

## **1. NAME**

The name of the Society shall be “CARDIFF CIVIC SOCIETY” (CSS)

## **2. OBJECTS**

The Society is established for the public benefit for the following purposes in the area comprising the county and city of Cardiff (which area shall hereinafter be referred to as “the area of benefit”):

- to promote high standards of planning, architecture and environment in or affecting the area of benefit.
- to educate the public in the environment (geography), history, natural history and architecture of the area of benefit with the aim of inspiring the appreciation of the rich culture and heritage of the area and improving the quality of the environment.
- to secure the preservation, conservation, 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, shall have the following powers:

- to promote civic pride in the area of benefit
- to promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- to act as a coordinating 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.
- to promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- to publish papers, reports and other literature.
- 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.
- to hold meetings, arrange lectures and exhibitions and organise visits.
- to educate public opinion and to give advice and information.
- to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- to acquire by purchase, gift or otherwise, property whether subject to any special trust or not.
- 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.
- 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.

## **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 his or her subscription is in arrears at the time.

### ***CONSTITUTION: CARDIFF CIVIC SOCIETY***

*(last amended at AGM 12th June 1996)*

Junior members shall be those aged 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. Student members shall be those over 18 years engaged in full time education at the time their subscription is due.

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 his or her right to vote, the corporate member shall give particulars in writing to the Honorary Secretary of such representative.

#### **4. SUBSCRIPTIONS**

The subscriptions and membership levels shall be set annually by the Executive Committee by December and be the subscription for the following financial year (that is 1st April until 31st March)

Membership subscriptions shall be payable on joining or by the 1st April of each year. The subscriptions of a member joining the society in the three months preceding 31st March in any year shall be regarded as covering membership for the Society's year commencing on 1st April following the date of joining the Society. Membership shall lapse if the subscription is unpaid three months after it is due.

#### **5. MEETINGS**

An Annual General Meeting shall be held each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Executive Committee.

The Executive Committee shall decide when ordinary meetings of the Society shall be held by giving at least 14 days notice to members

Special General Meetings of the Society shall be held at the written request of ten or more members whose subscriptions are fully paid up. Twenty members personally present shall constitute a quorum for a meeting of the Society.

The Executive Committee will meet at least six times a year on dates to be agreed at its first meeting after the AGM. Special meetings of the Executive Committee can be called at the request of at least one third of the Executive Committee members.

Executive Committee meetings will be de facto meetings of the trustees of the charity.

#### **6. OFFICERS**

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Nominations can only be accepted at the Annual General Meeting where no nomination has been received for a particular post. Such nominations shall 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:

Chair  
Vice-Chair  
Secretary  
Treasurer  
Membership Secretary  
Communications officer

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

A President and Vice-Presidents may also be elected at a General Meeting of the Society, for periods to be decided at such a meeting.

The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

## **7. EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the management and administration of the Society.

The Executive Committee shall consist of the Officers and not less than four and not more than six additional members. The President and Vice-Presidents are ex-officio members of the Executive Committee.

In the event of an equality in the votes cast, the Chair shall have a second or casting vote.

Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary before the beginning of the Annual General Meeting, and the consent of the proposed 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 Executive Committee shall be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected.

The quorum shall, as near as may be, comprise one third of the members of the Executive Committee.

The Executive Committee shall have the power to fill casual vacancies occurring among the members of the Executive Committee between Annual General Meetings.

The voting members of the Executive Committee are appointed the charity trustees.

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*(last amended at AGM 12th June 1996)*

## **8. SUB-COMMITTEES**

The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible.

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 the Executive Committee.

Sub-committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

## **9. DECLARATION OF INTEREST**

It shall be the duty of every Officer or Member of the Executive Committee or Sub-Committee who is in any way directly or indirectly interested financially or personally in any item discussed at any Committee meeting at which he or she is present, to declare such interest and he/she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

## **10. EXPENSES OF ADMINISTRATION AND APPLICATION 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.

## **11. INVESTMENT**

All monies at any time belonging to the Society and not required for immediate application of its purposes shall be invested by the Executive Committee in or upon such investments, 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 the special trusts affecting any property in the hands of the Executive Committee.

## **12. TRUSTEES**

The voting members of the Executive Committee will fulfil the role and obligations of charity trustees and ensure that the Society complies with all current legal requirements of the Charity Commission.

Any freehold and leasehold property acquired by the Society shall, and if the Executive Committee so directs, any other property belonging to the Society, may be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct.

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 a proper administrative expense.

### **13. 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 28 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.

### **14. NOTICES**

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

### **15. 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 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 Civic Trust, Wales