

PONTEFRACT CIVIC SOCIETY CONSTITUTION

Incorporated	1969
Last review	27 th March 2019
Next review	February 2020

1. NAME AND STATUS

The name of the Society shall be the Pontefract Civic Society. The Society is a registered charity number 513509.

2. OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising Pontefract and District 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.
- ii. To inform the public in the geography, history, natural history and architecture of the area of benefit.
- 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 the Executive shall have the following powers:-

- a) To promote civic pride in the area of benefit;
- b) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research;
- c) 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;
- d) To promote or assist in promoting activities of a charitable nature throughout the area of benefit;
- e) To publish papers, reports and other literature;
- f) 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;
- g) To hold meetings, lectures and exhibitions;
- h) To inform public opinion and to give advice and information;
- i) 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;
- j) To acquire, by purchase, gift or otherwise, property, whether subject to any special trust or not;

- k) 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;
- l) 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 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;
- m) To do all such other lawful things as are necessary for the attainment of the said purposes.

3. MEMBERSHIP

- a) Membership is approved by the Executive and is open to individuals over the age of eighteen, or organisations interested in actively furthering the purposes of the Society.
- b) No member shall have the power to vote at any meeting of the Society if his or her subscription is in arrears at the time.
- c) Membership of Junior Civic Society is open to schools and colleges in the area of benefit. Membership of Junior Civic Society is free but members shall not be entitled to vote at any meeting of the Society.
- d) Business members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A business 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 business member shall give particulars in writing to the Honorary Secretary of such representative.
- e) Community Group members
- f) Honorary Members are those who have given exceptional service to the Society over a sustained period.
- g) Membership Refusal:
 - The Executive may only refuse an application for membership if, acting reasonably and properly, it considers it to be in the best interests of the Charity to refuse the application
 - The Executive must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision
 - The Executive must consider any written representation the applicant may make about the decision
 - The decision of the Executive following any written representation must be notified to the applicant in writing, but shall be final
- h) Membership is not transferable.

4. SUBSCRIPTIONS

- a) The Executive shall determine and publish by 31st January each year, what reasonable sums shall be payable for the following year, which will be tabled for approval at the next AGM, for the following membership categories:
 - Individual Membership
 - Individual Second Membership (at the same address)
 - Business Membership (Bronze)
 - Business Membership (Silver)

- Business Membership (Gold)
 - Community Group
 - Honorary Member
 - Junior Civic Society
- b) The calendar year will be used for annual subscriptions (January to December).
- c) Membership shall lapse if the subscription is unpaid two months after it is due.
- d) The subscription of a member joining the Society in the three months preceding 1st January in any year shall be regarded as covering membership for the Society's year commencing on 1st January following the date of joining the Society.

5. ACCOUNTS

All trustees are jointly and severally responsible for the assets of the charity. The Honorary Treasurer shall be responsible for maintaining all financial records of the Society. The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) The keeping of accounting records for the Charity;
- b) The preparation of annual statements of accounts for the Charity;
- c) The independent examination of the statements of account of the Charity. Wherever practicable and feasible, this will be undertaken by a member of the Society who is not an Officer;
- d) The transmission of the statements of account of the Charity Commissions;
- e) Every cheque or withdrawal will require two (2) signatories.

6. ANNUAL REPORT

The Executive shall comply with their obligations under the Charities Act 1993 (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.

7. ANNUAL RETURN

The Executive shall comply with their obligations under the Charities Act 1993 (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.

8. ANNUAL GENERAL MEETING

An Annual General Meeting shall be held in or about March of each year to receive the Executive's report and independently examined accounts and to elect Officers and Members of the Executive.

- a) Notice of the Annual General Meeting must be given at least twenty eight (28) days before the meeting.
- b) Any member wishing to include a specific subject in the Agenda must notify the Honorary Secretary in writing at least fourteen (14) days before the meeting.

- c) The Executive shall decide when ordinary meetings of the Society shall be held, and shall give at least seven (7) days' notice to members, excluding the AGM or a Special General Meeting.
- d) Seven (7) days before the Annual General Meeting the Honorary Secretary will circulate to all members an Agenda for the meeting, together with details of those members nominated for election to the Executive.
- e) Any matter raised by a member from the floor at the meeting which has not previously been notified to the Honorary Secretary in accordance with Clause 8b), may only be considered at the meeting at the discretion of the Chairman. Should a Proposal already tabled in the Agenda, also receive a suggested amendment from the floor, and the Chairman accepts this for debate, then those present must vote to accept the process of amendment, and if carried will subsequently vote on the material nature of the amended proposal.
- f) Members of the Society may nominate a proxy to vote on their behalf at the AGM or a Special General Meeting. Any member wishing to nominate a proxy must notify the Honorary Secretary in writing at least 48 hours before the meeting.
- g) A person will be nominated at the AGM to independently examine the accounts of the Society for the forthcoming year. Wherever practicable and feasible, this person will not be an Officer of the Society.

