

# GRIMSBY, CLEETHORPES AND DISTRICT CIVIC SOCIETY

## Constitution

### 1. NAME

The name of the Society shall be Grimsby, Cleethorpes and District Civic Society

### 2. OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising Grimsby, Cleethorpes and district which area 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 educate 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 its Executive Committee shall have the following powers:

- 1) To promote civic pride in the area of benefit.
- 2) To promote research into subjects directly connected with the Objects of the Society and to publish the results of any research.
- 3) To act as co-ordinating body and co-operate with local authorities, planning committees, and all other statutory authorities, voluntary organizations, charities and persons having aims similar to those of the Society.
- 4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- 5) To publish papers, reports and other literature.
- 6) 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.
- 7) To hold meetings, lectures and exhibitions.
- 8) To educate public opinion and to give advice and information.
- 9) 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.
- 10) To acquire, by purchase, gift or otherwise, property whether subject to any special 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 necessary.
- 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 the individual

members of the Society shall in no case extend the amount of their respective annual subscription.

- 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 who are interested in actively furthering the 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, association, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A corporate 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 corporate member shall give particulars in writing to the Honorary Secretary of such representative. The subscriptions of a member joining the Society in the three months preceding the 31<sup>st</sup> March in any year shall be regarded as covering the membership for the Society's year commencing on the 1<sup>st</sup> April following the date of joining the Society.

### 4. SUBSCRIPTIONS

The subscription shall be:

Life members	<i>Not currently adopted</i>
Two or more life members of the same household, each	<i>Not currently adopted</i>
Full members per annum	<i>£15</i>
Two or more full members in the same household, each per annum	<i>Not currently adopted</i>
Junior members per annum	<i>£0.50</i>
Corporate members per annum	<i>£75</i>

### 5. MEETINGS

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

The Committee shall decide when ordinary meetings of the Society shall be held. Special General Meetings of the Society shall be held at the request of fifteen or more members whose subscriptions are fully paid up.

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

The Committee shall give at least 7 days' notice to members of all Meetings of the Society.

## 6. OFFICERS

Nominations for the election of Officers shall be made in writing to the Chairman at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must be first obtained. The elections of Officers shall be completed prior to the election of further Committee members. Nominees for election as Officers or Committee 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 Officers of the Society shall consist of at least 3 from the following, and dependent on those positions not vacant at the time of elections held:

Chairman

Vice-Chairman

Honorary Treasurer

Honorary 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 Vice-President may also be elected at a General Meeting of the Society, for a period to be decided at such as meeting. The Executive Committee shall have the power to fill casual vacancies among Officers of the Society.

## 7. THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for the management and administration of the Society. The Executive Committee shall consist of the Officers and other ordinary members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). 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 a tie in the number of votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Chairman at least 14 days 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 vacancies, a ballot shall take place in such a manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The Executive Committee shall not meet less than six times a year at intervals of not more than two months and all members shall be given Notice of each meeting. The quorum shall be agreed as being a number deemed appropriate upon the occasion of the AGM by members of the Executive Committee. The Executive Committee shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between General 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 confirmed by, the Executive Committee as soon as possible. Sub-committees shall be subordinate to, and may be regulated or dissolved by, the Executive Committee.

#### 9. 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 Committee or Sub-Committee) at which he or she may be present, to declare such interest and he or she shall not discuss such items (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 the payment of the administration and management expenses and the setting aside to reserve such items 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.

#### 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 nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by special trusts affecting any property in the hands of the Executive Committee.

#### 12. TRUSTEES

Any freehold and leasehold property acquired by the Society, 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 Trustee shall be at least three in number or a trust corporation. The power of appointment of a new trustee 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 hereof shall thereafter be qualified to act as a trustee until re-appointed as such by the Executive Committee. The Chairman 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. TRUSTEES

- a) A Trustee is, as defined in Charities Act 1993, section 97, 'persons having the general control and management of the administration of a charity'.

- b) The Executive Committee of GCdCS has overall management and control of the Society, with at least three members of the Committee named as Trustees (and therefore their contact details) with the Charity Commission.
- c) The power of appointment of a new Trustee shall be vested in the Executive Committee.
- d) 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 until re-appointed as such by the Executive Committee.
- e) The Chairman 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.
- f) 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.
- g) Any freehold and leasehold property acquired by the Society, 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.

#### 14. ACCOUNTS

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of the Act ) with regard to:

- 1. the keeping of accounting records for the Society
- 2. the preparation of the annual statements for the Society
- 3. the auditing and independent examination of the statements of account of the Society: and
- 4. the transmission of the statements of account of the Society to the Charity Commission.

14b.

Charity reserves: building resilience

- To hold income in reserve of an amount to be decided annually by the Executive
- This reserve shall be of amount which will ensure the Society's ability to function for the following year

#### 15. ANNUAL REPORT

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011) 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 should one be appropriate according to Commission rules.

#### 16. ANNUAL RETURN

The Executive Committee shall comply, where appropriate, with their legal obligations under the Charities Act 2011 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Charity Commission should one be appropriate according to Commission rules (2011 Act: *Income under £10,000..... need [only] to report your income and spending*).

#### 17. AMMENDMENTS

This constitution may be amended by a two thirds majority of members present at the Annual General Meeting or Special General Meeting of the Society. 28 days notice of the proposed amendment must be 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 providing further that no amendment shall be made to Clause 2, Clause 18 or this Clause until the approval in writing of the Charity Commissioners 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 if presented to member[s] at the address last notified to the 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 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 of the Society shall be transferred to such one or more charitable institutions having objects similar to those 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, the minute book and other records of the Society shall be deposited with Civic Voice.

Autumn 2023