

Addingham Civic Society Constitution

Last amended: AGM 17th September 2020

PART 1 The Constitution

1. Name

The name of the charity is Addingham Civic Society (“Society“)

2. Status

The Society is an unincorporated charitable association.

3. Alteration of this constitution

3.1 Any proposal to alter this constitution must be delivered in writing to the Secretary of the Society not less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:

- (a) a simple majority of Trustees present and voting at a Trustees’ meeting.
- (b) a two thirds majority of members with power to vote present and voting at a General Meeting.

3.2 At least 14 days’ clear notice shall be posted in a conspicuous place in the area of benefit and advertised in a publication circulating in the area of benefit, stating the wording of the proposed alteration.

3.3 No alteration should be made to this constitution which would cause the Society to cease to be a charity at law.

3.4 No alteration to Clause 1 (Name), Clause 2 (Objects), Clause 12 (Personal Interests), Clause 21 or other authority having charitable jurisdiction shall have been obtained.

PART 2 The Purpose of the Addingham Civic Society

4. Objects

The Society is established for the public benefit for the following objects (“Objects”) in the area comprising the Parish of Addingham in the area of the Metropolitan District of Bradford (“area of benefit”):

- 4.1 To stimulate public interest in the area of benefit
- 4.2 To promote high standards of planning, design and architecture in the area of benefit
- 4.3 To promote the protection and enhancement of the historic character of the built and natural environment of the area
- 4.4 To secure the development, retention and improvement of features of general public amenity or historic or public interest in the area of benefit and to promote the preservation and conservation of local green environments, in the area of benefit and more generally in Wharfedale.

4.5 To provide sports and recreation facilities for the benefit of the inhabitants of the area of benefit and for the public at large in the interests of social welfare and with the object of improving the conditions of life of the said inhabitants.

5. Powers

In the furtherance of the Objects but not otherwise the Society through its Trustees shall have the following powers:

- 5.1 To promote research into subjects directly connected with the Objects and publish the results of any such research
- 5.2 To act as a co-ordinating body to co-operate with and make representations to, the local authority, planning committees, sanitary, drainage and all other local statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Society
- 5.3 To make surveys and prepare maps and plans and collect information in relation to any place erection or building of beauty or historical interest within the area of benefit
- 5.4 To manage, promote or assist in promoting activities of a charitable nature throughout the area of benefit
- 5.5 Where appropriate provide support, communication and acknowledgement of other organisations and individuals who make a significant positive contribution to the area of benefit
- 5.6 To actively promote the purposes of the society to benefit and reflect diversity within the area of benefit
- 5.7 ~~To maintain the Multi Use Games Area (“MUGA”) and support its use throughout the period of the lease for the area of benefit (Clause removed – AGM 17/09/20)~~
- 5.8 To promote effective communication through all available channels including publications, meetings, exhibitions and electronic media
- 5.9 To educate public opinion and to provide information
- 5.10 To hold a bank account and manage financial matters
- 5.11 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 non-charitable trading activities in raising funds for the Objects
- 5.12 To take and accept gifts of property whether subject to any special trusts or not, subject to legal advice and the agreement of the Society membership
- 5.13 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
- 5.14 To borrow or raise money for the purposes of the Society on such terms and on such security as the Trustees 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 subscriptions
- 5.15 To do all such other lawful things as are necessary for the attainment of the Objects.

PART 3 The Management of the Society

6. President and Vice-President

A President and Vice-President may be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

