or contingency
   3.6 to let or dispose property
   3.7 to capture, record, manage and share appropriate data about its events, its administration and management, its membership and others who may attend events which it organises
   3.8 to take any other action which is within the law and which is necessary to promote or further the objects of the Society.

4. MEMBERSHIP
   The Society is composed of individual members subject to the following:

   4.1 the Society may accept application for membership from any individual person who is either a matriculated member of the University or else has other demonstrable connection with the University
   4.2 all applications for membership must be considered and either approved or rejected by the committee, the outcome in either case communicated by formal notification
4.3 membership entitles an individual to attend and vote at annual or extraordinary general meetings, to offer themselves and, if elected or otherwise appointed, to serve as committee members or officers of the Society.

4.4 membership may be conditional on payment of a subscription should the Society decide such is necessary and required; and the Society may end membership of any member who fails to pay such subscription within one calendar month of the due date.

4.5 the Society may also end membership should an individual member’s behaviour be demonstrably contrary to the Society’s objects or rules of governance.

4.6 a member may resign at any time by giving notice in writing, but without repayment of any subscription paid.

5. ADMINISTRATION & MANAGEMENT
The Society is administered and managed day-to-day on behalf of its members by an executive committee (hereafter referred to as ‘the Committee’) as follows:

5.1 the Committee is responsible for day-to-day governance of the Society’s activities, in other words ensuring that the Society is both legal and appropriate in all that it does, both in fact and demonstrably so, that it complies with all its statutory and contractual obligations.

5.2 the Committee should consist of at least 3 but no more than 12 members of the Society, either elected at the Annual General Meeting or else appointed in the interim by the Committee.

5.3 any proposition considered by the Committee may be adopted if a majority of those present and voting vote in its favour; or, if there is a tie, the Chairman (or acting chairman) casts their casting vote in its favour.

5.4 the Committee is chaired by the Chairman of the Society (as elected at a General Meeting) or, if the Chairman is unable to do so, by another of member of the Committee appointed by the Committee to act in the Chairman’s place.

5.5 an elected Chairman (of the Society) will normally serve for two years, after which they may stand for re-election (at the Annual General Meeting) for a further two consecutive terms, after which at least a full year must elapse before they can stand again.

5.6 elected members of the Committee will normally serve initially for up to two years, unless disqualified by law from, or demonstrably incapable of, doing so; or else resign by written notice to the Committee provided that at least two members of the Committee remain; and may stand for re-election (at the Annual General Meeting) for a further two consecutive terms, after which at least a full year must elapse before they can stand again.

5.7 appointed members of the committee may serve until the next Annual General Meeting at which, if willing to continue, they should stand for election.

5.8 the Committee may exercise, on behalf of the Society, all the powers set out in clause 3 above and any other powers necessary to the good administration, management and overall governance of the Society including:

(a) to appoint additional members to the Committee (by majority vote but excepting any member who has stood for election at a previous AGM and been rejected)
(b) to assign specific roles and responsibilities with delegated powers, such as Secretary, Assistant Secretary and Treasurer, to members of the Committee.
(c) to engage others, either members of the Society or others, in a consultative or advisory capacity
(d) to delegate any of the Committee’s functions to sub-committees consisting of two or more members appointed by the Committee, provided at least one is a member of the Committee
(e) to meet at such times and places as the Chairman shall determine and to make such rules to govern the proceedings of its meetings as it sees fit
(f) to hear, note, investigate, resolve and, if necessary, adjudicate in internal disputes, either between members or between one or more members and the Society
(g) to hear, note, investigate, resolve and, if necessary, adjudicate internal complaints
(h) to keep and manage such written records (for instance minutes of meetings) as are necessary.

5.9 Each year the Committee shall produce and make available to the Society’s members at least 14 days before an Annual General Meeting (of the Society):
(a) an agenda
(b) minutes of the previous Annual General Meeting
(c) an Annual Report
(d) an Income & Expenditure Account
(e) a Balance Sheet
(f) all nominations for Chairman and membership of the Committee
(g) any other pertinent and appropriate documents.

