# Constitution

**CONSTITUTION OF THE LANCASTER CIVIC SOCIETY**
**November 2020 – revision June 2022**

**PART 1 ADMINISTRATION AND MANAGEMENT**
**1. Administration and management**
1.1. The Society and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

**2. Name**
2.1. The name of the Society is the Lancaster Civic Society. The Society is a charity registered with the Charity Commission (no 258434) and is referred to in this document as "the Charity “The officers and other members of the Executive Committee shall be the Trustees of the Charity and in this Constitution, are together called ‘the Executive Committee’(see section 4).

**3. Objects**
3.1. The Charity is established for the public benefit to promote and encourage the following objects within the area administered by the Lancaster City Council (‘the area of benefit’)and in exceptional circumstances its environs to improve the quality of life for the people of this area by charitable means but not otherwise
3.1.1 To encourage high standards of architecture and town planning.
3.1.2 To stimulate public interest in and care for the beauty, history, and character of the area.
3.1.3 To encourage and actively participate in the preservation, development, and improvement of features of general public amenity or historical interest.
3.1.4 To engage with, co-operate with, and assist any and all regulatory, statutory, corporate and other bodies and organisations
a) in the economic development and regeneration of the area of benefit
b) in promoting and protecting the environment of the area of benefit c) in responding to the challenges of climate change in the area of benefit
3.1.5 To pursue these ends by means of meetings, exhibitions, lectures, publications, other forms of instruction and publicity, and promotion of schemes of a charitable nature.

4**. Officers and the Executive Committee**
4.1. The Charity and its property shall be managed and administered by the Executive Committee comprising the officers and other members elected in accordance with this Constitution. The officers and other members of the Executive Committee shall be the Trustees of the Charity and in this Constitution, are together called ‘the Executive Committee’.
4.2. The Charity shall have the following officers:
4.2.1. A chair,
4.2.2. A vice-chair,
4.2.3. A secretary,
4.2.4. A treasurer.
4.3. A member of the Executive Committee must be a member of the Charity or the nominated representative of a member organisation.
4.4. No one may be appointed a member of the Executive Committee if he or she would be disqualified from acting under the provisions of Clause 18.
4.5. The number of members of the Executive Committee shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
4.6. A member of the Executive Committee may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.
4.7. All the officers and members of the Executive Committee shall retire from office together at

the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed.
4.8. Nobody shall be appointed as a member of the Executive Committee who is aged under 18.

**5. Appointment of Officers and the Executive Committee**

5.1. The Charity in general meeting shall elect the officers and the other members of the Executive Committee.
5.2. The Executive Committee may appoint any person who is willing to act as a Trustee. Subject to sub-clause 16.4, they may also appoint Trustees to act as officers.
5.3. No-one may be elected an officer or a member of the Executive Committee at any annual general meeting unless prior to the meeting the Secretary is given a notice of nomination that:
5.3.1. is signed by a member entitled to vote at the meeting;
5.3.2. states the member's intention to propose the appointment of a person as an officer or a member of the Executive Committee;
5.3.3. is signed by the person who is to be proposed to show his or her willingness to be appointed.
5.4. The Executive Committee may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office
5.5 The Executive Committee may co-opt a member of the society to serve on the Executive Committee. In doing so the Executive Committee must specify the purposes of the co-option. Any person so co-opted will not have voting powers and will serve from the date of the agreed co-option to no later than the next Annual General Meeting.

**6. Powers of Trustees**

6.1. The Executive Committee must manage the business of the Charity and has the following powers to further the Objects (but not for any other purpose):
6.1.1. to raise funds and to invite and receive contributions. In doing so, the Executive Committee shall not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
6.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
6.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 117 – 122 of the Charities Act 2011 (or any statutory re-enactment or modification of that Act);
6.1.4. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Executive Committee must comply as appropriate with sections 124 – 126 of the Charities Act 2011 (or any statutory re-enactment or modification of that Act), if they intend to mortgage land;
6.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
6.1.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
6.1.7. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
6.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
6.1.9. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
6.1.10. to open and operate such bank and other accounts as the Executive Committee considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 (or any statutory re-enactment or modification of that Act);
6.1.11. to appoint and constitute such advisory committees as the Executive Committee may think fit.
6.1.12. to do all such other lawful things as are necessary for the achievement of the Objects.

6.2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
6.3. Any Executive Committee meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee

**7. Disqualification and removal of Executive Committee members**
A member of the Executive Committee shall cease to hold office if he or she:
7.1. is disqualified from acting as a member of the Executive Committee by sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
7.2. ceases to be a member of the Charity or a member organisation
7.3 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months;
7.4. is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months and the Executive Committee resolve that his or her office be vacated; or
7.5. resigns as a member of the Executive Committee by notice to the Charity (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
7.6. receives a vote of no confidence which is passed by a 2/3rds majority at a general meeting of the charity; a vote of no confidence must be proposed in writing to the Trustees, with the reasons for it, by a full member of the Charity at least 14 days before the general meeting where it is to be proposed, and the Trustee (or their representative) must be given a chance at that general meeting to answer the specified reasons before the vote is taken.

