

**CONSTITUTION OF THE CIVIC
SOCIETY OF ST IVES
(CAMBRIDGESHIRE)**

Constitution of the Civic Society of St Ives (Cambridgeshire)

1. NAME

The name of the Society is the Civic Society of St Ives (Cambridgeshire)

2. Objects

The Society is at the date of its incorporation a member of the Civic Trust and is established for the public benefit which is the area comprising the Town of St Ives and surrounding villages within the boundaries of the former Rural Council:

2.1. To encourage and promote high standards of planning and architecture in or affecting the area of benefit

2.2. To advance the education of the public in the geography, history and architecture of the area so that conservation and protection may be upheld

2.3. To promote for the benefit of the public those aspects of conservation and protection which need publicity and attention

2.4. To encourage and promote the maintenance and improvement of public amenities

2.5. To promote the preservation of buildings or sites of historic or architectural importance

3. Powers

The Executive Committee must manage the business of the Society and has the following powers to further the objects (but not for any other purpose):

3.1. To promote events and activities of a charitable nature for the achievements of the objects including to promote civic pride in the area of benefit

3.2. To act as a co-ordinating body and to co-operate with local authorities, planning committees and all other statutory authorities, voluntary organisations, charities and persons having objects similar to those of the Society and to consult and exchange information and advice with them

3.3. To hold meetings, lectures and exhibitions

3.4. To raise funds (but not by means of taxable trading)

3.5. To support any charitable trusts, associations or institutions formed for the any of the charitable purposes included in the objects

3.6. To set aside income as a reserve against future expenditure but only in accordance with a written policy about the use of reserves to further the objects of the Society

3.7. To obtain and pay for such goods and services as are necessary for carrying out the work of the Society

3.8. To insure the property of the Society against any foreseeable risk and take out insurance policies to protect the Society when required

3.9. To pay for the Indemnity Insurance for Executive Committee members should it be needed

3.10. To enter into contracts to provide services to or on behalf of other bodies

3.11. To engage in campaigning in furtherance of the Society's purposes (but only in accordance with the guidelines published from time to time by the Charity Commission)

3.12. To pay the costs of forming the Society

3.13. To do all such other lawful things as are necessary for the achievement of the Objects

4. Membership

4.1. Membership is open to any individual or organisation interested in promoting the Objects

4.2. The Executive Committee may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscription

4.3. The Executive Committee must keep a register of members

4.4. Membership is terminated if:

a) the member dies or a corporate member ceases to exist

b) the member resigns by written notice to the Society unless, after the resignation, there would be less than 2 members

c) The Executive Committee resolves to terminate the membership on the ground that, in their reasonable opinion, the member's continued membership would be harmful to the Society. The Executive Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written presentations which the member puts forward within 14 days after receiving the notice

4.5. A member whose subscription is three months in arrears ceases to be a member but may be reinstated on full payment of the amount due.

4.6. Membership of the Society is not transferable

5. General Meetings

5.1. Members are entitled to attend general meetings of the Society either in person (or in the case of a corporate member an authorised person). General Meetings are called on at least 10 clear days written notice to the members specifying the business to be transacted

5.2. There is a quorum at a general meeting if the number of members personally present is at least 30

5.3. If the elected Chairman is unable or unwilling to chair the meeting then some other member elected by those present may take the chair

5.4. Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the members present.

5.5. Except for the Chairman of the meeting, who has a casting vote, every member present is entitled to one vote on every issue subject to his/her subscription not being in arrears

5.6. An Annual General Meeting (AGM) must be held in every year

5.7. At an AGM the members

- a) receive the accounts of the Society for the previous year
- b) receive the report of the Executive Committee on the Society's activities since the previous AGM
- c) appoint an auditor or independent examiner for the Society where required
- d) accept the retirement of the elected Executive Committee members and Officers who are retired or wish to retire from the Executive Committee
- e) elect or re-elect Elected Executive Committee members to fill the vacancies arising
- f) elect from among the members officers to fill any other vacancies arising
- g) may confer on any individual (with his or her consent) the honorary title of President or Vice President of the Society
- h) discuss and determine any issues of policy or deal with any other business put before them by the Executive Committee

5.8. Any general meeting which is not an AGM is an EGM

5.9. An EGM may be called at any time by the Executive Committee and must be called within 14 clear days after a written request to the Executive Committee from at least 15 members whose subscriptions are fully paid up

6. Officers

6.1. The Society shall have the following officers

- a) Chairman
- b) Vice Chairman (Only if required)
- c) Secretary
- d) Treasurer

7. Honorary Members

7.1. The Society may appoint the following Honorary Members in accordance with Para 5.7(g)

- a) President
- b) Vice Presidents

7.2. The members will determine the period of office of Honorary Members

7.3. Honorary Members shall be entitled to attend meetings of the Executive Committee but shall not be entitled to vote

7.4 Honorary positions of Vice President may be awarded to those that have been, or are, significant benefactors of the Civic Society of St Ives. The names and contribution of potential honorary vice [presidents will be discussed by the committee, and the Honorary President invited to comment. If all are agreed, then the names and

their contributions will be presented to the next AGM for a vote by members present. Normally, the duration of the Honorary post will be for life, but the occupants may exercise their right to retire or stand down

8. The Executive Committee

8.1 The Society and its property shall be managed and administered by an Executive Committee comprising the Officers, elected Executive Committee members and Co-opted Executive Committee members elected in accordance with this constitution. The Officers, Elected Executive Committee Members and Co-opted Executive Committee Members shall be the Charity Trustees of the Society and in this Constitution are together called the Executive Committee

8.2. The Executive Committee when complete consists of at least 5 and not more than 12 individuals, all of whom must be members.

