



Nottingham Civic Society
Registered Charity No. 504768

CONSTITUTION

1 NAME The name of the Society shall be Nottingham Civic Society.

2 OBJECTIVES The Society is established for the public benefit for the following purposes in the area comprising the City of Nottingham which area shall hereinafter be referred to as the “area of benefit”:

- (i) to promote high standards of planning;
- (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;
- (iv) to support and enhance the life and development of the area of benefit, with particular reference to the built and natural environment.

In furtherance of the said purposes but not otherwise the Society through its Board of Trustees 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 such research;
- (3) To act as a co-ordinating body and to co-operate with the local authority, planning committees, other environmental bodies and all other local and statutory bodies, voluntary organisations, 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 other associated events;

- (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, donations and otherwise: provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose;
- (10) To take and accept any gifts of property, whether subject to any special trusts or not;
- (11) 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 Board of Trustees shall think fit, but so that the liability of individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions;
- (13) To do all such other 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 their subscription is in arrears at the time. Family / joint membership shall be open to two or more individuals at the same address. Student members shall be those in full-time education 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, 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 representative exercises their right to vote, the Corporate member shall give particulars in writing of such representative to the Chair of the Board of Trustees. The subscription of a member joining the Society in the three months preceding the first of January in any year shall be regarded as covering membership of the Society's year commencing on the first of January following the date of joining the Society.

4 SUBSCRIPTIONS

The annual subscription shall be such reasonable sum as the Board of Trustees shall determine and it shall be payable on or before 31 January each year. Membership shall lapse if the subscription is unpaid three months after it is due. Life membership can be taken at a subscription determined by the Board of Trustees.

5 MEETINGS

An Annual General Meeting shall be held in or about May / June of each year to receive the audited accounts for the period ended on the previous 31 December, to receive the Board of Trustees' report and to elect Officers and Members of the Board of Trustees. The Board of Trustees shall decide when ordinary meetings of the Society shall be held and shall give at least 7 days' notice of such meetings to all members. Special General Meetings of the Society shall be held at the written request of members representing not less than 20 of the existing membership of the Society and whose subscriptions are fully paid up. 20 members personally present shall constitute a quorum for a Meeting of the Society.

6 OFFICERS

The Board of Trustees may appoint a President and Vice Presidents; these posts are not subject to election.

Nominations for the election of Officers shall be made in writing at least 14 days before the Annual General Meeting. Such nominations shall be supported by a proposer and 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 Board of Trustee members. Nominees for election as Officers or Board of Trustee 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:

Chair
Vice Chair
Secretary
Treasurer

all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting, except that the Chair or Co-Chairs shall not be eligible for re-election after holding that Office for the three consecutive years preceding. They may be nominated again after the lapse of one year. The Board of Trustees shall have the power to fill casual vacancies occurring among the Officers of the Society.

7 THE BOARD OF TRUSTEES

The Board of Trustees shall be responsible for the management and administration of the Society. The Board of Trustees shall consist of the Officers and no fewer than 10 or more than 15 elected members. The Board of Trustees shall have the power to co-opt up to four additional members who shall be full members of the Board of Trustees, with voting rights. In the event of an equality in the votes cast, the Chair of the meeting will have a second or casting vote. Nominations for election to the Board of Trustees shall be made in writing at least 14 days before the Annual General Meeting. They must be supported by a proposer and seconder and the consent of the nominee 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. Members of the Board of Trustees shall be elected annually at the Annual General Meeting of the Society; outgoing members may be re-elected. The Board of Trustees shall meet not less than six times a year at intervals of not more than two months and all Board of Trustee members shall be given not less than 7 days' notice of such meetings. The quorum shall, as near as may be, comprise one third of the members of the Board of Trustees.

8 SUB-COMMITTEES

The Board of Trustees may constitute such sub-committees as from time to time shall be considered necessary for such purposes as shall be thought fit. Members of the Board of Trustees may be members of any sub-committee and membership of a sub-committee shall be no bar to membership of the Board of Trustees. Sub-committees shall be subordinate to and may be regulated or dissolved by the Board of Trustees. Sub-committees shall have defined terms of reference with regard to financial accountability and membership.

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

10 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Board of Trustees 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 Board of Trustees 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 Board of Trustees in or upon such investments, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent whether by the Charity Commission as may for the time being be required by law or by the special trusts affecting any property in the hands of the Board of Trustees.

12 TRUSTEES

Any freehold and leasehold property acquired by the Society shall, and if the Board of Trustees so directs any other property belonging to the Society may, be vested in Trustees who shall deal with such property as the Board of Trustees may from time to time direct. Any Trustees shall be at least four in number or a trust corporation. The power of appointment of new Trustees shall be vested in the Board of Trustees. A Trustee need not be a pre-existing member of the Society but no person whose membership lapses by virtue of paragraph 3 hereof shall thereafter be qualified to act as a Trustee unless and until re-appointed as such by the Board of Trustees. The Chair 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 proper administrative expense.

13 ACCOUNTS

The Board of Trustees shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that 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 independent examination of the statements of account of the Society;

- 4) The transmission of the statements of account of the Society to the Charity Commission.

14 ANNUAL REPORT

The Board of Trustees shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of the annual report and its transmission to the Charity Commission.

15 ANNUAL RETURN

The Board of Trustees shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of the annual return and its transmission to the Charity Commission.

16 AMENDMENTS

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 14 days' notice of the proposed amendment has been 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 provided further that no amendment shall be made to Clause 1, Clause 18 or this clause until the approval in writing of the Charity Commission or other authority having charitable jurisdiction shall have been obtained.

17 NOTICES

Any notice required to be given by the Constitution shall be deemed to be duly given if left at or sent by prepaid post or electronically to the address of that member last notified to the Society.

18 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 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 or reasonably similar to those herein before declared as shall be chosen by the Board of Trustees 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 Nottinghamshire Archives.

*UPDATED IN ACCORDANCE WITH CHARITY COMMISSION GUIDELINES
NOVEMBER 2023. (Adopted at AGM Dec 2023.)*