**8. Meetings and proceedings of the Executive Committee**
8.1. The members of the Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
8.2. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
8.3. The person elected as the Chair shall chair meetings of the Executive Committee.
8.4. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
8.5. The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Executive Committee.
8.6. Matters requiring a decision arising at a meeting of the Executive Committee must be decided by a majority vote.
8.7. In the case of an equality of votes, the person who chairs a meeting of the Executive Committee shall have a second or casting vote.
8.8. No decision may be made by the Executive Committee unless a quorum is present at the time the decision is made.
8.9. The quorum shall be two or the number nearest to one-third of the total number of members of the Executive Committee, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee.
8.10. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Committee member is not entitled to vote.
8.11. If the number of members of the Executive Committee present is less than the number fixed as the quorum, the continuing members or member may act only for the purpose of filling

vacancies or of calling a general meeting.
8.12. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
8.13. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
8.14. The proceedings of the Executive Committee shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member.

**9. Conflicts of interests and conflicts of loyalties**
9.1. A member of the Executive Committee must:
9.1.1. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
9.1.2. Absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). Any member of the Executive Committee absenting himself or herself from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

**10. Saving provisions**
10.1. Subject to sub-clause 21.2 of this clause, all decisions of the Executive Committee, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
10.1.1. who is disqualified from holding office;
10.1.2. who had previously retired or who had been obliged by this Constitution to vacate office;
10.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Executive Committee at a quorate meeting.
10.2. Sub-clause 21.1 of this Clause does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee of Charity Trustees if, but for subclause
10.1, the resolution would have been void, or if the Charity Trustee has not complied with clause 9 (Conflicts of interests and conflicts of loyalties).

**11. Delegation**
11.1 The Executive Committee may delegate any of its powers or functions to one or more sub-committees which include three or more trustees and/or other members of the charity nominated by the trustees (except in the case of Lancaster Vision see 11.1.3 below) to make any inquiry or supervise or perform any function or duty which in the opinion of the Executive Committee would be more conveniently carried out by a sub-committee subject to the following conditions (and any other conditions agreed by the Executive Committee)
11.1.1 the terms of any such delegation must be recorded in the Executive Committee minutes and any referenced supporting documents
11.1.2 that an accurate written record of all acts and proceedings of any such sub-committee shall be presented to the next available meeting of the Executive Committee
11.1.3 at least three trustees and/or other members [appointed by the trustees]of Lancaster Civic Society being present at the meeting of the sub-committee; except in the case of Lancaster Vision where at least three trustees must be present and be in agreement with all matters agreed by this sub-committee.
11.1.4 that no financial expenditure or commitment to expenditure is incurred without the prior agreement of the Executive Committee
11.1.5 The relevant powers are to be exercised exclusively by the subcommittee to whom they are delegated; ‘Lancaster Vision’ and ‘Planning’ shall be considered such sub-committees amongst others which may be determined by the Executive Committee.

The following matters shall be delegated to "**Lancaster Vision**"
a) To proactively engage with, co-operate, and assist any and all regulatory, statutory, corporate and other bodies in the economic development and regeneration of the area of benefit and;
b) undertake appropriate actions, initiatives, and actions in pursuance of a] above.
The following matters shall be delegated to "**Planning**"
a) To receive, consider, draft and submit comments on planning applications that Lancaster Civic Society is consulted on.
b] To engage in pre-application discussions with parties submitting planning applications.
c] Wider planning issues which may be brought to the attention of either the Executive Committee or the Planning Group should be dealt with through negotiation between the two bodies.
11.2. The Executive Committee may revoke or alter a delegation.

**12. Dissolution**12.2.1. If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Where the members have resolved to dissolve the Charity the Trustees will remain in office as 'Charity Trustees' and be responsible for winding up the affairs of the Charity in accordance with this clause**.** Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission (the 'Commission').

**PART 2 MEMBERSHIP**

**13. Membership**
13.1. Membership of the Charity shall be open to:
131.1. Individuals who are interested in furthering the Charity's work and who have paid any annual subscription laid down from time to time by the Executive Committee, and
13.1.2. Any unincorporated association or body corporate which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this Constitution a 'member organisation').
13.1.2.1. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternative person to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
13.1.2.2. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
13.2. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned, or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee accompanied by a friend, before a final decision is made.

**14. General meetings**
14.1 There shall be an annual general meeting of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.
14.2 Every annual general meeting shall be called by the Executive Committee. All the members of the Charity shall be entitled to attend and vote at the meeting.

14.3 The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
14.4. General meetings shall be chaired by the person who has been elected as Chair. If the Chair is not present within fifteen minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee members present shall chair the meeting**.**
14.5. All general meetings other than annual general meetings shall be called special general meetings.
14.6. The Executive Committee may call a special general meeting at any time.
14.7. The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.
14.8. The Secretary or other person specially appointed by the Executive Committee shall keep a record of proceedings at any general meeting of the Charity.

**15. Notice**
15.1. The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
15.2. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
15.3. The notice must be given to all the members.

