

UNDER THE INCORPORATED SOCIETIES ACT 1908



Constitution Key Changes

October 2025

Governing Legislation and Formatting

- **Governing Act:** The primary change is the update of the governing legislation.
 - **Old Constitution:** Operates under the Incorporated Societies Act 1908.
 - **New Constitution:** Operates under the new Incorporated Societies Act 2022.
- **Structure:**
 - **Old Constitution:** The document is structured with "Chapters" (e.g., CHAPTER I, CHAPTER II).
 - **New Constitution:** The document is structured with "Parts" (e.g., PART I, PART II).

Name and Objects

- **Association Name:** The official name has been slightly corrected.
 - **Old Constitution:** "St Heliers Village Association Incorporated Association".
 - **New Constitution:** "St Heliers Village Association Incorporated".
- **Objects of the Association:** The new constitution adds two new objectives.
 - **Old Constitution:** Contained five main objectives.
 - **New Constitution:** Includes the original objectives plus:
 - Promoting low carbon, environmental, and socially responsible business practices.
 - Enhancing the safety and security of the St Heliers area to drive economic, social, cultural, and environmental wellbeing.

Membership

- **Minimum Membership:** A minimum number of members is now required.
 - **Old Constitution:** No minimum number of members was specified.
 - **New Constitution:** Requires a minimum of ten Full Members to be maintained at all times.
- **Consent to Join:** A formal consent process has been added.
 - **Old Constitution:** Did not require written consent to become a member.
 - **New Constitution:** Requires every applicant to consent in writing to becoming a member, with this consent retained in records.
- **Dispute Resolution:** A formal process for disputes has been adopted.
 - **Old Constitution:** The section on disciplining members did not include a broader dispute resolution clause .
 - **New Constitution:** Adds a new clause adopting the dispute resolution processes set out in the Incorporated Societies Act 2022.

Executive Committee

- **Guiding Principle:** A new clause has been added to define the committee's duty.
 - **Old Constitution:** Stated the Association shall be governed by an Executive Committee.
 - **New Constitution:** Adds the requirement that the Executive Committee "must act in good faith and in the best interests of the society".
- **Committee Size:** The number of voting members has been changed.
 - **Old Constitution:** Required no less than five and no more than eleven voting members.
 - **New Constitution:** Requires no less than five and no more than nine voting members.

Officers and Administration

- **Secretary's Role:** The Secretary is now formally designated as the primary contact.
 - **Old Constitution:** Did not specify a "Contact Officer" role.
 - **New Constitution:** States the Secretary shall also act as the "Contact Officer" and that their contact details must be provided to the Registrar of Incorporated Societies.
- **Accounting Records:** The requirements for keeping records are more specific.
 - **Old Constitution:** Required "correct books and accounts" to be kept.
 - **New Constitution:** Specifies that accounting records must be kept for the current accounting period and for the last seven completed accounting periods.
- **Insurance:** The scope for insurance has been broadened.
 - **Old Constitution:** Stated the Association may effect and maintain "other insurance" in addition to public liability.
 - **New Constitution:** Specifically permits the Association to maintain "indemnity insurance for directors and officers as permitted by the Act".

Meetings (General and Committee)

- **Meeting Format:** The rules for how meetings can be held have been modernised and clarified.
 - **Old Constitution:** Allowed for electronic attendance at Executive Committee meetings but was not explicit for General Meetings.
 - **New Constitution:** Explicitly allows both Executive Committee and General Meetings to be held in person, online, or in a hybrid format.
- **Quorum for General Meetings:** The number of members required for a quorum has changed.

- **Old Constitution:** Required six Full Members present in person to form a quorum.
- **New Constitution:** Requires ten Full Members in attendance to form a quorum.
- **Written Resolutions:** The new rules explicitly forbid passing resolutions outside of a meeting.
 - **Old Constitution:** Did not contain a clause about written resolutions .
 - **New Constitution:** States twice that "Written resolutions may not be passed in lieu of a General Meeting".
- **Demanding a Poll:** The threshold for demanding a poll has been raised.
 - **Old Constitution:** A poll could be demanded by six Full Members.
 - **New Constitution:** A poll can be demanded by not less than ten Full Members.

Annual General Meeting (AGM) Business

- **Accountability Reporting:** A new item has been added to the AGM agenda.
 - **Old Constitution:** Did not list the approval of annual accountability reporting as a specific business item for the AGM.
 - **New Constitution:** Adds the requirement "to approve the annual accountability reporting as required and set out in the BID Policy".
- **Interests Register:** There is a new transparency requirement regarding the interests register.
 - **Old Constitution:** Required an interests register to be kept but did not mandate reporting on it at the AGM.
 - **New Constitution:** Adds as a point of business for the AGM "to give notice of any record made in the Association's interests register since the last preceding Annual General Meeting".

Winding Up

- **Legal Reference:** The procedure for dissolution now refers to the new Act.
 - **Old Constitution:** The winding-up process referred to section 24 of the 1908 Act.
 - **New Constitution:** The process is described in accordance with the 2022 Act, requiring a resolution at one meeting and confirmation at a second meeting not earlier than 30 days later.