6. GENERAL MEETINGS
All fundamental decisions affecting the Society should be proposed, discussed and agreed at a General Meeting of the current membership as follows:

6.1 the Committee shall, at least once a year, call a General Meeting (in other words the Annual General Meeting,) giving at least 6 weeks’ notice and at the same time asking for nominations for Chairman and membership of the Committee
6.2 the Committee may also, if necessary to the Society’s interest, call additional general meetings or in other words an Extraordinary General Meeting, producing and making available to the Society’s members at least 14 days in advance whatever pertinent and appropriate documents are required
6.3 the quorum for an Annual or Extraordinary General Meeting is 12 members (as defined in clause 4) unless membership is fewer than 12, in which case a meeting will be deemed quorate if at least half the members are present
6.4 the Annual General Meeting should, if necessary, elect a Chairman of the Society, normally to serve two years, but with the option to be re-elected for up to two further consecutive terms
6.5 the Annual General Meeting should also, if necessary, elect sufficient members to the Committee, initially to serve two years, but with the option to be re-elected for up to two further consecutive terms
6.6 a technical defect in the giving of notice of a General Meeting, of which members of the Society or the Committee are unaware at the time does not invalidate decisions taken at that meeting
6.7 any proposal, including nominations for either Chairman or membership of the Committee, to be put to the vote at a General Meeting should be proposed by a member present at the meeting and seconded by a member also present, with notice of such having been given in writing at least 28 days before to the Chairman.

6.8 proposals put to a General Meeting are passed if a majority of those present and voting vote in its favour; or, if there is a tie, the Chairman casts their casting vote in its favour.

7. NOTICES

Notices to members may be sent as follows:

7.1 either directly or else to a person recorded as authorised to act on a member’s behalf
7.2 by hand, post, electronic or any other means which is appropriate and using whatever form of address is recorded in the register of members held by the Society.

8. DISSOLUTION

The Society may be dissolved only as follows:

8.1 by resolution passed by a simple majority of members present at a General Meeting of the Society convened for that purpose and of which six weeks’ notice has been given
8.2 and with such resolution including instructions necessary and appropriate for the resolutions of all outstanding debts or liabilities and the disposal of remaining assets held by or in the name of the Society, either by transfer to the University or other institution with similar objects or other charitable purpose as those members present may decide.

9. AMENDMENTS TO THE CONSTITUTION

The Society’s constitution may be amended or repealed by a resolution passed by two-thirds majority of members present at a General Meeting provided six weeks’ notice has been given.

Notes

(i) Objects (2.6) covers, for instance, engagement with young people still at school not aware what the University offers them …
(ii) Powers (3.2) covers, for instance, proposed Memorandum of Understanding (agreement to define relationship between the Society and the University), Alumni Group Recognition Mark Licence, insurance, bank accounts, room bookings … indeed any commitment formal or informal
(iii) Powers (3.4 - 5) cover all powers necessary for effective management of the Society’s finances
(iv) Powers (3.7) covers, for instance, proper care of all personal data held relating to members, return of Annual Alumni Group Activity Report (AAGR) to the University’s Development & Alumni Relations Office (CUDAR)
(v) Membership (4.1) extends membership to include undergraduates (matriculated but not yet admitted to a degree)
(vi) Membership … Other Demonstrable Connection (4.1) covers such as current or former staff of the university
(vii) Membership (4.3) makes clear that membership is also about responsibility, in other words to attend and vote at general meetings, to serve on the committee ...

(viii) Membership (4.5) introduces provision for expulsion of members

(ix) Administration & Management (5.1) sets out broadly but inclusively the Committee’s on-going responsibility for governance

(x) Administration & Management (5.2) introduces a maximum committee membership of 12 and minimum of 3

(xi) Administration & Management (5.3) makes explicit current practice that committee decisions, if not unanimous, made by majority vote (with Chairman having casting vote)

(xii) Administration & Management (5.4 & 5.5) now includes provision for an acting chairman and sets a limit of 2 further consecutive terms, in other words no member can serve as chairman for ever ...

(xiii) Administration & Management (5.6) now sets a limit of 2 further consecutive terms for elected committee members ...

(xiv) Administration & Management (5.7) tidies up how long appointed members of the committee may serve for

(xv) Administration & Management Additional Powers (5.8 a) blocks appointment of members to the committee whom a general meeting has rejected

(xvi) Administration & Management Additional Powers (5.8 c) provides for consultative or advisory involvement of individuals, albeit without voting rights

(xvii) Administration & Management (5.8 f & g) introduce powers to resolve internal disputes and complaints

(xviii) General Meeting (6.3) enables general meetings to be deemed quorate should membership fall below 12

(xix) General Meetings (6.7) now includes requirement that all nominations and proposals be submitted in writing at least 28 days before ...

As approved for recommendation to the next AGM by the Committee 28th March 2018