

The Merseyside Civic Society

[Approved at the Special General Meeting held on 24 February 2015, amended at the Annual General Meeting held on 17 November 2020]

1. Name of the Society

The name of the Society shall be 'The Merseyside Civic Society'.

2. Objects of the Society

The Society is established for the public benefit for the following purposes:

- a) to protect and preserve and stimulate public interest in Merseyside, which area is hereinafter referred to as 'the area of benefit';
- b) to promote high standards of town planning and architecture in the area of benefit; and,
- c) to secure the preservation, conservation, development and improvement of features of general public amenity, or historic, or public interest in the area of benefit.

3. Powers

In furtherance of the said objects the Society through its Council shall have the following powers:

- a) to educate public opinion and give advice and information;
- b) to promote and assist in promoting activities throughout the area of benefit in furtherance of the cultural and artistic life of the inhabitants thereof;
- c) to co-operate with the local and public authorities relating to the area of benefit and all other voluntary organisations, charities and persons having aims in keeping with those of the Society;
- d) to promote research and to publish the results of any such research;
- e) to publish papers, reports and other literature;
- f) to make surveys and prepare maps and plans and collect information in relation to any place, activity, erection of new buildings or construction works, or, alteration, extension or demolition of a building regarded as a designated or potentially designated heritage asset within the area of benefit;
- g) to hold meetings, lectures and exhibitions;
- h) to organise award schemes to promote the objects of the Society;
- i) to make grants to individuals, voluntary associations and charities in support of specific projects in keeping with the objects of the Society;
- j) to raise funds and to invite and receive contributions from any persons or organisations 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 purposes;
- k) to make appeals, solicit donations and canvass monies for carrying out the objects of the Society;
- l) to take and accept gifts of property, whether subject to any special trusts or not;
- m) to borrow or raise money for the purposes of the Society on such terms and on such security as the Council 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; and,
- n) to do all such other things as are necessary for the attainment of the said objects.

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- o) to sell, let, mortgage, dispose of or turn to account all or any property or funds of the Society as be necessary;

4. Membership

- a) Membership shall be open to any individual person, community (including local, civic, amenity, residents' or specialist association or group) or corporate body (including commercial, local government or public body) who is in support of the objects of the Society and notifies the Hon. Secretary of their support.
- b) Individual Members aged 16 or over may exercise one vote at General Meetings of the Society
- c) Community and Corporate Members may nominate a representative to the Hon. Secretary who may exercise one vote at General Meetings of the Society
- d) Membership shall end upon:
 - i. The death of an individual member; or,
 - ii. Receipt by the Hon. Secretary of the Society in writing of the member's resignation; or
 - iii. If the Society is unable to contact a member to ascertain whether they wish to continue their membership.

5. Funding

- a) Members may support the Society in achieving its objectives by making regular or occasional payments through donations or subscriptions
- b) Indicative levels for categories of membership payments may be recommend by the Council and approved at General Meetings of the Society from time to time.

6. Meetings

- a) An Annual General Meeting shall be held to receive the Council's report presented by the Chair, the Hon. Treasurer's report, the audited accounts and Independent Examiner's report, and, to elect Officers and Members to the Council.
- b) The Annual General Meeting shall be chaired by the President or a Vice-President by invitation of the Council if the President is unable to attend. Nominations for the election of Officers and elected members of the Council shall be made by members of the Society in writing to the Hon. Secretary not later than seven days before the date of the Annual General Meeting or at the Annual General Meeting. All nominations shall be supported in writing by a seconder and a statement of the consent of the nominee. In the event of there being more nominations than vacancies for members of Council a ballot shall be held.
- c) The election of Officers shall be completed prior to the election of members of the Council.
- d) The Council shall decide when the Annual General and Ordinary meetings of the Society shall be held and shall give members not less than ten days' notice of such meetings except when a proposal to amend the Society's Constitution is to be discussed in which case members shall be given not less than fourteen days' notice.
- e) Special General Meetings of the Society shall be held at the request of the Council, or, on the written request of twelve or more members and members shall be given at least fourteen days' notice of such meetings.
- f) Fifteen individual members or representatives of members personally present shall constitute a quorum for any General Meeting of the Society

