RIPON CIVIC SOCIETY

Registered Charity Number 517434

CONSTITUTION

1 NAME

The name of the Society shall be the **Ripon Civic Society.**

2 OBJECTS

The Society is established for the public benefit for the following purposes in the area comprising The City of Ripon and surrounding villages, which shall hereinafter be referred to as "the area of benefit":-

(i) To promote high standards of planning and architecture in or affecting the area of benefit.

(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 the environment and 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 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 authorities, planning committees, and all other statutory authorities, 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 that furthers the Society's purposes throughout the area of benefit.

(5) To publish papers, reports and other literature.

(6) To make surveys and prepare maps and plans and to collect information in relation to any place, erection or building within the area of benefit.

(7) To hold meetings, lectures and exhibitions 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 acquire, by purchase, gift or otherwise, property whether subject to any special trust 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. The classes of membership shall be:

- Full Membership
- Joint Full Membership (two people living at the same address)
- Junior Membership
- Corporate Membership

- Patron Membership
- Life Membership
- Joint Life Membership (two people living at the same address)

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.

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.

Patron members shall be ordinary members who are willing to give extra support to the Society by paying an increased membership subscription. Patrons shall have the voting and other rights of ordinary members, but with their agreement their names shall be given such particular publicity as the Executive Committee shall from time to time determine.

Subscriptions shall be determined by the Executive Committee, and shall be payable on or before 1st February each year. Membership of the Society will run from 1st January to 31st December each year. The subscriptions of a member joining the Society in the three months preceding 1st January in any year shall be regarded as covering membership for the Society's year commencing on the 1st January following the date of joining 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. Membership shall lapse if the subscription is unpaid three months after it is due.

4 MEETINGS

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 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 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.

The Executive Committee may determine when exceptional circumstances require that Annual General and Extra-ordinary (Special General) Meetings may be held virtually provided due notice is given, and that consideration is given to those who do not have access to them. Postal voting will be allowed.

Ordinary meetings may also be conducted virtually in exceptional circumstances, but all members should be kept informed and should be able to express their views**.**

5 OFFICERS

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least fourteen 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

- all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting of the Society up to a maximum period in office of nine years. They may stand for re-election as an officer of the Society after a further year.

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

6 THE 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 five and not more than nine other members. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity). 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 fourteen 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 serve for three years, one third to be elected annually at the Annual General Meeting of the Society, and outgoing members may be re-elected for a further three years on two consecutive occasions but will then not be eligible for re-election for a further year. They may become a co-opted member during this period.

The Executive Committee, that is the main committee plus sub-committees, shall meet not less than four times a year at intervals appropriate for the Society's business and all members shall be given not less than seven days notice of each meeting. Meetings may be held virtually in exceptional circumstances. 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 up to three casual vacancies occurring among members of the Executive Committee between General Meetings.

7 PRESIDENT and VICE PRESIDENT

The position of President of the Society will be filled by invitation of the Executive Committee and will be offered to someone who is likely to give the Society enhanced stature and good support/advice. The President will normally serve for a period of five years unless he or she wishes to resign earlier or if, by a majority vote, the Executive Committee deems this would be advisable. The five-year term may be renewed by mutual consent.

A retiring President or retiring Chairman of the Society may be invited to become a Vice-President. The Executive Committee may nominate other Vice-Presidents at its discretion, to mark valuable work for the Society.

The President and Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting.

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

Members of the Society may be invited to join sub-committees as also may non-members of the Society where they demonstrate expert or otherwise special knowledge of the purpose of the sub-committee being formed.

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 or 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 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

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. 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 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 twenty-eight 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

All notice, information, correspondence, or business may be conducted electronically or by post and any notice required by these Rules shall be deemed to be given if left at or sent by post to the address of that member last notified to the Secretary, or emailed provided consent has been previously given in accordance with the Society's GDPR Policy.

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 fourteen 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 North Yorkshire County Record Office or such successor organisation as may then exist.

NOTES

*This **Constitution** was unanimously adopted at a Special General Meeting of the Society on 9th January 1986, chaired by the then Chairman Mr. J M Younge; and was registered by the Charity Commission on 10th July 1986.*
Changes were adopted

- *at Annual General Meetings of the Society on 11 November 1993 and 3rd November 1994, chaired by the then Chairman Dr W A Forster; and were registered by the Charity Commission on 21 March 1995*

- *at Annual General Meetings of the Society on 6 November 2003 and 4 November 2004, chaired by the then Chairman Mrs. D M Taylor; and were registered by the Charity Commission on 6 January 2005*
- *at an Extraordinary General Meeting of the Society on 2 December 2010, chaired by the then Chairman Mr. C D Winpenny; and was registered by the Charity Commission on 6 December 2010*
- *at Annual General Meeting of the Society on 6 November 2014, chaired by Mr. C D Winpenny; and was registered with the Charity Commission 15 November 2014,*
- *at Annual General Meeting of the Society on 2 November 2023, chaired by Mr R I C Taylor and was registered with the Charity Commission 5 October 2024.*