



THE MALVERN CIVIC SOCIETY RULES

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The name of the Society will be the Malvern Civic Society.

The Society is established for the public benefit for the following purposes (its charitable objects) in the area comprising Malvern and the surrounding countryside which area shall hereinafter be referred to as the 'area of benefit':

- To promote high standards of planning and architecture in or affecting the area of benefit.
- To educate the public in the geography, history, natural history and architecture of the area of benefit.
- 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 should have the following powers:

1. GENERAL

- 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 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, exhibitions and other events.
- h) To educate and 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 providing 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 Committee shall deem acceptable.
- m) To do all such other lawful things as are necessary for the attainment of the said purposes.
- n) To take out insurance:
 - o) (i) to cover all members against all risks on Society business
 - p) (ii) to cover members of the Executive against claims for negligence.

2. MEMBERSHIP

- a) The Society seeks to be an equitable, diverse and inclusive organisation that welcomes membership by all who are interested in actively furthering its purposes.
- b) No member shall have power to vote at any meeting of the Society if their subscription is in arrears at the time. Junior members shall be those 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.
- c) Corporate members shall be such societies, associations, 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 a representative exercises their right to vote the corporate member shall give particulars in writing to the Secretary of this representative.
- d) Members joining between October and December will be regarded as members for the full following membership year, starting 1 January.

3. SUBSCRIPTIONS

The subscription shall be such reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable on or before 1 January each year.

Membership shall lapse if the subscription is unpaid three months after it is due.

4. MEETINGS

- a) An Annual General Meeting shall be held in or about February of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Committee.
- b) The Committee shall decide when ordinary meetings of the Society shall be held.
- c) Special General Meetings of the Society shall be held at the written request of fifteen or more members whose subscriptions are fully paid up. Thirty fully paid-up members personally present shall constitute a quorum for a Special Meeting of the Society.
- d) The Committee shall give at least fourteen days' notice to members of all Meetings of the Society.

5. OFFICERS

Nominations for the election of Officers (Trustees) shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting.

Such nominations must be supported by a seconder and the consent of the proposed nominee must first have been obtained.

The election 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:

President

Chair

Vice Chairs [up to three]

Honorary Secretary

Honorary Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting.

The Executive Committee shall have the power to fill vacancies occurring among the Officers of the Society from existing members of the Society. Such vacancies to be confirmed at the first possible meeting.

The Chair shall not serve more than five years continuously.

The Executive Committee shall have the power to co-opt members to fill officer vacancies occurring within the year.

In addition, Honorary Vice-Presidents may also be put forward for election at the Annual General Meeting. These non-executive posts are the agreed recommendations of the Executive Committee and are valid for one year. These posts are not Trustee posts.

6. THE EXECUTIVE COMMITTEE

- a) The Executive Committee comprises Trustees who shall be responsible for the management and administration of the Society.
- b) The Executive Committee shall consist of the Officers and not less than four and not more than twelve other Trustee members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity).
- c) In the event of an equality in the votes cast, the Chair shall have a second or casting vote.
- d) Honorary Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting.
- e) Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations must be supported by a seconder and the consent of the proposed member must first have been obtained. If the nominations exceed the number of vacancies a ballot shall take place in such manner as shall be determined.
- f) All members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society.
- g) The Executive Committee shall meet not less than four times a year at intervals of not more than three months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. The quorum shall, comprise one half of the voting members of the Executive Committee.

7. SUB COMMITTEES

- a) The Executive Committee may form sub-committees as shall be deemed necessary for Society business and shall delegate such powers of decision as shall be reasonable. The Chair of any sub-committee shall be a full Member of the Executive Committee.
- b) The Chair, and Secretary of each sub-committee shall be approved by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to

the Executive Committee on a regular basis.

- c) Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of another sub-committee.
- d) Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

8. 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 they may be present to declare such interest and they shall not discuss such an item (except by invitation of the Chair) or vote thereon.

9. 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 of such sums 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.

10. INVESTMENT

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

11. TRUSTEES

Should the Society acquire any freehold or leasehold property, this property shall be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. In such an event, it will be necessary to add to these rules to cover for the appointment and duties of these trustees. All rule changes to be approved by the Charity Commissioners.

12. AMENDMENTS

These rules may be amended by a two-thirds majority of fully paid-up members present at an Annual General Meeting or Special General Meeting of the Society:

- provided that 28 days' notice of the proposed amendment has been given to all members
- 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
- providing further that no amendment shall be made to the Charitable Objects of the Society as defined above, the rules for winding up the Society or to this clause covering amendments until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

13. NOTICES

Any notice required to be given by these rules shall be deemed to be duly given if left at, sent by pre-paid post or by email addressed to the address of that member last notified to the Secretary.

14. 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 charitable institutions having objects similar or reasonably 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 books and other records of the Society shall be deposited with The Hive, (Worcestershire's public archive).