

The current constitution is the wording in black. Proposed deletions are in red and all new wording is in blue

CONSTITUTION of the HEREFORD CIVIC SOCIETY

(as approved at the Annual General Meeting of the Hereford Civic Trust held on [23 October 2002] [and subsequently amended following comments from the Charity Commission])

1. NAME

The name of the Society shall be The Hereford Civic Society.

2. OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising the City of Hereford and its surroundings, which area shall hereinafter be referred to as 'the area of benefit'

[I] To promote high standards of planning and architecture in or affecting the area of benefit

(ij) To educate the public in the geography, history, natural history and architecture of the area of benefit, and give related advice and information.

(iii) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit

In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers: -

[1] To promote civic pride in the area of benefit

[2] To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.

[3] To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society

[4] To promote or assist in promoting activities of a charitable nature throughout the area of benefit

[5] To publish papers, reports and other literature

[6] To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit

[7] To hold meetings, lectures and exhibitions

[8] To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose

[9] To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not

[10] Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Society as shall be necessary

[11] Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Society on such terms and on such security as the Executive Committee shall think fit, but so that the liability of the individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions

[12] To do all such lawful things as are necessary for the attainment of the said purposes

3. MEMBERSHIP

Membership shall be open to all who are interested in actively furthering the purposes of the Society.

The Executive Committee may establish different classes of membership

Members of the Society shall be those who have paid their annual subscription.

Members have the right to vote

No member shall have the right [power] to vote at any meeting of the Society if his or her or their subscription is in arrears at the time.

[Junior members shall be those aged less than 18 years at the time their subscription is due; and they shall not be entitled to vote at any meeting of the Society.

Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society.

A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.}

The subscription of a member joining the Society [Trust] in the six months preceding September in any year shall be regarded as covering membership for the Society's year commencing on 1 September following the date of joining the Society

4. SUBSCRIPTION

[The subscription shall be: -

Life members £150

Two or more life members in the same household, each £100

Full members per annum £7.50

Two or more full members in the same household, each £5

Junior members per annum £2

Corporate members per annum £50]

The Executive Committee shall prescribe for each class of member, his/her respective rights and obligations & set the amounts of any subscriptions

[Or such other reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable on or before 1 September each year]. Membership shall lapse if the subscription is unpaid three months after it is due.

5. MEETINGS

In this Constitution, the expression "Meeting" includes, except where inconsistent with any legal obligation:

A physical meeting

A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation

An Annual General Meeting shall be held in or about October each year to receive the Executive Committee's report, accounts, elect officers and members of the Executive Committee, and to transact all business raised in accordance with the established procedures of the Society.

The Executive Committee shall decide when ordinary meetings of the Society shall be held.

Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid-up.

Twenty members personally present shall constitute a quorum for the Annual General Meeting and any Special General Meeting of the Society. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Chairman shall determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Members present at that time shall constitute the quorum.

The Executive Committee shall give at least 14 days' notice to members of all Meetings of the Society.

6. OFFICERS

Nominations for the election of officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting.

The elected officers shall be elected at The Annual General Meeting each year by members of the Society. The consent of the proposed nominee must first have been obtained and the nominee must have a proposer and seconder. [Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained.]

The election of officers shall be completed prior to the election of further Committee members.

Nominees for election as Officers or Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

The Officers of the Society [Trust] shall consist of:

Chairman; Vice-Chairman; Honorary Secretary; Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society

7. THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for the management and administration of the Society.

The Executive Committee shall consist of the Officers and not less than 2 [5] and not more than 8 [15] other members.

Nominations for election to the Executive Committee shall be made and members elected annually at the Annual General Meeting. The consent of the proposed nominee must first have been obtained and he/she must be supported by a proposer and a seconder.

If the nominations exceed the number of vacancies, a ballot shall take place in such a manner as shall be determined by the Chairman.

Outgoing members may be re-elected.

The Executive Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity).

In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.

The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting.

The Quorum shall, as near as may be, comprise one third of the members of the Executive Committee [plus one](#).

The Executive Committee shall have the power to fill up to 3 casual vacancies occurring among the members of the Executive Committee between General Meetings.

8. SUBCOMMITTEES

The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit.

The Chairman and Secretary of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and confirmed by the Executive Committee as soon as possible.

Members of the Executive Committee may be members of any sub-committee.

Sub-Committees shall be subordinate to the Executive committee and may be regulated or dissolved by the Executive Committee

9. DECLARATION OF INTEREST

It shall be the duty of every member who is in any way directly interested financially or professionally in any item discussed at any meeting of the Society [including any meeting of any Committee or Sub-committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

10. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Executive Committee shall, out of funds of the Society, pay all proper expenses of administration and management of the Society.

After payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Society shall be applied by the Executive Committee in the furtherance of the purposes of the Society.

11. INVESTMENT

All monies at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investments, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or the special trusts affecting any property in the hands of the Executive Committee.

12. PROPERTY AND TRUSTEES

Any freehold and leasehold property acquired by the Society shall, and if the Executive Committee so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct.

Any freehold and leasehold property acquired by the Society shall be vested in trustees. Any other property belonging to the Society, if the Executive Committee so directs, may be vested in trustees. The trustees shall deal with such property as the Executive Committee may from time to time direct.

Any trustees shall be at least three in number or a trust corporation.

The power of appointment of new trustees shall be vested in the Executive Committee.

A trustee need not be a member of the Society, but no person whose membership lapsed by virtue of Clause 4 hereof shall thereafter be qualified to act as a trustee unless and until reappointed as such by the Executive Committee.

The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given.

The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation] and liability under such indemnity shall be a proper administrative expense.

13. ACCOUNTS

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- [1] the keeping of accounting records for the Society
- [2] the preparation of the annual statements of account for the Society
- [3] the auditing or independent examination of the annual statement of account of the Society, and
- [4] the transmission of the annual statements of account of the Society to the Charity Commission.

14. ANNUAL REPORT

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

15. ANNUAL RETURN

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

16. AMENDMENTS

This Constitution may be amended by a two thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society, providing that 28 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law, and providing further that no amendment shall be made to Clause 2, Clause 18 or this Clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

17. NOTICES

Any notice required to be given by this Constitution shall be deemed to be duly given if left at or sent by prepaid post or email, addressed to the address of that member last notified to the Secretary.

18. WINDING-UP

The Society may be dissolved by a two thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous meeting.

If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given.

In the event of the dissolution of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those herein declared as shall be chosen by the Executive Committee and approved at the Meeting of the Society at which the decision to dissolve the Society is confirmed.

On dissolution the minute books and other records of the Society shall be deposited with [the Civic Trust and] the local Record Office