



COLCHESTER CIVIC SOCIETY

CONSTITUTION

Name

- 1 The name of the Society shall be: "Colchester Civic Society".

Objectives

- 2 The Objectives of the Society shall be to promote and encourage the following objectives by charitable means only:
- (a) To encourage high standards of architecture and Town Planning in the City of Colchester.
 - (b) To stimulate public interest in and care for the beauty, history and character of the area of the City and its surroundings.
 - (c) To encourage the preservation, development and improvement of features of general public amenity and of historic interest.
 - (d) To pursue these ends by means of meetings, exhibitions, lectures, publications, other forms of instruction and publicity and the promotion of schemes of a charitable nature.
 - (e) To co-operate with other local, regional and national organisations in the pursuit of similar Objectives on a broader geographical basis.

Members and Membership

- 3 Membership is open to any person interested in furthering the Objectives and who is admitted to membership by the Executive Committee.

3.1 A Member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

3.2 The Executive Committee may determine criteria for membership and may set a procedure and requirements for applying for, governing and administering membership. The Executive Committee is not obliged to admit membership to any person or organisation satisfying such criteria.

3.3 The Executive Committee may delegate the power to admit Members and administer the membership scheme(s).

3.4 The Executive Committee may establish different classes of Members and may recognise one or more classes of Associate Members and set out membership rights and obligations in Regulations.

3.5 The Executive Committee may determine subscriptions for Members and Associate Members which may be at different rates, including nil, for different Members or categories of Membership. All Members must pay the subscriptions that the Executive Committee determines.

3.6 Each Member which is an organisation or corporate body must appoint one authorised representative and may at any time by giving notice in Writing cancel the appointment of its authorised representative and appoint another instead. An authorised representative is entitled to exercise on behalf of the Member the same powers as the Member could exercise if it were an individual Member of the Charity, including the right to attend, vote and speak at General Meetings.

Ending of Membership

4 A Member stops being a Member if:

- (a) the Member resigns by giving notice in Writing to the Society unless after the resignation there would be fewer than two remaining Members;
- (b) Membership of the Society will lapse if subscriptions are not paid by the 30 April following a reminder that unless subscriptions are paid by that date then membership shall lapse;
- (c) the Member dies or, in the case of an organisation, ceases to function or is wound up.

4.1 The Executive Committee or the Members in General Meeting, may resolve to remove a Member from membership or an Officer from office, on the basis that it is in the best interests of the Society that the membership or appointment is terminated, by giving the Member/Officer notice in Writing, provided that:

- (a) no later than 10 working days after receiving that notice, the Member or Officer may appeal in Writing to the Society against the termination;
- (b) the appeal will be considered and determined at a meeting of the Executive Committee or by a committee appointed by either the Members in General Meeting or the Executive Committee as appropriate and;
- (c) the Member has the right to be heard at the meeting, accompanied should they wish, by a friend who may speak on their behalf, or may make written representations to it. The meeting shall either confirm the termination or reinstate the Member.

4.2 A list of all members including contact details and other relevant information will be kept by the Society principally for the purposes of communication with the membership and the administration and furthering of the Objectives of the Society. The details gathered at the time of joining and as subsequently updated or modified are held on the understanding that they will

only be used or disclosed as authorised by the Member or as otherwise required or permitted by law.

President, Vice President(s) and other Honorary Positions

5 The Executive Committee or a General Meeting of Members may appoint and likewise remove, a President, and Vice President(s) of the Society and/or other Honorary positions. Such posts carry no voting or other rights unless the such persons have separately been admitted as ordinary members of the Society, where they may then exercise such rights and are subject to such obligations, as their ordinary membership provides.

Equal Opportunities

6 The Society will not discriminate on the grounds of sex, race (including colour, ethnic or national origin), sexual orientation, disability, gender reassignment, religious or political belief, pregnancy or maternity, marital status or age.

Administration

7 The Society shall be administered by an Executive Committee, who shall also be Trustees of the Charity, consisting of not more than fourteen fully paid up Members of the Society. The Officers of this committee shall include as a minimum, the Society's Chair, Vice-Chair, Secretary and Treasurer.

7.1 The Executive Committee shall have broad discretion insofar as the administration of the Society is concerned and may do anything that is permitted by the Law of England and Wales to promote, further and achieve the Objectives of the Society provided that such action is not inconsistent with this Constitution.

7.2 The Members in General Meeting or the Executive Committee, may at their discretion, appoint other Trustees, Officers or Leads to fulfil specific roles. Such Trustees, Officers or Leads should be, or become, Members of the Society.

