

# Hythe Civic Society

(Registered Charity No. 283177)

## Constitution and Rules

**Adoption Date May 2016**

**First Amended May 2018**

**Second Amendments: Incorporating Amendments Approved by AGM May 2022**

1. **NAME** The name of the Society shall be 'Hythe Civic Society'. The Society is established for the public benefit in the area comprising the civil parish of Hythe which area shall hereinafter be referred to as 'the area of benefit'.

### 2. OBJECTS

- a. To promote high standards of planning and architecture in or affecting the area of benefit.
- b. To inform the public in the geography, heritage, history, natural history and architecture of the area of benefit and in these subjects more widely.
- c. To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
- d. To promote civic pride in the area of benefit.

In furtherance of the said purposes but not otherwise the Society through its Executive Committee (also known as Trustees, being the people who lead the Charity and decide how it is run) shall maintain good Governance standards and have the following powers:

(1)

(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 and work in partnership with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities, affiliated voluntary groups and persons having aims similar to those of the Society.

(3) To take part in public consultations about topics of concern to members of the Society and to comment on planning proposals. (Insertion of this clause approved at the Annual General Meeting held on 8th May, 2018.)

(4) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.

(5) To publish papers, reports and other literature and to maintain and promote the Society through a website(s) and social media.

(6) 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.

- (7) To hold meetings, talks, lectures, exhibitions and social events.
- (8) To inform public opinion and to give advice and information.
- (9) To seek feedback and opinion about the Society
- (10) To raise funds and to invite and receive contributions from any 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.
- (11) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.
- (12) Subject to such consents as may be required by law, 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.
- (13) Subject to such consents as may be required by law, 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.
- (14) To attend conferences, workshops, external meetings and training events.
- (15) To seek and commission any reasonable advice
- (16) To do all such other lawful things as are necessary for the attainment of the said purposes.

### **3. MEMBERSHIP**

Membership shall be open to all who are interested in furthering the purposes of the Society regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. No Member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time. 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. The Society may at an AGM or SGM confer on a member the honour of Honorary Life Membership in recognition of outstanding services rendered to the Society.

A person who has joined or is following any of the Society's social media sites is not a Member of the Society unless fully subscribed in accordance with the Society's Subscriptions Policy.

The Executive Committee may confer a 'special membership' to a donor of an item of property to the Society for a period the Committee deems appropriate, subject to any such decisions being announced to the Membership.

#### **4. SUBSCRIPTIONS**

The subscription year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March. The subscription rates payable shall be such as shall from time to time be determined by resolution passed by simple majority at an AGM or SGM of the Society (*see Notes for rates*). Membership shall lapse if the subscription is unpaid two months after it is due. The subscription of a member joining the Society after 1st January 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 shall keep subscriptions at a level that will not pose a significant obstacle to any Member or any person who wishes to become a Member.

#### **5. MEETINGS**

In this Constitution the expression 'Meeting(s)' includes, except where inconsistent with any legal obligation:

- a) A physical meeting
- b) A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation.

An Annual General Meeting (AGM) shall be held in or about May each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Committee and an Auditor for the following year. The Committee shall decide when Ordinary Meetings shall be held. Special General Meetings (SGM) shall be held at the written request of fifteen (15) or more members whose subscriptions are paid up. Twenty five (25) members personally present shall constitute a quorum for a meeting of the Society. The Committee shall give at least fourteen (14) days' notice to members of all meetings of the Society. Any member desiring to raise at a meeting (other than an Executive Committee meeting – see Section 7) a matter not covered by the Notice of that Meeting shall give the Secretary written notice detailing such matters within fourteen (14) days of the Notice of the Meeting being issued.

#### **6. OFFICERS**

Nominations for the election of Officers shall be made in writing to the Hon. Secretary at least seven days before the AGM. 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 before the election of other Committee Members. Nominees for election as Officers or Committee Members shall declare at the meeting at which their election is to be considered any financial or professional interests known or likely to be of concern to the Society.

