

CONSTITUTION OF THE WHITBY CIVIC SOCIETY

Amended 16th February, 2015

1 Name. The name of the Society shall be the **Whitby Civic Society** hereinafter referred to as the "Society".

2 Objects. The Society is established for the public benefit for the following purposes in the area comprising the town of Whitby in the Borough of Scarborough in the County of North Yorkshire and as outlined in red on the attached map which shall form part of the Constitution document which area shall hereinafter be referred to as "the area of benefit".

- (i) To promote high standards of planning and architecture in or effecting the area of benefit.
- (ii) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
- (iii) To educate the public in the architecture, history, natural history and geography of 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 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.

(3) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.

(4) To promote or assist in promoting the activities of a charitable nature throughout the area of benefit.

(5) To make surveys and prepare maps and plans and collect information in relation to any building, erection or place of architectural or historic interest within the area of benefit.

(6) To publish papers, reports and other literature or material in any manner including electronic, mechanical or audio-visual.

(7) To hold meetings, lectures and exhibitions.

(8) To educate public opinion and to offer advice and information on subjects directly connected with the objects of the Society.

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

(10) To acquire, by purchase, gift or otherwise, property whether subject to any trust or not.

(11) 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 deemed necessary in the furtherance of the objects of the Society

(12) 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 individual members of the Society shall in no case extend beyond the amount of their respective annual subscription in force at that time.

(13) To do all such other lawful things as are necessary for the attainment of the said purposes.

3 Membership. Membership shall be open to all persons who are interested in actively furthering the aims, objects and purposes of the Society. No member shall have power to vote at any meeting of the Society if his or her 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, educational institutions or businesses as are interested in furthering the aims, objects and purposes of the Society. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such a representative can exercise 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 wishing to join the Society in the two months preceding any year shall be regarded as covering membership for the Society's year commencing on the first day of January following the date of joining the Society.

The Executive Committee may award Life Membership to any person considered by the Executive Committee to have made a significant contribution to fulfilling the objectives of the Society. Life Membership awarded in this manner ceases on the death of the recipient of the Life Membership

4 Subscriptions. The Subscriptions to the Society shall be such sums as are determined from time to time at a General Meeting of the Society.

Subscriptions shall be payable on or before the first day of January of each year where appropriate.

Membership shall be deemed lapsed if the subscription remains unpaid three months after it is due

5 Meetings. An Annual General Meeting (AGM) shall be held in or about the third week February of each year to receive the report of the Executive Committee and audited accounts and to elect Officers and members of the Committee and to appoint auditors for the following year. The Committee shall decide when ordinary meetings of the Society shall be held.

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

Ten members personally present shall constitute a quorum for a Meeting of the Society.

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

6 Officers of the Society. Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least fourteen days before the Annual General Meeting. Such nominations shall be supported by a proposer and a seconder and the consent of the proposed nominee must first be obtained. The election of Officers shall be completed prior to the election of further Committee members. Nominees for elections as Officers shall declare at the AGM 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 shall consist of:-

Chairman; Vice Chairman; Honorary Secretary; Honorary Treasurer; Minutes Secretary; Events Secretary; and Membership Secretary

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. A President and a Vice- President may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting. The Executive Committee shall have power to fill casual vacancies occurring among the Officers of the Society.

7 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 four and not more than fifteen other members. The Committee shall have power to co-opt further members. Co-opted members of the Committee shall, from a time 60 days after co-option, have full voting powers on all issues considered by the Committee.

The President and Vice- President may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote which shall be the final and deciding vote.

Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least fourteen days before the AGM. They must be supported by a proposer and a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be then and there determined. Members of the Executive Committee shall be elected annually at the AGM of the Society, and outgoing members may stand for re-election. Nominees for elections as Executive Committee members shall declare at the AGM at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

The Executive Committee shall meet not less than six times each year at intervals of not more than two months and the Honorary Secretary shall give not less than seven days notice of each meeting. The quorum shall, as near as may be, comprise one third of the Executive Committee but not less than five members. The Executive shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between Annual General Meetings. Members of the Society and others may be invited by the Executive Committee to attend Executive Committee Meetings.

8 Sub-Committees. 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 be confirmed by the Executive Committee as soon as convenient. Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of any sub-committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

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

10 Expenses of Administration and Applications of Funds. The Executive Committee shall, out of the 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 furtherance of the purposes of the Society.

No member of the Society or Executive Committee of the Society may commit funds of the Society to any purpose whatsoever without prior minuted approval of the Executive Committee

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 investment, securities or property

as it may think fit, subject to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

12 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 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 lapses by virtue of Clause 4 in the Constitution shall thereafter be qualified to act as a trustee unless and until re-appointed 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 Amendments. This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or a Special General Meeting of the Society, provided that twenty eight days notice of the proposed amendment(s) has been given to all members, and provided that nothing therein 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 provided further that no amendment shall be made to Clause 2, Clause 15 or this Clause of the Constitution until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

14 Notices. Any notice required to be given by this Constitution shall be deemed to have been duly served if left at, or sent by, any prepaid post addressed to the last known address of that member notified to the Honorary Secretary.

15 Dissolving the Society. 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 fourteen days and not more than twenty eight days after the date of 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 and properties of the Society after discharging all proper administrative expenses and outstanding debts of the Society shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those of the Society herein before declared as shall be chosen by the Executive Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed.

On dissolution of the Society notice shall be given to the Civic Trust and the minute book(s) and other records of the Society shall be deposited with the appropriate Local or County Records Office or the Civic Trust.