7. Officers

- a) The Officers of the Society shall consist of a President, not more than five Vice-Presidents, a Chair of the Council, a Vice-Chair of the Council, an Honorary Secretary and an Honorary Treasurer.
- b) The President and Vice-Presidents shall be elected for five-year terms of office and shall be eligible for re-election on the completion of their terms. They may attend General Meetings and meetings of the Council as observers and shall be entitled to receive copies of their proceedings.
- c) The Chair and Vice-Chair shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting for not more than three successive terms of office before standing down from that office for a period of one year before being eligible to stand for that office again.
- d) The Hon. Secretary and the Hon. Treasurer shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting for not more than five successive terms of office before standing down from that office for a period of one year before being eligible to stand for that office again.
- e) The Council shall have the power to fill casual vacancies occurring among the Officers of the Society for a period not exceeding the completion of the term of that office.

8. Council

- a) The Council shall be responsible for running the affairs of the Society and may take decisions on its behalf. A quorum of a meeting of the Council shall consist of six members including at least one Officer.
- b) The Council shall consist of the Chair, the Vice-Chair, the Hon. Secretary, the Hon Treasurer and not more than eighteen further members elected at the Annual General Meeting. Each officer and elected member shall have one vote, with the chair having a second or determining vote on the occasion of equal votes being cast.
- c) Elected members of the Council shall serve for three-year terms of office and shall be eligible to stand for re-election on the completion of their term. Subject to there being more than six members elected, the assignment to specific terms of office of elected members of the Council including casual vacancies shall be filled by drawing lots at the first meeting of the Council after the Annual General Meeting.
- d) The Council has the power to co-opt a further three non-voting members for a period of not more than a year. Such co-opted members shall be eligible for re-appointment.
- e) 'The Council shall have the power from time to time to conduct urgent business electronically, subject:
 - (i) to the Chair giving assent to the urgency of the business and to its appropriateness to being considered under this sub-clause;
 - (ii) a specific motion being proposed and seconded for consideration;
 - (iii) the provisions of this clause with regard to the quorum required (in respect of numbers of members voting) and voting rights being observed; and,
 - (iv) the minutes of such meetings shall be submitted for approval to the next ordinary scheduled meeting of the Council in the normal way.

9. Committees and Administrative Officers

- a) The Council shall have the authority to establish committees to assist the Council in undertaking various aspects of its functions, to determine terms of reference, to appoint their officers and members, to delegate specific functions to such committees, to receive reports and, from time to time, to review and revise the number and terms of reference of such committees.
- b) The Council shall have the authority to appoint administrative officers from among its elected members to assist the Council in undertaking various aspects of its functions, to determine their terms of reference, to receive reports, and, from time to time, to review and revise the number and terms of reference of such appointments.

10. Expenses of Administration

The Council shall, out of the monies received by the Society, pay all proper expenses of the Society's administration and management and shall use the residue of such monies as it thinks fit for or towards the objects of the Society, except that no member of the Society shall receive remuneration for work done for the Society other than reimbursement of necessary expenses for a purpose approved by the Council on submission of receipts.

11. Trustees

The Trustees of the Society in which shall be vested all and any of the freehold or leasehold property of the Society and any other property or investments as decided by the Council, except that which is required for the current purposes of the Society, shall be the Liverpool Charity and Voluntary Services /United Way. The Trustees shall deal with the property of the Society as directed by resolution of the Council of the Society (of which an entry in the Minute Book shall be conclusive evidence) and shall be indemnified against risk and expense out of the Society's property.

12. Appointment of Independent Examiner

- a) Each year the Council shall nominate an Independent Examiner for appointment by the Annual General Meeting to examine the Society's accounts and report on the Society's annual income and expenditure and its balance sheet at the end of the financial year.
- b) The Council shall have the authority if required to pay the Independent Examiner such fees as are submitted for services provided.

13. Amendment of the Constitution

No alteration shall be made to the Constitution of the Society except by resolution of an Annual or a Special General Meeting called for the purpose and providing that nothing herein contained shall authorise any amendment permitting the expenditure of funds of the Society on any object which is not a charitable object.

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14. Winding-Up In the event of the winding-up of the Society, the available funds of the Society shall be transferred to any such one or more charitable bodies having objects similar or reasonably similar to those herein declared as may be chosen by the Council and approved by the Charity Commissioners for England and Wales.

Signed and dated by the Chair.

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