The Officers shall consist of Chairman, Vice-Chairman, Hon. Secretary, and Hon. Treasurer, all of whom shall relinquish their office every year and shall be eligible for re-election at the AGM. A Patron, President and Vice Presidents (who shall not become members of the Executive Committee) may also be elected at a meeting of the Society for periods to be decided at the time. In the event of any inability of an Officer to perform their role, the Committee shall have the power to make substitute arrangements and also the power to fill [casual] unexpected vacancies occurring among the Officers of the Society, and any vacancy not filled at the Annual General Meeting.

## **7. THE EXECUTIVE COMMITTEE (TRUSTEES)**

The Committee (Trustees) shall be responsible for the management and administration of the Society including the preparation and approval of a Forward Plan following consultation with Members (see Note 9). It shall consist of the Officers and not less than eight (8) nor more than twelve (12) other members. The Committee shall have power to co-opt further members to attend in an advisory and non-voting capacity. The Patron, President and Vice Presidents, if appointed, may attend and speak at committee meetings, but may not vote. In the event of an equality in the votes cast the Chairman of the meeting shall have a second or casting vote. Nominations for election to the Committee shall be made in writing to the Hon. Secretary at least seven (7) days before the AGM. 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 Committee shall be elected annually at the AGM and outgoing members may be re-elected. The Committee shall meet at least six times a year at intervals of not more than two months and the Hon. Secretary shall give at least seven (7) days' notice of each meeting for which there shall be an agenda, with minutes of each meeting recorded as accurate at a subsequent meeting. A quorum shall comprise six (6) voting members of the Committee. The Committee shall have power to fill up to three (3) casual vacancies occurring among its members between General Meetings.

Members may submit questions or comments to the Committee provided these are received in writing (or by email) by the Secretary or Chairman within two days of a Committee meeting.

The Committee shall adopt and publish a transparent, timely and constructive process for the making and handling of complaints about the Society.

The Committee shall adopt and publish and keep under review a Risk Management Policy and an Equality and Diversity Policy.

## **8. SUB-COMMITTEES AND WORKING GROUPS**

The Committee may constitute such Sub-Committees and Working Groups from time to time as shall be considered necessary for such purposes as shall be thought fit. A Chairman and Secretary of each Sub-Committee or Working Group shall be appointed by the Executive Committee and its proceedings and actions shall be reported to and confirmed by the Executive Committee as soon as possible. With the approval of the Executive Committee, Sub-Committees and Working Groups may co-opt additional members who are not members of the Executive Committee. Sub-Committees are subordinate to and may be regulated or dissolved by the Executive Committee. Minutes of the meetings of Sub-Committees and Working Groups shall be reported to the Executive Committee at the earliest opportunity.

## **9. DECLARATION OF INTEREST**

It shall be the duty of every member who is in any way directly or indirectly interested financially, professionally, personally or by way of membership of another group or body within the area of benefit in any item discussed at any meeting of the Society (including any meeting of any Committee, Sub-Committee or Working Group) at which he or she may be present, to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman of the meeting) or vote thereon. The Executive Committee shall adopt a standard form for documenting declarations made by its Committee members, including any

co-opted members. The same shall apply to Sub-Committees and Working Groups. Agendas for meetings shall contain a standing item for 'Declarations of Interest'.

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

The Executive Committee shall approve an annual budget for each financial year no later than two months prior to the commencement of the next financial year. The budget shall contain reasonable estimates of foreseeable costs and income, and contingencies and reserves based on risk assessments. Performance against the budget shall be reviewed by the Committee periodically during the budget year.

The Committee shall operate proper financial procedures as required by the Charities Act and relevant regulations. The Committee shall out of the funds of the Society pay all proper expenses of administration and management of the Society and in particular the honoraria of the Secretary and Treasurer such sums not to exceed one thousand pounds (£1000.00) in total and to be reviewed and agreed by the Membership at the AGM. After the payment of such honoraria and all proper expenses and the setting aside of reserve of such funds as may be deemed expedient, the remaining funds of the Society shall be applied by the Committee in furtherance of the purposes of the Society and be consistent with the aims and objectives of the Society's approved Forward Plan.

