

LUDLOW CIVIC SOCIETY

Registered Charity No 238328

Constitution adopted at Annual General Meeting 22nd May 2002

1. Name The name of the Society shall be "Ludlow Civic Society" (hereinafter called "the Society").

2. Objects* The Society is established for the benefit of the public in Ludlow and its environs in South Shropshire and has the following purposes:

- (a) To secure the protection, conservation and, where possible, improvement of features of the town that are of historical or other public interest
- (b) To stimulate public interest in the town's beauty, character and history
- (c) To promote and encourage high standards of architecture and planning
- (d) To offer informative talks, discussions and other meetings about the history, geography, architecture and natural history of the area

In furtherance of the said purposes but not otherwise the Society in General Meeting or through its Committee shall have the following powers:

- (1) To encourage civic pride in the area, to inform public opinion and to provide advice
- (2) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research
- (3) To arrange meetings, lectures and exhibitions
- (4) To act as a co-ordinating and consultative body and to co-operate with local authorities, planning committees, voluntary organisations and persons in pursuit of any of the Society's objects
- (5) To raise funds and to invite and receive contributions by way of subscription, donation or otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose
- (6) To acquire property by purchase, gift or otherwise, whether subject to special trusts or not, and, subject to any legal consents, to dispose of any such property by sale, lease or mortgage and to realise any funds of the Society as shall be deemed necessary
- (7) To borrow or raise money, subject to any necessary legal consents, for the objects of the Society on such terms and security as the Committee (hereinafter referred to) may think fit, but so that the liability of individual members of the Society shall in no case exceed the amount of their individual subscription, whether life members or not
- (8) To do all such other lawful things as are necessary to achieve the objects of the Society.

3. Membership

- (a) Membership shall be open to all interested in actively furthering the Society's objects.
- (b) There shall be no increase in, nor replacement of, existing Life Members of the Society. Save for the existing Life Members, all membership shall be in one of three categories - personal or corporate or associate - and all shall be on the basis of an annual subscription.
- (c) No personal or corporate member shall be entitled to vote in any consultation of the membership if his or her subscription is in arrears at that time.
- (d) Membership shall lapse if the annual subscription remains unpaid three months after it is due.
- (e) Corporate members shall be such associations, organisations, educational bodies or businesses as are interested in actively promoting the objects of the Society. Each shall be entitled to appoint a representative to vote and take part in all consultations of the membership. Before exercising these rights, the corporate member shall have given written notice to the

Society's Secretary of the name of the appointed representative.

- (f) Associate members shall be those who comply with Clause 3(a) above but who are under the age of 18 when their subscription falls due. They shall be entitled to speak at any meeting of the Society but not to vote.
- (g) When a Special General Meeting is called for the purpose of obtaining a decision of its existing members on any matter or matters, then the membership of the Society shall remain frozen until such time as the matter or matters have been disposed of by the Special General Meeting or otherwise.

4. Subscriptions

- (a) The annual subscriptions for personal, corporate and associate members shall be such sums as the Society may determine on the recommendation of its Committee at an Annual General Meeting or Special General Meeting. Presidents and Vice-Presidents shall pay no subscription.
- (b) The annual subscription shall be due on 1st September each year, or upon joining the Society.
- (c) The subscription of a member joining the Society in the three months preceding 1st September shall be held to cover membership for the Society's year as from that date.

