

## **CONSTITUTION OF THE RAINHILL CIVIC SOCIETY**

1. The name of the society is the **Rainhill Civic Society** (The Society)

### **2. Objects of the Society**

- a. 'The Society' is established for the public benefit for the following purposes in the area comprising Rainhill and its surroundings, which area shall hereinafter be referred to as 'the area of benefit'"
- b. To stimulate public interest in 'the area of benefit',
- c. To promote high standards of planning and architecture in or affecting 'the area of benefit',
- d. To secure the preservation, protection, development and improvement of features of historic or public interest in 'the area of benefit'.

In furtherance thereof the Society may:

- a. Arrange meetings, exhibitions, lectures, publications and other forms of instruction and publicity. If deemed necessary and with the approval of the Executive Committee these activities may take place remotely using 'Zoom', 'Teams' or another suitable platform.
- b. Make representation to local, governmental, and other authorities and bodies and to appear before any court, tribunal or enquiry or be represented there or at any other proceedings, and
- c. Co-operate with other bodies having similar or sympathetic aims or generally to do all such acts as shall further the active and corporate life of the Society and may lawfully be done by a body established only for purposes recognised by the law of England as charitable.

### **3. Membership**

- a. Any person of any age is eligible to be a member
- b. Applications for membership shall be determined by the Executive Committee

### **4. Officers and their duties**

The Society has the following officers who are elected to serve by the members for 1-year terms.

- a. Chairperson – who chairs all General Meetings and Executive Committee meetings when present.
- b. Vice Chairperson – who chairs General Meetings and Executive Committee meetings in the absence of the Chairperson.
- c. Secretary – who is responsible for keeping all books and records of the Society, including the members' register (containing the names, addresses and other relevant information provided by the members) and taking the minutes of all the meetings. Some of these duties may be delegated with the approval of the Executive Committee.
- d. Treasurer – who ensures that the financial affairs of the Society are kept in good order and that annual accounts and a report are submitted to the Executive Committee for it to place before the members at the Annual General Meeting.

- e. President and up to 2 Vice-Presidents who are 'Ex-Officio' members of the Committee. They may attend Executive Committee meetings but are unable to vote.

## **5. Executive Committee**

- a. The day to day running of the Society is under the control of the Executive Committee which consists of:
  - i. The 4 officers of the Society (a. – d. in paragraph 4 above)
  - ii. No more than 12 other members elected to serve for 1 year
- b. A quorum for Executive Committee meetings is 5
- c. The members present shall elect a deputy to chair the meeting whenever the Chairperson and Vice Chairperson are not present.
- d. Minutes of the Executive Committee must be available to members on request, provided that they do not contain confidential information.
- e. The Executive Committee has the following powers and responsibilities
  - i. Supervision and direction of the day to day running of the Society
  - ii. Preparation and presentation to the Annual General Meeting of a written report and its activities (annexing the annual accounts and the Treasurer's report).
  - iii. Appointment of subcommittees, whose membership must include one member of the Executive Committee, to which it may delegate powers and duties as the Executive Committee thinks fit.

## **6. Vacancies on the Executive Committee**

- a. The Executive Committee may appoint member(s) to fill any vacancies that may arise until the next Annual General Meeting.
- b. Any member so appointed must retire at the next Annual General Meeting but may be elected as a member of the Executive Committee at that meeting.

## **7. Financial year, accounts and auditors**

- a. The Society's financial year runs until 4<sup>th</sup> April. An income and expenditure account and a balance sheet must be made for that year.
- b. An individual who is not elected or co-opted to the Executive Committee, will be elected at the AGM by the members for a one-year term and will audit the annual accounts.

## **8. Re-election and further terms of office**

- a. Members are always eligible for further terms of office as members of the Executive Committee.
- b. Members are always eligible as auditors of the annual accounts.

## **9. Membership and subscriptions**

- a. There shall be the following classes of membership:
  - i. Family Membership
  - ii. Single Membership
- b. The fee for Family Membership will be £7 for each calendar year and must be paid by 31<sup>st</sup> August unless the Executive deem that it may be paid by instalments.
  - i. A new member joining within the first 6 months must pay 100% of the annual subscription and a new member joining after the first 6 months must

- pay between 0 and 50% of the annual subscription depending on the time of year when the member joined.
  - ii. Family Membership is available to and provides membership for 2 cohabiting adults and/or the parents of children and their children.
  - iii. Both adults are entitled to vote at the Annual General Meeting.
  - iv. The future level of subscription may be changed by a majority vote at the Annual General Meeting.
- c. The fee for Single Membership will be £5 for each calendar year and must be paid by 31<sup>st</sup> August unless the Executive deem that it may be paid by instalments.
  - i. A new member joining within the 1<sup>st</sup> 6 months must pay 100% of the annual subscription and a new member joining after the 1<sup>st</sup> 6 months must pay between 0 and 50% of the annual subscription depending on the time of year when the member joined.
  - ii. Single Membership is available to and provides membership for a single adult.
  - iii. The Member is entitled to vote at the Annual General Meeting.
  - iv. The future level of subscription may be changed by a majority vote at the Annual General Meeting.