**16. Quorum**
16.1. No business shall be transacted at any general meeting unless a quorum is present.
16.2. A quorum is:
16.2.1. Twenty members entitled to vote upon the business to be conducted at the meeting; or
16.2.2. Five percent of the total membership at the time, whichever is the greater.
16.3. The authorised representative of a member organisation shall be counted in the quorum.

**17. Votes**
17.1. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
17.2. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**18. Amendment of constitution**
18.1. The Charity may amend any provision contained in Part 1 of this Constitution provided that:
18.1.1. No amendment may be made that would have the effect of making the Charity cease to be a charity at law:
18.1.2. No amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Charity;
18.2. No amendment may be made to Clause 2, (the name of the Charity), Clause 4 (Application of Income and Property), Clause 5 (Executive Committee members not to be interested), Clause 12 (Dissolution) or this Clause, without the prior consent in writing of the Commission.
18.3. Any resolution to amend a provision of Part 1 of this Constitution is to be passed by not less than two thirds of the members present and voting at a general meeting.
18.4. Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

18.5. The Executive Committee should promptly send to the Commission a copy of any amendment made under this Clause.

**19. Representatives of other bodies**

19.1. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
19.2. The member organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the member organisation until written notice to the contrary is received by the Charity.
19.3. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the member organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the member organisation.

**20. Notices**

20.1. Any notice required by this Constitution to be given to or by any person must be:
20.1.1. in writing; or
20.1.2. given using electronic mail communications.
20.2. The Charity may give any notice to a member either:
20.2.1. personally or
20.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
20.2.3. by leaving it at the address of the member; or
20.2.4. by giving it using electronic mail communications to the member's address.
20.3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
20.4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
20.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
20.6. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
20.7. A notice shall be deemed to have been given 48 hours after the envelope containing it was posted or, in the case of an electronic mail communication, 48 hours after it was sent.

**PART 3 FINANCIAL MATTERS**

**21. Accounts, Annual Report, Annual Return**

21.1. The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:
21.1.1. the keeping of accounting records for the Charity;
21.1.2. the preparation of annual statements of account for the Charity;
21.1.3. the auditing or independent examination of the statements of account of the Charity;
21.1.4. the transmission of the statements of account to the Commission where Commission thresholds are exceeded;
21.1.5. the preparation of an annual report and its transmission to the Commission;
21.1.6. the preparation of an annual return and its transmission to the Commission.

**22. Investments**

22.1. The Executive Committee must ensure that:
22.1.1. funds in excess of day to day requirements held by the Charity are lodged with a banking institution to maximise return thereon.

22.1.1.1. if funds in excess of day to day requirements are to be invested in a form other than in cash these investments shall be held by or on behalf of the Charity, either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
22.1.1.2. if a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
22.1.2. terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
22.1.3. the Executive Committee may remove the holding trustees at any time.

**23. Receipts and expenditure**
23.1. The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Charity, at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

**24. Application of income and property**
24.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
24.1.1. Members of the Executive Committee'[ see section 4 ] and members of the Charity are entitled to be reimbursed from the property of the Charity or may pay out of such property such reasonable expenses properly incurred by him or her when acting on behalf of the Charity to deliver authorised activities.
24.1.2. A Member of the Executive Committee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
24.2. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not a Trustee from receiving:
24.2.1. A benefit from the Charity in the capacity of a beneficiary of the Charity;
24.2.2. Reasonable and proper remuneration for any goods or services supplied to the Charity.

**25. Executive Committee Members not to be personally interested**
25.1. No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

**26. Benefits and Payments to Executive Committee members and connected persons**
26.1. No Charity Trustee or connected person may:
26.1.1. buy or receive any goods or services from the Charity on terms preferential to those applicable to other members of the Charity;
26.1.2. sell goods, services or any interest in land to the Charity;
26.1.3. be employed by, or receive any remuneration from the Charity;
26.1.4. receive any other financial benefit from the Charity.

**27. Interpretation**
27.1. In this constitution 'connected person' means:

27.1.1. a child, parent, grandchild, grandparent, brother or sister of the Trustee
27.1.2. the spouse or civil partner of the Trustee or of any person falling within sub-clause 27.1.1 above
27.1.3. a person carrying on business in partnership with the Trustee or with any person falling within sub-clause 27.1.1 or 27.1.2 above
27.1.4. an institution which is controlled
27.1.4.1. by the Trustee or any connected person falling within subclause 27.1.1, 27.1.2, or 27.1.3 above, or
27.1.4.2. by two or more persons falling within sub-clause 27.1.4.1, when taken together
27.1.5. a body corporate in which
27.1.5.1. the Charity Trustee or any connected person falling within subclauses 27.1.1 to 27.1.3 has a substantial interest, or
27.1.5.2. two or more persons falling within sub-clause 27.1.5.1 who, when taken together, have a substantial interest
27.1.6. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause

**This constitution was adopted by the members of the Charity at a Special General Meeting held on 4th November 2020**

**The signatures below are those of the Officers of the Lancaster Civic Society.**

**Mr. J Regan (Chair)**

**Ms. D Lamb (Vice-Chair)**

**Mr. D Morgan (Treasurer)**

**Mr. J Wilkie (Secretary)**