## **11. INVESTMENT**

All monies at any time belonging to the Society and not required for immediate application to its purposes shall be invested by the Committee in or upon such investment, securities or property as it may think fit, subject nevertheless to such authority approval or consent by the Charity Commission as may for the time being be required by law or by the special trusts affecting any property in the hands of the Committee.

## **12. FREEHOLDS, LEASEHOLDS AND OTHER PROPERTY ACQUIRED BY THE SOCIETY**

Any freehold or leasehold property acquired by the Society shall, and if the Committee so directs, any other property belonging to the Society (including archive material) may, be vested in Trustees (who must be members of the Executive Committee or a Trust Corporation) who shall deal with such property as the Executive Committee may from time to time direct. Any such Trustees shall be at least three (3) in number or a Trust Corporation. The power of appointment of trustees shall be vested in the Executive Committee. No person whose membership lapses by virtue of Clause 4 hereof shall thereafter be qualified to act as such a Trustee unless and until re-appointed as such by the Executive Committee. The Hon. Secretary shall from time to time notify the Trustees in writing of any amendment hereto and such 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 shall be reviewed biennially (unless for a more urgent need) and may be amended by a two-thirds majority of members present at an AGM or SGM of the Society, 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; and provided

further that no amendment shall be made to Clause 2 (Objects), Clause 15 (Winding up) or this Clause until the approval, in writing, of the Charity Commission, or other authority having charitable jurisdiction, shall have been obtained.

#### **14. NOTICES**

Any notice required to be given to a member by this constitution shall be deemed to be duly given if left or sent by prepaid post addressed to the address of that member last notified to the Society.

#### **15. WINDING UP**

The Society may be dissolved by a two-thirds majority of Members voting at an AGM or SGM of the Society confirmed by a simple majority of members voting at a further SGM held not less than fourteen (14) days after the previous meeting. If a motion for the dissolution of the Society is to be proposed at an AGM or SGM 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 hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Society at which the decision to dissolve the Society is confirmed. No Officer, Patron, President, Vice-President, Member or Trustee (save for any Trustee or Trust Corporation as specified in Clause 12 above, in respect of reasonable expenses and reasonable professional fees directly connected to the dissolution of the Society) shall benefit financially or otherwise, either directly or indirectly, on the dissolution of the Society. On dissolution the minute books and other records of the Society shall be deposited with Civic Voice or its successor in title.

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#### **NOTES TO THE CONSTITUTION**

Adoption Date May 2016  
Revised May 2018

The Notes provide additional information and do not represent amendments to the Constitution.

1. **DISTRIBUTION.** A copy of the Constitution is provided to new members on payment of their first subscription.

2. **SUBSCRIPTIONS** (ref. Constitution, clauses 3 and 4). For annual subscription see the current issue of the Society's Newsletter. Subscriptions due from Life members, juniors and corporate bodies will be determined by the Committee on application. Honorary Life members pay no Subscription. The committee may waive or vary an individual's annual subscription at its discretion.

3. **DATA PROTECTION ACT.** The Society gives notice that details provided by members on their application for membership (i.e. name, postal address, telephone number, email address and subscription paid) are held on paper and computer files and are accessible to Committee members. They will not be passed on to others but members may ask to see their own details. A member may request that his or her details be kept only manually instead. Personal details shall be deleted from paper and computer files as soon as possible after a member notifies the Society of the cessation of their membership or his/her membership lapses and is cancelled by the Society.

4. BALLOT PROCEDURE (ref. Constitution: clauses 6 and 7). These procedures will be followed if there are more candidates for election than there are places.

4.1 Officers: the Committee will provide separate ballot papers for each of the contested positions and distribute them to all eligible voters at the AGM. Each paper will be headed with the position being contested and will list the candidates for that position. Spaces will be provided on the paper for voters to indicate their choice. The papers will carry the instruction that only one candidate is to be selected.