## **10. Renewal of membership**

- a. Membership will automatically be renewed each year unless
  - i. The Member resigns on or before the last week of March or
  - ii. The Member fails to pay the new annual subscription by 31<sup>st</sup> August unless special arrangements have been agreed before that date.

## **11. Resignation from membership**

- a. A Member may resign at any time by giving formal/written notice to the Secretary.
- b. A Member who fails to pay the subscription within a time agreed will be deemed to have resigned from the Society unless special circumstances are in place that have been agreed by the Executive Committee.
- c. Any Member who, in the opinion of the Executive Committee, is deemed to have acted persistently in an inappropriate manner will be expelled from the Society.
- d. Any Member who resigns membership shall not be entitled to any rebate of subscription.
- e. All rights and interest in the Society will cease immediately upon resignation, expulsion and death.

## **12. Annual General Meeting of members**

- a. The Annual General Meeting of all members must be held in April each year (or failing that as soon as possible thereafter). The Secretary must notify members at least 14 days before stating the date, time, place and any business to be conducted. The business must include:
  - i. Presentation and explanation of the accounts for the past financial year and a budget for the current financial year, both of which should be approved by the members.
  - ii. Consideration of the annual report of the Executive Committee and / or Chairperson.
  - iii. Election of officers, members of the Executive and the auditors.
  - iv. Any other business or resolutions stated in the notice of the meeting.

- b. A quorum for the Annual General Meeting is 10 members including members of the Executive Committee.
- c. The Society's President shall chair the meeting. In the absence of the President the chairman will be a Vice President or the Chairperson.
- d. Written minutes of the meeting must be taken and made available to members.

### **13. Special General Meeting**

- a. At any time, the Executive Committee or a minimum of 4 members may call a Special General Meeting.
- b. There must be at least 21 days' written notice, stating the date, time and the business to be conducted.
- c. A quorum for the Special General Meeting must include 10 members including members of the Executive Committee.
- d. The Society's President shall chair the meeting. In the absence of the President this will be a Vice President or the Chairperson.
- e. Written minutes of the meeting must be taken and made available to members.

### **14. Notices of meetings etc.**

- a. Notices sent to members by the Secretary may be by post, email or by hand, using the registered contact details kept by the Secretary.
- b. Written notices sent by members to the Secretary may be delivered by post or email using the Secretary's contact details.

### **15. Resolutions and voting**

- a. Resolutions or decisions taken at the Annual General Meeting, Special General Meeting, Executive Committee and subcommittees will be decided by a simple majority unless otherwise stated.
- b. At the discretion of the person chairing the meeting, voting may be either by a show of hands or a formal ballot.
- c. Proxy voting is not allowed.
- d. If there is a tie, the person chairing the meeting will have the casting vote.

### **16. Trustees and Society property**

- a. There will be a maximum of 5 and a minimum of 3 Trustees.
- b. The Society's President and Treasurer shall be Trustees, together with a maximum of another 3 elected at the Annual General Meeting.
- c. The Annual General Meeting can vote to remove/appoint Trustees at any time, apart from the Treasurer who cannot be removed if he or she remains as Treasurer.
- d. A Trustee remains in post until death, resignation or removal by the Annual General Meeting.
- e. All property and cash must be used by the Trustees for the benefit of the Society.

### **17. Contractual obligations**

- a. The Secretary or designated member may enter into a contract as an agent for the Society, providing that the contract does not involve property or cash beyond the value of £50.

- b. All other contracts between the Society and any other person must be authorised by the Trustees and/or the Executive Committee.
- c. The Trustees and/or the Executive Committee shall identify the Member responsible for this contract who will act as an agent for the Society.

## **18. Indemnity and liability**

- a. Full indemnity out of Society funds is given to;
  - i. Trustees against all payments and other liabilities properly incurred by them as Trustees.
  - ii. Officers and other members of the Executive Committee against all payments and other liabilities properly incurred by them in the exercise of their duties and powers for the Society.
  - iii. Every Trustee, officer or member entering into any contract on behalf of members against all payments and other liabilities incurred by them in connection with that contract.
- b. The liability of Trustees, officers and other members entering into a contract for the Society and the liability of any member on whose behalf the contract is made is limited to the assets of the Society.
- c. The limit of each member's indemnity given to Trustees, officers and other members entering into a contract for the Society and the liability of any members on whose behalf the contract is made is limited to the assets of the Society.

## **19. Amendment of the rules of the Society**

- a. These rules may be amended at the Annual General Meeting with a majority of more than 66% of the total members present at the meeting.

## **20. Dissolution**

- a. The Society may be dissolved by a resolution passed by at least 66% of the members present when the vote is taken.
- b. The resolution takes place immediately unless a specified date is indicated not more than 4 weeks later.
- c. As soon as agreed the Executive Committee must:
  - i. pay or otherwise settle all debts and other liabilities
  - ii. and agree to pass the assets on to an organisation or Society that has similar aims and / or objectives.
- d. For this purpose, the Executive Committee may decide on the sale or other realisation of Society property as it thinks fit.

**Adopted at the Annual General Meeting  
26<sup>th</sup> April 2022**