

THE MALVERN CIVIC SOCIETY RULES

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

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

- To encourage high standards in the planning, management and development of the built and natural environment and infrastructure, and promote sustainable development and the prudent use of resources in or affecting the area of benefit.
- To stimulate and educate the public, particularly by promoting understanding and appreciation of the geography, history, architectural heritage and character of the area of benefit.
- To promote the conservation, protection, development and improvement of the built and natural environment and infrastructure in the area of benefit.
- To support and promote initiatives which encourage the development of a strong and active community 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 and exhibitions.
- h) To educate public opinion and to give advice and information.
- i) To acquire by purchase, gift or otherwise, property whether subject to any special trust or not.
- j) 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.
- k) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise providing subject to i) and j) above that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- 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 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.
- m) To do all such other lawful things as are necessary for the attainment of the said purposes.
- n) To take out insurance:
 - (i) to cover all members against all risks on Society business
 - (ii) to cover members of the Executive Committee against claims for negligence.
- o) To operate a risk assessment policy which the Executive Committee will review annually and modify appropriately to take account of any desirable changes in working practices.

2. MEMBERSHIP

- a) Membership shall be open to all who are interested in actively furthering the purposes of the Society.
- b) 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 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 his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of this representative.
- d) The subscription of a member joining the Society in the three months preceding 1st October in any year shall be regarded as covering membership for the Society's year commencing 1st October following the date of joining the Society.

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 1st October 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 November of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Executive Committee.
- b) The Executive 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 members personally present shall constitute a quorum for a meeting of the Society.
- d) The Executive Committee shall give at least fourteen days' notice to members of all Meetings of the Society.

5. OFFICERS

Nominations for the election of Officers shall be made either by the Executive Committee or 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 Executive Committee members.

Nominees for election as Officers or Executive 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

Chairman

Vice Chairmen [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.

Vice-Presidents may also be elected at the Annual General Meeting of the Society for a period of one year, and may thereafter be re-elected for further annual terms at successive Annual General Meetings.

The Executive Committee shall have the power between Annual General Meetings to fill vacancies (including Officer vacancies) from existing members of the Society.

The Chairman shall not serve more than five years continuously.

6. THE EXECUTIVE COMMITTEE

- a) The Executive Committee 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 members. The Executive Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity).
- c) Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote.
- d) 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.

e) All members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society,

f) 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 members of the Executive Committee.

7. SUB COMMITTEES

a) The Executive Committee may form sub-committees and such other groups as shall be deemed necessary for Society business and shall delegate such powers of decision as shall be reasonable. The Chairman of any sub-committee shall be a full member of the Executive Committee.

b) The Chairman 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 and be confirmed by the Executive Committee.

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 the Executive Committee or any sub-committee) at which he or she may be present to declare such interest and he or she shall not discuss such an item (except by invitation of the Chairman) 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. Each member of the Executive Committee shall be deemed to be a trustee 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. In the event of the acquisition of such property, it will be necessary to add to these rules to cover for the duties of these trustees. All such rule changes shall need to be approved by the Charity Commissioners.

12. AMENDMENTS

These rules 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 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 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 Malvern Museum Trustees.

These Rules were approved by Malvern Civic Society at the Annual General Meeting held on 11 November 2016.