7. Trustees

- 7.1 The Trustees of the Society are responsible for the management and administration of the Society. In addition to the Officers, the Trustees will comprise in number not less than six and not more than ten elected individuals. All Trustees must be resident or work in the areas of benefit. All Trustees, including those elected as Honorary Officers, rank equally with each other.
- 7.2 The members with the power to vote present at the Annual General Meeting shall elect the chairman, Vice-Chairman, Treasurer and Secretary of the Society and such other Honorary Officers as the Society may from time to time decide who shall serve in their respective capacities as Honorary Officers. Up to two Officers' roles may be shared. In this circumstance the total number of Trustees will be adjusted accordingly.
- 7.3 A Trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 12.2 shall thereafter be qualified to act as a trustee, unless and until re-appointed as such by the Trustees.
- 7.4 The Trustees may co-opt up to three individuals as trustees who may or may not reside or work in the area of benefit.
- 7.5 Trustees shall hold office for a period of three years. A retiring Trustee who is competent to act may be re-elected at the end of the term of office subject to clause 8.2.
- 7.6 Trustees may resign prior to the end of their set term. A resignation should be offered in writing to the Honorary Chairman with a minimum of two months' notice. Before accepting a resignation, the Trustees must ensure that the minimum number of trustees will be maintained.
- 7.7 The Trustees shall have the power to fill such mid-term vacancies, with election at the earliest opportunity.

8. The Appointment/Election of Trustees

Officers

- 8.1 Nominations for the election of Officers shall be made in writing at or before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained.
- 8.2 The election of Officers shall be completed prior to the election of further Trustees.

Other Trustees

- 8.3 Nominations for election of other Trustees shall be made in writing at or before the Annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of the vacancies, a ballot shall take place in such manner as shall be determined by the Trustees.

Declarations of Interest

- 8.4 Nominees for election as Trustees 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.

Cessation of trusteeship

- 8.5 A Trustee automatically ceases to be a Trustee if he or she:
- (a) is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011;
 - (b) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (c) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
 - (d) resigns by written notice to the Trustees (but only if at least six Trustees will remain in office);
 - (e) ceases to reside or work in the area of benefit;
 - (f) is removed by a resolution passed by all the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 8.6 In the event of action by a Trustee that damages the reputation of the Society that action will be the subject of an investigation using the Society's Code of Practice and Complaints Procedures. In the event that a Trustee is found to have brought the name of the Society into disrepute the Trustees will investigate the circumstances of the action and will ultimately have the right to call a vote of no confidence, which could result in the termination of that Trusteeship. Under these circumstances no refund of the Trustee's membership fee shall be made.
- 8.7 A retiring Trustee is entitled to an indemnity from the continuing Trustees at the expense of the Society in respect of any liabilities properly incurred during his/her trusteeship.
- 8.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.

9. Trustee responsibilities regarding property

- 9.1 Any decision regarding the acquisition or disposal of freehold or leasehold property by the Society shall be made by the Trustees.
- 9.2 In the event of the acquisition of freehold or leasehold property a minimum of two individuals shall comprise the Holding Trustees. These Holding Trustees need not be Trustees of the Society and they will have no powers or responsibilities other than those vested in them by the Trustees. The Society shall be bound to indemnify the Trustees in their duties and the liability under such indemnity shall be proper administrative expense.

10. The Proceedings of the Trustees

Voting

- 10.1 All Trustees will have one vote. In the event of an equality in the votes cast, the Chairman shall

have a second or casting vote.

- 10.2 The President and/or Vice President may attend any meeting of the Trustees but shall not vote at any such meeting.

Meetings

- 10.3 The Trustees must hold at least six Trustee meetings in each year.
- 10.4 Meetings of the Trustees may be arranged by the Trustees at their meetings or may be called at any time by the Chairman or any two Trustees upon not less than ten days' notice having been given to all other Trustees.
- 10.5 A special meeting may be called at any time by the Chairman or any two Trustees upon not less than seven clear days' notice being given to all other Trustees of the matters to be discussed.
- 10.6 If the Chairman is absent from any meeting, the Vice-Chairman (if any) shall preside; otherwise the Trustees present must, before any other business is transacted, choose one of their number to be chairman of the meeting.
- 10.7 There shall be a quorum when at least one third of the number of Trustees for the time being or four Trustees, whichever is the greater, are present at a meeting.

Sub-committees

- 10.8 The Trustees may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. In each such case:
- (a) The Chairman and Secretary of each sub-committee shall be appointed by the Trustees
 - (b) the Trustees shall define the terms and reference of the sub-committee and may also determine its composition and the duration of its activities
 - (c) all acts and proceedings of the sub-committees shall be reported as soon as possible to the Trustees.