7.3 The Executive Committee shall be elected annually by the membership and its term of office shall commence or lapse as appropriate, at the end of the relevant Annual General Meeting.

7.4 Nominations must be received not less than seven days before the date of such meeting.

7.5 The President, Vice-President(s), and those occupying any other Honorary positions, may serve an indefinite term subject to the provisions of Clause 4 (ending of membership) and the absolute power of the Members in General Meeting to terminate their appointment.

7.6 The electorate shall consist of all fully paid up Members of the Society and voting will be conducted at a General Meeting.

7.7 All Officers and other members of the Executive Committee shall be eligible for re-election annually.

7.8 The Executive Committee may, but need not, fill any vacancy occurring among the Society's Trustees, Officers, Leads or on the Executive or any other committee between General Meetings and may do so if they deem fit, by co-option.

7.9 The term of office for co-opted members of the Executive Committee will run until the next General Meeting of Members when it will lapse. Co-opted members of the Executive Committee may be nominated for election at the next General Meeting. If not elected they may not continue or be re co-opted prior to the next General Meeting.

7.10 The Officers and Executive Committee shall have the powers to arrange activities, to make representations and public statements in line with it's policies on behalf of the Society and to employ (but not dispose of), the Society's assets (except those assets vested in the Society's Custodian Trustees), in furtherance of the Society's Objectives.

7.11 The Executive Committee may set up and establish by means of formal written terms of reference, subcommittees and working groups to provide advice and carry out specific functions on their behalf. The Chair or Lead of any such subcommittee or working group will be appointed by the Executive Committee normally (but not necessarily), from among their own number.

7.12 The Executive Committee may delegate through the written terms of reference to such sub-committees or working groups as it sees fit. Any such sub-committee or working group may act only in line with the Society's Constitution and their written terms of reference and/or delegation as set out by the Executive Committee.

7.13 The Executive Committee may make such regulations, or standing orders as it sees fit. These must be consistent with this Constitution. No such regulation etc., may be made which invalidates any prior act which would otherwise have been valid.

7.14 The Executive Committee, if quorate, may act despite any vacancy among its number but if the number of Executive Committee members falls below four, it may act only to summon a General Meeting of the Society or to appoint further Trustees and/or Executive Committee members.

7.15 The Executive Committee must hold at least four meetings each year. The quorum for such meetings shall be 50% of the total number of current members of the committee, present in person, by telephone or by suitable digital or electronic means agreed by the Executive Committee and in which all participants may communicate with all other participants.

7.16 The Executive Committee may act, meet, adjourn and run its meetings as it wishes, subject to this Constitution and the law of England and Wales.

7.17 The Society, if requested by any three Executive Committee Members, must call a General Meeting.

7.18 Committee and other meetings of the Society including General Meetings of Members may be held in person, by telephone, or by suitable electronic means agreed by the Executive Committee and in which all participants may communicate with each other.

7.19 If it is discovered that there was some defect in the procedure at a meeting, anything done before the discovery is valid.

7.20 The Annual General Meeting shall normally be held not later than 30 June or, exceptionally, fifteen months following the last Annual General Meeting.

7.21 At each Annual General Meeting, the Chair shall present a report on the Society's work during the past financial year. The Treasurer shall also present a statement of accounts for the past year.

7.22 A Special General Meeting may be convened at the request of the Executive Committee. Such a meeting must also be held where not less than ten (10) fully paid up members so request in writing to the Secretary. The Special General Meeting shall be convened within six weeks.

7.23 Three weeks written notice of any General or Special Meeting shall be given to all members together with the agenda and details of resolutions which it is intended to put to the vote. Notice of such a meeting shall also be prominently given on the Society's Website.

7.24 A quorum at any General Meeting shall consist of twelve members or 10% of the membership entitled to vote (whichever is the lesser), present in person, by telephone, digitally/electronically or by proxy.

7.25 Decisions at such meetings shall be by a simple majority other than decisions amending the constitution or a resolution to dissolve or wind up the Society (see Clause 13)

7.26 If the number of votes cast on each side is equal, the Chair of the meeting shall have an additional casting vote.

Written Agreement to Resolution

8 Except in the case of a resolution to remove a Trustee, Officer or Executive Committee Member before the expiry of their term, or as set out in Clause 10, Members of the Society or of one of its committees may pass a resolution without a meeting being held, provided that:

- (a) it is in writing;
- (b) a copy of the proposed resolution has been sent to every eligible Member of the Society or committee as appropriate;
- (c) it has been agreed in Writing by a majority of Members (or their duly authorised representatives) casting a vote;

- (d) the agreement is contained in a document or documents, including electronic versions, received by the Secretary within a period of 28 days beginning with the circulation date.