4.2 Committee Members: the Committee will provide ballot papers and distribute one to each eligible voting member at the AGM. The papers will list all candidates in alphabetical order and indicate those who have previously served on the committee. The papers will carry the instruction that voters may select any number of candidates up to, but not more than, the maximum of twelve.

4.3 Counting: the Chairman will recruit two volunteers from the floor to act as scrutineers. When members have made their choices the scrutineers will collect the papers, count the votes for each candidate and the number of spoiled papers, write the results down, sign the results sheet and hand it to the Chairman. The Chairman will announce results. Ballot papers and the result sheets will be kept until the subsequent AGM.

5. NEWSLETTER. The Society publishes a Newsletter at regular intervals to keep members informed of matters of interest and to promote the interests of the Society. A copy is delivered or emailed to every member household and to selected organisations and individuals. Members living outside the delivery area and who elect to receive a physical copy shall pay a reasonable surcharge, added to their subscription, to cover postage. Such members may elect to receive their newsletters electronically in which case they do not pay the surcharge.

6. HCS AWARD. In pursuance of Object 2a of the Constitution, the Society may in any year when one or more recently completed projects in the area of benefit display an overall excellence of design and enhance the visual quality of the neighbourhood, make an award of a trophy to be held for one year, together with a plaque for permanent display at the site. Members are asked in the Newsletter for nominations which will be considered by the Committee. Presentation is normally made at the AGM but can be made at some other convenient time.

7. AMENITY AWARD. The Society may from time to time make an award of a framed certificate to an organisation or a facility that provides a new or significantly improved amenity for the community of Hythe. Nominations for this award, which can be made by any member, will be considered by the Committee. Presentation is normally made at the AGM but can be made at some other convenient time.

8. OUTSTANDING SERVICE AWARD. The Society may from time to time make an award of a framed certificate to an individual and in exceptional circumstances to a group of individuals or organisation who or which has rendered outstanding service to the community of Hythe commensurate with the Objects of the Society listed in Clause 2 of the Constitution. Such service will normally be unpaid and outside the individual's, group of individuals' or organisation's normal profession, occupation or elected office. Nominations for this award, which can be made by any member, will be considered by the Committee. The nominee need not be a member of the Society. The wording on the Certificate will include the words *"In appreciation of your outstanding service to the Community of Hythe "*. Presentation is normally made at the AGM but can be made at some other convenient time.

9. FORWARD PLAN. Following consultation with members the Committee shall compile a Plan of its planned and desired activities covering a three-year period and submit the Plan to an AGM for adoption. Progress against a Plan including any need for amendment shall be monitored by the Executive Committee and reported at least once each financial year to Members.

10. PORTFOLIOS. Individual Executive Committee members (including co-opted members) may be allocated a portfolio responsibility such as is necessary for the proper and efficient functioning of the Committee and the Society. Portfolio responsibilities, including delegation of decision-making, shall be documented and reviewed annually.

11. FINANCIAL ADMINISTRATION. The Executive Committee shall adopt and maintain proper financial procedures. The Committee shall approve all banking, investment and payments management arrangements. The Committee shall ensure procurements for any contracts for services or works require three written estimates or quotations where the value is estimated to be greater than £500 and that at least one estimate or quotation is sought where possible from a contractor or service provider within the area of benefit. The Committee shall approve any reasonable variation to this requirement on a case-by-case basis where compliance with the aforementioned requirement is not possible or practical. All contracts shall be documented in writing and maintained in a record held by the Society's Treasurer.

12. AFFILIATED GROUPS. The Society may recognise and support groups of individuals who come together and share a common purpose with and assist in furthering the Objects of the Society. Groups currently affiliated are:

The Hythe Local History Group

'Hythe in Bloom'

The 'Tuesday' Volunteer Gardeners

13. URGENCY

In circumstances where a decision of the Executive Committee is required urgently and may not reasonably await the next Committee meeting, a decision may be sought by electronic means (by email) or by way of a video conferencing provided that all Executive Committee members are invited to participate. Any such decisions made in this manner shall be noted and reported to the next Executive Meeting and included in the minutes.