Declarations of Interest

- 10.9 It shall be the duty of every member of a sub-committee who is in anyway directly or indirectly interested financially or professionally in any item discussed at any meeting of the Trustees or of a sub-committee at which he or she is present to declare such an interest, and he or she shall not discuss such an item or vote thereon.

Participation in meetings by electronic means

- 10.10 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 10.11 Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 10.12 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

11. Expenses of Administration and Application of Funds

The Trustees shall, out of the funds of the Society, pay all proper expenses of administration and

management of the Society. After the 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 Trustees in furtherance of the purposes of the Society.

PART 4The Membership of the Society

12. The Membership

- 12.1 The Membership of the Society shall be open to all who are interested in actively furthering the Objects.
- 12.2 Members shall pay such subscriptions as the Trustees may from time to time determine.
- 12.3 All Members have the right to vote at any meeting of Members of the Society, provided that they have paid their subscription to date.
- 12.4 The Trustees may only remove a person's membership, refuse an application for membership or the renewal of an existing membership if they consider it to be in the best interests of the Society. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing within fourteen days, but shall be final.

13. Meetings of Members

The Annual General Meeting

- 13.1 The Annual General Meeting shall be held once each calendar year. Members must be given twenty eight days' notice of the Annual General Meeting.
- 13.2 The business of each Annual General Meeting shall be:
 - (a) to receive the Annual Report of the Trustees, which shall incorporate the accounts of the Society referred to below, and give an account of the work of the Society and its activities during the preceding year;
 - (b) to receive the accounts of the Society for the preceding financial year;
 - (c) to elect the Honorary Officers of the Society in accordance with Clause 8.1;
 - (d) to elect Trustees, in accordance with Clause 8.3;
 - (e) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Society in accordance with the Charities Act 2011 (or any statutory modification or re-enactment of the Act);
 - (f) to consider and vote on proposals to alter this constitution in accordance with Clause 3;
 - (g) to consider any other business of which due notice has to be given.

Extraordinary meetings

- 13.3 An Extraordinary meeting of the Society shall be held for the consideration of non-recurring business that requires approval by the members between Annual General Meetings. Members must be given seven days' notice of an Extraordinary Meeting

Special General Meetings

- 13.4 Special General Meetings of the Society shall be held in the event of the Trustees receiving a written request from not less than ten percent of the fully paid up members of the Society. The request must state the reason for calling a Special General Meeting.
- 13.5 The Society shall give at least SEVEN days' notice of such meetings to all members.

Quorum

- 13.6 Ten percent of all fully paid up members must be present for any meeting of members to be quorate.

Voting (Section added AGM 17/09/20)

- 13.7 All members have the right to vote at any meeting of members, or by postal vote if the Trustees Decide at a prior Trustees' meeting that postal voting is necessary in the members' interests.
- 13.8 Postal votes must be received by the Secretary before the start of the members' meeting and any Postal vote not so received shall not be counted, regardless of when or how posted.

Members' meetings by electronic means (Section added AGM 17/09/20)

- 13.9 A meeting of members may be held by such electronic means as the Trustees may decide at a prior Trustees' meeting. Each member participating in such a members' meeting shall be able to communicate with all other participants, subject to the directions of the chair of the meeting.

Part 5 Dissolution

14. The Society may be dissolved by a TWO-THIRDS majority of members voting at a General Meeting of the Society. Notice of the motion for the dissolution of the Society must be given in the notice of that meeting. 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 hereinbefore declared as shall be chosen by the Trustees and approved by the meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution, the minute books and the other records of the Society shall be deposited with the Yorkshire and Humber Association of Civic Societies (YHACS).

Part 6 Notices

15. Any notice required to be given by this constitution shall be deemed to be given if delivered or sent in the format selected by the member to the address of that member last notified to the Secretary.
Adopted at the Addingham Civic Society Annual General Meeting
Date: 25th of February 2016

Amendments 5.7, 13.7, 13.8, 13.9 adopted at the Addingham Civic Society Annual General Meeting
Date: 17th September 2020

ADDINGHAM CIVIC SOCIETY - 1009758

Thank you for updating your charity's governing document. Our records will be updated and the changes will be reflected on the public register within 24 hours.

Yours sincerely

Charity Commission