



## CONSTITUTION

### Name of the Society

- 1 The Society shall be called the "Harrogate Civic Society"

### Object

- 2 The Object of the Society is to protect, preserve and enhance the character, amenities and environment of Harrogate and its environs by any such means as are deemed charitable and which may include arranging lectures, attending meetings with local authority representatives, submitting comments on planning applications and other proposals affecting Harrogate and District, and in particular its conservation areas .

### The Committee

- 3.a. Save for matters reserved for a General Meeting the management of the Society shall be vested in the Committee. The powers of the Committee are described in Article 6.
- b.. Membership the Committee shall consist of four Officers as Chairman; Vice-Chairman; Secretary and Treasurer or other such Officers as the Society in General Meeting shall from time to time determine, together with up to twelve additional Members. All Members of the committee (including Officers) shall hold office for a period of 1 year. All Officers and other Members of the Committee may be re-elected for a further term or terms of office. The Chairman of the Committee shall also be the Chairman of the AGM. If the Chairman cannot attend the AGM the Vice Chairman shall act as Chair for that meeting.
- c. The Committee shall have the power to appoint Officers when necessary to fill casual vacancies.
- d. Nominations for Officers and Members of the Committee shall be made in writing and signed by a Proposer and Secunder who are members of the Society and be received by the Secretary at least 14 days before the AGM.



- e. The Committee may at any time co-opt members of the Society, with their agreement, to serve on the Committee provided that there are not more than six co-opted members on the Committee at any time and the total Committee does not exceed eighteen in number. Any co-opted Committee members shall be put forward for election at the next Annual General Meeting .
- f. The Committee shall hold regular meetings to manage the affairs of the Society. Such meetings shall be held in Harrogate. The quorum shall be three or the number nearest to one-half rounded-up of the total number of committee members, whichever is the greater or such larger number as may be decided from time to time by the committee members.
- g All Committee Officers, Committee Members and co-opted Committee Members shall have one vote at Committee meetings unless there is a tied vote in which case the Chairman shall have a second casting vote. Decisions will be subject to a simple majority.
- h. A resolution in writing signed by a majority of the Committee members entitled to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held.
- i. The Committee may draw up and observe Rules of Committee procedure for the proper conduct of committee proceedings.

## **Membership**

- 4.
  - a. Membership of the Society shall be open to any person aged 16 or over who supports the Object of the Society and who has paid the annual subscription as laid down from time to time by the Committee.
  - b. Any member whose subscription is more than three months in arrears shall cease to be a member of the Society.
  - c. Any member may determine his or her membership at any time by notice in writing to the Secretary.
  - d. The Committee may by unanimous vote and for good reason terminate the membership of any member of the Society provided that the individual shall have the right to be heard by the Committee before a final decision is made.



- e. Any member of the Society may submit in writing to the Secretary or other Officer any matter relevant to the Object for the Committee to consider at the next convenient meeting.
- f. Any member of the Society with a personal, financial or professional interest in any subject to be discussed by the Society in any meeting or in Committee should declare such interest before speaking and this shall be recorded in the Minutes.

### **Subscriptions, Donations and Appeals**

- 5.
  - a. The amount of annual subscription shall be fixed by the Committee. Subscriptions shall be payable annually.
  - b. The Society shall have the power to accept donations or make special appeals for funds to be used for any purposes consistent with its Object.

### **Powers of the Committee**

- 6. In furtherance of its Object but not otherwise the Committee may exercise the following powers on behalf of the Membership:
  - a. Power to raise funds and to invite and receive contributions provided that the Committee shall not undertake any substantial permanent trading activity and shall conform to any relevant legal requirements.
  - b. Power to purchase lease or exchange property goods and services necessary for the attainment of the Object and to maintain and equip any goods as required.
  - c. Power, subject to any consents required by law, to sell lease or dispose of property or assets owned by the Society.
  - d. Power to employ such staff (who shall not be members of the Committee nor their immediate families) as are necessary for the proper



pursuit of the Object and to comply with all legal provisions connected with the employment of such staff.

- e. Power to co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the Object and to exchange information and advice with them as appropriate.
- f. Power to appoint and constitute sub committees and advisory committees as required. The Committee may appoint one or more sub-committees consisting of 2 or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.
- g. Power to promote, broadcast or disseminate information and other material as may be appropriate in furtherance of the Object.
- h. Power to promote, support or oppose planning or other applications or proposals by statutory bodies which are relevant to the Object.
- i. Power to call an Annual General Meeting and Special General Meetings as required.
- j. Power to do other such lawful things as are necessary for the achievement of the Object, which may include incurring professional fees where the advice or assistance of a third party is required

## **Finance**

7.

- a. The Treasurer shall keep accounts of all monies received and expended by the Society
- b. The Treasurer shall present a financial report to the Committee, at intervals no greater than 3 months
- c. The Treasurer shall present an Annual Account, verified as correct by another member of the committee or by an independent person, to the AGM.
- d. A bank account shall be opened on behalf of the Society and all cheques drawn on the account shall require the signatures of at least two members of the



Committee. The issuing of cheques of £800 or more shall require the prior approval of the committee.

- e. In the event that on-line banking is used any payment in excess of £250 but below £800 shall require the approval in writing, which shall include email, of another authorised cheque signatory. Any single item of expenditure involving payment of £800 or more shall require the prior approval of the committee.

### **Annual General Meeting**

8.
  - a. The financial year of the Society shall end on the last day of February and an Annual General Meeting shall be convened by the Secretary as soon thereafter as practicable and in any case within five months for the purpose of receiving the Chairman's and Treasurer's Annual Reports and to elect Committee Officers and Members as required and to consider any other business.
  - b. No fewer than fourteen days' notice of the AGM shall be given either by individual notification to members or by notice in a local newspaper.
  - c. The AGM shall be held in Harrogate. The quorum shall be the same as that for a Committee meeting as set out in 3(f) above.
  - d. All members present, including Committee members shall have one vote unless there is a tied vote in which case the Chairman shall have a second casting vote. Votes shall be by simple majority except votes to amend the Constitution or to dissolve the Society - see Articles 10 and 11.

### **Special General Meeting**

9.
  - a. A Special General Meeting shall be convened either by the Committee or on receipt of a Memorandum signed by at least twenty per cent of the current members whose subscriptions are currently up to date stating the purpose thereof. Such a meeting shall be held within eight weeks of the receipt of the Memorandum unless an Annual General Meeting is due to take place within twelve weeks of the receipt of the Memorandum in which case the Special General Meeting shall be delayed to coincide with the Annual General Meeting



- b. Any special General Meeting shall be notified to all members giving a minimum of fourteen days notice and shall be held in Harrogate
- c. The quorum requirements for a Special General Meeting shall be the same as an Annual General Meeting.

### **Alterations to the Constitution**

- 10. 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 at least **14** day notice of the proposed amendment has been given to all members, and provided that nothing contained therein shall authorise anything which would cause the Society at any time to cease to be a charity in law, and provided further that no amendment shall be made to Article 2, Article 11 or this Article until , if required, approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

### **Dissolution of the Society**

- 11. 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. If a motion for the dissolution of the Society is to be proposed the 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 shall be transferred to one or more charitable institutions having objects similar or reasonably similar to those herein before declared as shall be chosen by the Committee and approved by the meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution the Committee will arrange for the minute books of the Society and its accounting books and records (including cash books, invoices and receipts) to be kept for at least three years after the year they were made.

As amended at the Special General Meeting dated 16<sup>th</sup> May 2023