Proxies

9 Members may appoint a proxy who need not be a Member of the Society. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, or vote at any meeting of the Society or its committees.

9.1 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as they think fit.

9.2 An instrument appointing a proxy shall:

- (a) be in Writing executed by or on behalf of the appointer;
- (b) unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and
- (c) be deposited with the Secretary or with such other person as the notice for the meeting shall specify, at least 48 hours prior to the meeting or reconvened meeting

9.3 A vote given by proxy or by the duly authorised representative of a body corporate or organisation, shall be valid notwithstanding the previous termination of the authority of the person voting unless notice of the termination has been received by the Secretary.

Constitutional Amendment

10 The Constitution can be altered or amended only at an Annual or Special General Meeting for which proper notice has been given and then only if the proposed alterations or amendments receive at least a two-thirds majority of the votes cast, provided that no such alteration or amendment shall cause the Society to cease to be a Charity at law.

10.1 No alteration shall be made to Clause 2, 7 or 13 without the approval of the Charity Commissioners. Proposals for constitutional amendments shall be submitted at least 28 days prior to the first day of the month in which the Annual or Special General Meeting is to be held.

10.2 Nothing herein shall authorise any amendment permitting the expenditure of any funds of the Society on any object which is not a charitable purpose.

Finance

11 The Society's financial year shall end on 31 December.

11.1 All income and property of the Society shall be applied solely towards the promotion and execution of the Objectives of the Society as defined in Clause 2 and no portion thereof shall be paid or transferred directly or indirectly in any manner by way of

profit to any Trustee, Officer or other Member of the Society, provided that nothing herein shall prevent reimbursement of reasonable and proper out of pocket expenses incurred on behalf of the Society.

11.2 The Executive Committee shall cause proper books of accounts to be kept with respect to all sums of money received, held and expended by the Society and the matters in respect of which such receipts, holding and expenditure take place.

11.3 The Society's accounts shall be audited annually by one or more auditors or external examiners appointed by the members in the General Meeting.

11.4 A copy of the audited accounts shall be available to all members of the Society.

11.5 The Society shall procure and maintain appropriate insurance to cover its activities and assets, public liability and to indemnify individual Trustees and Officers against personal liability.

Trustees For Holding Real Property

12 In furtherance of its Objectives, the Society may acquire land and/or buildings and may raise and if necessary, borrow money for the purpose of acquiring land and/or buildings.

12.1 The title of any real property which may be acquired by or for the purpose of the Society shall be vested in "Custodian" Trustees separate from and additional to the Trustees of the Society as a Charity. They shall be appointed by the Executive Committee of the Society and shall enter into a Deed of Trust setting forth the purpose and conditions under which they hold the said property in trust for the Society.

The number of Custodian Trustees shall be not less than two (2) nor more than four (4). The Custodian Trustees shall individually or together, present a report on their activities to the Annual General Meeting. The report is to be separate from the report of the Executive Committee.

Dissolution

13 The Society may be dissolved by a resolution passed by not less than three quarters of those members present with voting rights at a Special General Meeting called for that purpose and for which twenty eight days prior notice has been given. Such a resolution may give instructions for the disposal of any assets held by the Society after all debts and liabilities have been paid. The balance left shall be transferred to such one or more charitable bodies having objectives similar to those of the Society as may be chosen by the Special General Meeting and approved by the Charity Commissioners for England and Wales.

Definitions.

14 The terms within this Constitution have the meanings given below unless the context requires otherwise:

12.1 'fully paid up member' refers to those members of the Society who have paid in full, any subscriptions or other sums due to the Society. For the avoidance of doubt, it also includes any member where their class of membership does not require payment of a subscription and where no other sums are owed.

14.2 'in writing' and 'written' includes communication by facsimile or other digital or electronic means as well as by traditional hard copy.

14.3 'Trustee' means the Trustees of the Colchester Civic Society, a Charity registered with the Charity Commission of England and Wales. Registration number 237885.

14.4 'Custodian Trustee' refers to any Trustee duly appointed under Clause 12 and who has entered into a Deed of Trust with regard to holding land and/or buildings in trust for the Society.

14.5 'present' includes those attending in person, by proxy, or by participating in a meeting or other event, in real time, by telephone or by other digital or electronic means.