8.3. The Executive Committee consist of:

- a) The officers who shall be appointed by members at an AGM to hold office from the end of the AGM until the next AGM and shall be eligible for re-election at the AGM
- b) Co-opted members

8.4. A quorum of the Executive Committee is to be 5

8.5. Nominations for election of officers and Elected Executive Committee Members shall be made in writing at least 14 days before the AGM. A nomination must be supported by a seconder and prior consent of the nominee to his or her nomination must be obtained

8.6. Nominees for election as Officer or elected Executive Committee members must declare at an AGM at which their election is considered any financial, professional or other interest which may conflict with the interests of the Society

8.7. At each AGM the election of Officers must be completed and the results made known before the appointment of the elected Executive Committee Members

8.8. The Executive Committee shall have the power to elect Executive Committee members to fill vacancies arising until the next AGM

8.9. An Executive Committee Member who remains qualified may be re-appointed

8.10. Every Executive Committee member after appointment or re-appointment must sign a declaration of willingness to act as a Charity Trustee of the Society before he or she may vote at a meeting of the Executive Committee

8.11. The term of office of an Executive Committee member automatically terminates if he or she:

- a) is disqualified under the Charities Act from acting as a Charity Trustee
- b) is incapable, whether mentally or physically, of managing his or her own affairs
- c) is absent from 4 consecutive meetings of the Executive Committee and is asked by a majority of the other Executive Committee members to resign
- d) ceases to be a member of the Society through absence or formal resignation

e) is removed by a resolution passed by all members of the Executive Committee after they have received and considered the views of the affected member

9. Proceedings of Executive Committee

9.1. The Executive Committee must hold at least 6 meetings each year

9.2. A meeting of the Executive Committee may be called by the Honorary Secretary giving 7 days notice

9.3. every issue may be determined by a simple majority

9.4. Except the Chairman of the meeting, who has a casting vote, and subject to clause 9.5 every Executive Committee member has one vote on each issue

9.5. Co-opted Executive Committee members who have a specialist interest in the item and the President and Vice President may attend Executive Meetings but may not vote. Other co-opted nonspecialist members may vote.

10. Delegation of sub-committees

10.1. The Executive Committee may delegate any of their powers or functions to a sub-committee which shall include a chairman and secretary appointed by the Executive Committee

10.1. The terms of delegation must be minuted:

- a) financial limits to spend
- b) scope of activity
- c) timescales

11. Powers of Executive Committee

The Executive Committee has the following powers in the administration of the Society:

11.1. To make standing orders consistent with the constitution to govern proceedings at general meetings

11.2. To make rules consistent with this constitution to govern their proceedings and proceedings of sub-committees

11.3. to make regulations consistent with this constitution to govern the administration of the Society (including operation of bank accounts and the commitment of funds)

11.4. to resolve, or establish, procedures to assist the resolution of disputes within the Society

12. Benefits to Members and Executive Committee

12.1. The property and funds of the Society must only be used for promoting the Objects and do not belong to the members or the Executive Committee

12.2. No Executive Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:

- a) the indemnity insurance or contractual payments

- b) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society
- c) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charity Commission)

12.3. An Executive Committee member may not be an employee of the Society, but an Executive Committee member or connected person may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit, but only if:

- a) the goods or services are actually required
- b) the nature and level of the benefit is reasonable

12.4. Whenever an Executive Committee member has a personal interest in a matter to be discussed, he or she must:

- a) declare an interest before or at the meeting before the issue is discussed
- b) be absent from that part of the meeting unless invited to attend e.g. to provide information
- c) not be counted as part of the quorum
- d) be absent from the vote

13. Property and Funds

13.1. Funds of the Society which are not required for immediate use must be placed on deposit or invested

13.2. Investments must be subject to a separate set of conditions

14. Records and Accounts

14.1. The Executive Committee must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charities Commission of:

- a) Annual Returns
- b) Annual Reports
- c) Annual Statements of Accounts

14.2. The Executive Committee must keep proper records of:

- a) all proceedings at general meetings
- b) all proceedings at meetings of the Executive Committee
- c) all reports of sub-committees
- d) all professional advice obtained

14.3. Accounting records must be made available for inspection by any Executive Committee member or members

14.4. A copy of the Society's latest available statement of accounts must be supplied on request to any member or non-member (within 2 months at a reasonable fee)

15. Notices

15.1. Notices under this constitution may be sent by hand, by post or by suitable electronic means

15.2. The address at which a member is entitled to receive notices is the address in the Society's register

16. Amendments

16.1. This Constitution may be amended at a general meeting by a two-thirds majority of votes cast but:

- a) members must be given 28 days notice of the proposed amendments
- b) no amendment is valid if it would make a fundamental change to the Society's Objects or destroy the Charitable status of the Society
- c) clauses 2,12 and 17 of this Constitution may not be amended without prior written consent of the Charity Commission

17. Dissolution

17.1. The Society may be dissolved by a two-thirds majority of the members voting at a general meeting confirmed by a simple majority of members voting at an EGM not less than 14 days after the original meeting

17.2. The Executive Committee will remain in office as Charity Trustees and will be responsible for the orderly winding up of the Society's affairs

17.3. After making provision for all outstanding liabilities of the Society, the Executive Committee must apply the remaining property and funds in one or more of the following ways chosen by the Executive Committee and approved at the EGM (above)

- a) by transfer to one or more other bodies established for exclusively charitable purposes with the same or similar Objects
- b) directly for the Objects or similar charitable purposes
- c) In such other manner consistent with charitable status, as the Charity Commission approves in writing in advance.

ADOPTED AT A MEETING HELD AT ST IVES (CAMBS) ON
20th October 2017

SIGNED

CHAIRMAN'S NAME _____

SIGNATURE _____

WITNESSED

NAME _____

ADDRESS _____

OCCUPATION _____

SIGNATURE _____