

CONWY VALLEY CIVIC SOCIETY
CYMDEITHAS TREFTADAETH DYFFRYN CONWY

CONSTITUTION

1. NAME

The name of the Society shall be the CONWY VALLEY CIVIC SOCIETY (CYMDEITHAS TREFTADAETH DYFFRYN CONWY).

2. OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising the watershed of the Conwy River, south of the Afon Canol, which area shall hereinafter be referred to as "the area of benefit".

- (i) To stimulate public interest in the area of benefit.
- (ii) To promote high standards of planning and architecture in or affecting 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.

In furtherance of the said purposes but not otherwise the Society through its Executive Committee shall have the following powers:-

- (1) To promote research into subjects directly connected with the objects of the Society and to publish the results of any such research.
- (2) To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organizations, charities and persons having aims similar to those of the Society.
- (3) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- (4) To publish papers, reports and other literature.
- (5) 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.
- (6) To hold meetings, lectures and exhibitions.
- (7) To educate public opinion and to give advice and information.
- (8) 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.
- (9) To take and accept any gifts of property, whether subject to any special trusts or not.
- (10) 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.
- (11) 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.
- (12) 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 his or her subscription is in arrears at the time. The subscriptions of a member joining the Society in the three months preceding 31 March in any year shall be regarded as covering membership for the Society's year commencing on 1 April following the date of joining the Society.

4. SUBSCRIPTIONS

The annual subscription shall be:-

Single members	£7.00
Family members (two votes)	£10.50
Corporate members (one vote)	minimum £12.00

or such other reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable on 6 April each year. Membership shall lapse if the subscription is not paid three months after it is due.

5 MEETINGS

An Annual General Meeting shall be held in or about May of each year to receive the Executive Committee's report and audited accounts and to Elect Officers and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held.

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

The Committee shall give at least 7 days' notice to members of all Meetings of the Society.

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. 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:-

Chairman
Vice Chairman
Honorary Secretary
Honorary Treasurer
Programme Secretary

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 THE EXECUTIVE

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 7 and not more than 16 other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). The Officers and members of the Committee shall normally be resident or work in the area of benefit but the Committee shall have power to co-opt additional members from outside the area of benefit. The President and 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. 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. They must be supported by a seconder 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 Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee. The Executive Committee shall have power to fill up to three casual vacancies occurring among the members of the Executive Committee between General Meetings.

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 professionally 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 for 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 whether by the Charity Commissioners or the Secretary of State for Education and Science 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

Any freehold and leasehold property acquired by the Society and, if the Executive Committee so directs any other property belonging to the Society, shall be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The power of appointment of new trustees shall be vested in the Executive Committee. A trustee need not be a member of the Society, but no person whose membership lapses by virtue of clause 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee. The Honorary Secretary 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 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 at 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.

(Adopted 1979; amended 1998)

Amendment

At a Special General Meeting of the Society held on Sunday, July 4th 2010 it was resolved by the membership that the following clause of Item 7 of the Society's Constitution -

"The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting."

be amended to read -

"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."