5. Meetings

- (a) An Annual General Meeting shall be held in or about the month of May each year to receive the Committee's report and audited or independently-examined accounts, prepared in accordance with the requirements of the Charity Commissioners, and to elect the Officers of the Society and members of the Committee.
- (b) Twenty-five fully paid-up members present, or one tenth of the then total paid-up membership (whichever is the less) shall be a quorum for a meeting of the Society. The names of those present shall be recorded.
- (c) The Committee shall decide when and where ordinary meetings of the Society shall be held
- (d) Special General Meetings shall be held on the direction of the Committee or on the written request of twenty-five or more fully paid-up members (other than associate members) to the Secretary. Such meetings shall be held not less than 14 days nor more than 30 days after the Secretary's receipt of a written request. The names of those present shall be recorded.
- (e) The Committee shall give at least 14 days notice of meetings of the Society, except that meetings of the Committee may be called at shorter notice in matters of urgency.
- (f) Except where otherwise required by this Constitution (Clauses 6(c), 14, 17 and 5(g) and 5(h) below), voting at meetings of the Society shall be by show of hands and a simple majority of those voting shall suffice to carry the resolution that is before the meeting.
- (g) On matters of unusual importance, the Committee may decide by a majority of those present that members of the Society shall be consulted by a postal ballot in advance of an Annual General Meeting or a Special General Meeting. Votes so cast shall be counted and added to those cast at the meeting. No person may vote at the meeting who has already voted by post.
- (h) A postal ballot of the whole membership shall also be taken in the same way on any resolution put forward by twenty-five or more paid-up members of the Society as the subject of an Annual or Special General Meeting, if those members so request or a majority of the Committee so decides.

6. Officers of the Society

- (a) The Officers of the Society shall be
 - Chairman
 - Vice-Chairman
 - Honorary Secretary (referred to herein as "the Secretary") and
 - Honorary Treasurer.

- (b) Nominations for the election of Officers shall be made in writing to the Secretary at least 14 days before the Annual General Meeting. The Chairman shall not be eligible for re-election in the year after completing four consecutive years in that office. Any nomination must be supported by another member as seconder and the consent of the nominee must first have been obtained. A President and Vice-Presidents may also be elected at a General Meeting, for periods to be decided at such a meeting. They shall be entitled to attend and speak at any meeting of the Society or its Committee but shall have no right to vote. The Committee of the Society shall have the power to fill casual vacancies occurring among Officers of the Society.
- (c) In the event of a contested election, there shall be a secret ballot of those members present. In the event of a tie, the Society's Chairman (or the Vice-Chairman in the instance of the election of the Chairman) shall have a second or casting vote
- (d) All Officers of the Society shall be elected before the further members of the Committee are elected.
- (e) Nominees for Officers or other members of the Committee shall declare at the Annual General Meeting where their election is under consideration, any professional or financial interest known or likely to be of concern to the Society.

7. The Committee

- (a) The Committee shall consist of the four Officers of the Society and not more than ten other members of the Society.
- (b) All Officers and other members of the Committee shall retire annually at the Annual General Meeting but shall be eligible for re-election.
- (c) Nominations and the election procedure for ordinary members of the Committee shall follow the rules laid down for the election of the Officers.
- (d) The Committee shall be responsible for the management and finance of the Society and may take decisions on the Society's behalf.
- (e) The Committee shall meet at least six times during the Society's year.
- (f) Five members present shall constitute a quorum for Committee meetings
- (g) The Committee shall have the power to fill casual vacancies among the Officers and up to three casual vacancies among its other members between Annual General Meetings.
- (h) The Committee shall have authority to co-opt further members of the Society to attend in an advisory and non-voting capacity for such purposes and periods as the Committee shall define.
- (i) If a Committee member is absent from 50% or more of the Committee meetings in one year, his or her Committee membership shall automatically lapse and such member shall not be eligible for re-election in the subsequent year unless the outgoing Committee shall resolve to the contrary before the next Annual General Meeting.

8. Sub-Committees

- (a) The Committee may appoint, from time to time, sub-committees for such purposes and duration as it shall decide and appoint any Chairman and/or Secretary of such sub-committee.
- (b) All proceedings and proposed actions of such sub-committees shall be reported back to and confirmed or otherwise by the Committee as soon as possible.
- (c) Members of the Committee may be a member of one or more sub-committees
- (d) Authority to regulate or dissolve any sub-committee shall be vested in the Committee.