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

Special General Meetings of the Society may be called, either by the Executive, or by fifteen (15) or more members whose subscriptions are fully paid-up; the latter must be in writing to the Executive.

There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

The Executive shall decide when ordinary meetings of the Society shall be held, and shall give at least seven (7) days' notice to members, excluding the AGM or a Special General Meeting.

9. OFFICERS & THE EXECUTIVE

Members of the Executive are Trustees of the Charity. Newly appointed officers will be informed of their responsibilities as a Trustee and issued with guidance sourced from the Charities Commission

Nominations for the election of Officers and Chairs of Committees shall be made in writing to the Honorary Secretary at least fourteen (14) days 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. The elections of Officers shall be completed prior to the election of further Executive members. Nominees for election as Officers or Executive 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 Executive has the power to invite a representative from any Gold Business member to become a member of the Executive Committee.

The Officers of the Society shall consist of:-

- Chairman
- Vice Chairman
- Honorary Secretary
- Honorary Treasurer

Officers of the Society will each be appointed for a period of two years and shall be eligible for re-election at the Annual General Meeting.

To ensure continuity of the business of the Society, elections for Officers will be staggered over a rolling two-year cycle: Year 1 Chairman and Treasurer will be elected; Year 2 Vice Chairman and Treasurer will be elected and so forth.

A President and Vice-President may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting. The Executive shall have the power to fill casual vacancies occurring among Officers of the Society.

10. THE EXECUTIVE

The Executive shall be responsible for the management and administration of the Society. The Executive shall consist of the Officers, Group Coordinators, Co-opted members, and Gold business member representatives. The Executive shall have power to co-opt further members as and when required to provide specialist support and advice. All members of the Executive (including those co-opted) are trustees with voting rights. The President and Vice President(s) may attend any meetings of the Executive but have no voting rights at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. The Executive shall meet not less than five times a year at intervals of not more than two months apart and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. The quorum shall comprise one-third of the members of the Executive which must include one Officer and one Group Coordinator. The Executive shall have the power to fill vacancies occurring among the members of the Executive between General Meetings.

11. WORKING GROUPS (formerly Committees)

The Executive may constitute such Groups, from time to time, as shall be considered necessary for such purposes as shall be thought fit. Groups shall appoint a Coordinator for election at the AGM, and a Deputy Coordinator and a Secretary from their number, and all actions and proceedings of each group shall be reported to and be confirmed by the Executive, as soon as possible. Members of the Executive may be members of any group and membership of a group shall be no bar to appointment to membership of the Executive. Groups shall be subordinate to and may be regulated or dissolved by the Executive.

Officers will treat all group discussions in strict confidence, and only release information outside of meetings as directed by the Chair.

12. DECLARATION OF INTEREST

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 Working Groups) 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.

13. EXPENSES OF ADMINISTRATION AND APPLICATIONS OF FUNDS

The Executive 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 Executive in furtherance of the purposes of the Society.

14. INSURANCE

The Society and its Officers will be insured for

- Public & Products Liability
- Personal Accident
- Contents, Stock, Buildings & Money
- Events expenses (cancellations)
- Trustee/Committee/Officer Management Liability

We will source insurance through our membership of Civic Voice

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

16. TRUSTEES

Any freehold and leasehold property acquired by the Society shall, and if the Executive so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as the Executive 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. A trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointment as such by the Executive. 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.

17. AMENDMENT TO THE CONSTITUTION

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, provided that 7 (seven) 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 provided further that no amendment shall be made to Clause 2, Clause 18 or this Clause until the approval in writing of the Charity Commission or other authority having charitable jurisdiction shall have been obtained.

18. NOTICES

Any notice required to be given by this Constitution shall be deemed to be duly given via email or last recorded postal address notified to the Honorary Secretary.

19. 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 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 community groups, organisations or charitable institutions having objects similar or reasonably similar to those herein before declared as shall be chosen by the Executive and approved by 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 Civic Voice.

Signed:

Name: Paul Cartwright Chairman Pontefract Civic Society

Date: 27th March, 2019