9. Declaration of Interest

Any member of the Society who is in any way directly or indirectly interested, professionally or financially, in any matters discussed at any of the Society's meetings (including Committee or subcommittee meetings) at which he or she is present, shall declare such interest and take no part in its discussion or any voting thereon, except by express invitation of the Chairman of the Committee.

10. Administration and Expenses

- (a) The Committee shall pay the administration and management costs of the Society out of its funds.
- (b) After so doing, and reserving such further sums to meet contingencies as may be considered expedient, the Committee shall apply the Society's remaining funds in furtherance of the objects of the Society.

11. Investment

All monies belonging to the Society, and not required for immediate application to its objects, shall be invested by the Committee in such investments, securities or property as it may deem fit, subject to such approval, authority or consent from the Charity Commissioners as may be legally required, or by any special trusts applicable to property in the hands of the Committee.

12. Insurance

The Committee shall effect any third party and/or public liability insurance on behalf of the Society it may consider necessary to cover the Society's members in the course of their authorised pursuit of the Society's objects, or their occupation of any building or other accommodation, temporary or otherwise, for this purpose.

13. Trustees

- (a) Any freehold or leasehold property acquired by the Society shall be, and any other of the Society's property if the Committee so resolves may be, invested in a minimum of three Trustees or a trust corporation.
- (b) As from time to time the Committee may decide, the Trustees shall deal with the property accordingly.
- (c) Authority to appoint new Trustees shall vest in the Committee.
- (d) A Trustee (not being a trust corporation) must be a member of the Society but no former member shall be appointed as a Trustee whose membership has lapsed under Clause 3(d) above, unless and until re-appointed as such by the Committee,
- (e) The Secretary shall from time to time give the Trustees written notice of any amendment to their duties or constitution and the Trustees shall not be bound by these unless such notice has been given.
- (f) The Society shall indemnify the Trustees in their duties (including proper trustee charges of any trust corporation appointed) and liability under this indemnity shall be a proper administrative expense.

14. Amendments*

This constitution shall not be amended nor in any part rescinded except by resolution of a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society provided that:

- (a) Twenty-eight days notice of the amendment or rescission proposed has been given to all members
- (b) No amendment or rescission shall be authorised so as to result in the Society ceasing to be a Charity in law
- (c) No amendment or rescission shall be made to Clause 2, or to this Clause or to Clause 17 of this Constitution without first obtaining the written approval of the Charity Commissioners or other body having charitable jurisdiction.

15. Notice

Any notice required to be given under this Constitution shall be deemed to be duly given if left at the address last notified to the Secretary by any member, or within two days of posting to that address by prepaid first or second class post.

16. Resignation

Any member wishing to resign from the Society, the Committee or any sub-committee, shall give written notice of this to the Secretary and at the same time shall return to the Secretary any work, property, papers or material belonging to the Society which temporarily may be in his or her possession. Resignation shall not be deemed effective until this has been done.

17. Dissolution*

- (a) The Society may be wound up and dissolved by resolution of a two-thirds majority of members voting at an Annual General Meeting, or Special General Meeting, of the Society confirmed by a simple majority voting at a Special General Meeting held not less than 14 days after the previous meeting.
- (b) If the Society's dissolution is to be proposed at an Annual General Meeting or Special General Meeting this shall be specifically referred to when notice of such meeting is given
- (c) On the dissolution of the Society being resolved, its available funds, after payment of any proper debts and expenses, shall be transferred to one or more charitable institutions or organisations having the same, or reasonably similar, objects to those set out in Clause 2 hereof, which the Committee shall select and which shall be approved by the Meeting of the Society at which the decision to dissolve is confirmed.
- (d) On the dissolution of the Society, its minute books, papers, records and other memorabilia shall be deposited with the Shropshire County Record Office at Shrewsbury.

*** Note: Clauses marked with this asterisk * may not be altered except with the written approval of the Charity Commissioners.**