

**RUTHIN AND DISTRICT CIVIC ASSOCIATION – CYMDEITHAS**  
**DDINESIG RHUTHUN A’R CYLCH**

**CONSTITUTION**

**1. NAME**

The name of the Association shall be ‘Ruthin and District Civic Association’.

**2. OBJECTS**

The Association is established for the public benefit for the following purposes in the area comprising the town of Ruthin and the surrounding Vale of Clwyd 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 features of historic or public interest in the area of benefit

In furtherance of the said purposes but not otherwise, the Association, through its Executive Committee (“the Committee”) shall have the following powers:

- (a) To promote civic pride in the area of benefit
- (b) To promote research in subjects directly connected with the objects of the Association and to publish the results of any such research
- (c) 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 Association
- (d) To promote or assist in promoting activities of a charitable nature throughout the area of benefit
- (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, erection or building of beauty or historic interest within the area of benefit
- (g) To hold meetings, lectures and exhibitions
- (h) To educate public opinion and to give advice and information
- (i) 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 Association shall not undertake any permanent trading activities in raising funds for its primary purpose
- (j) To acquire by purchase, gift or otherwise, property whether subject to any special trust or not
- (k) To sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the Association as shall be necessary
- (l) To borrow or raise money for the purposes of the Association on such terms and on such security as the Committee shall think fit, but so that the liability

of individual members of the Association shall in no case extend beyond the amount of their respective annual subscriptions  
(m) To do all such 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 Association. No member shall have power to vote at any meeting of the Association 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 meetings of the Association. Corporate members shall be societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Association. 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 the Association of such representative. The subscriptions of a member joining the Association in the three months preceding September 30th in any year shall be regarded as covering membership for the Association's year commencing on October 1<sup>st</sup> following the date of joining the Association.

### **4. SUBSCRIPTIONS**

Annual subscriptions for all forms of membership shall be such reasonable sums as the Committee shall recommend to and be approved by the Annual General Meeting. Membership shall lapse if the subscription due is unpaid within three months unless the Committee shall, at its discretion, allow further reasonable time for payment.

### **5. MEETINGS**

An Annual General Meeting shall be called by the Secretary on a date approved by the Committee and in any event not later than three months after the end of the Association's financial year. The business of that meeting shall be limited to:-

- (a) receiving the Committee's report and approving the Association's audited accounts and subscriptions for the time being
- (b) the election of officers and
- (c) the election of other members of the Committee

Members shall be given fourteen days notice of the details of the time and date of such meeting with copies of appropriate papers for the meeting.

Special General Meetings of the Association may be held at the written request of seven or more full members. Either on request or as requested by the Committee, the Secretary shall call such meeting giving all members not less than fourteen days prior notice of such meeting and of the business to be transacted thereat. At any General Meeting only full members, whose subscriptions are not in arrears, shall be entitled to vote. Ten full members shall constitute a quorum.

## **6. OFFICERS**

Nominations for the election of officers shall be made in writing to the Honorary Secretary at least seven 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 Association.

The officers of the Association shall consist of Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer, 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 an Annual General Meeting of the Association for periods to be decided at such a meeting. The Committee shall have the power to fill casual vacancies occurring among the officers of the Association.

## **7. THE EXECUTIVE COMMITTEE**

The Committee shall be responsible for the management and administration of the Association. The Committee shall consist of the officers and five other members. The Committee shall have powers 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 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 Committee shall be made in writing to the Honorary Secretary at least seven 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 Committee shall be elected annually at the Annual General Meeting of the Association and outgoing members may be re-elected. The 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 Committee. The Committee shall have the power to fill up to three casual vacancies occurring among the members of the Committee between Annual General Meetings.

## **8. SUB-COMMITTEES**

The 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 Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Committee as soon as possible. Members of the Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to

membership of the Committee. Sub-committees shall be subordinate to and may be regulated or dissolved by the Committee.

## **9. DECLARATION OF INTEREST**

It shall be the duty of every Officer or member of the Committee or a 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 shall leave the meeting until the vote is taken or the next item of business is ready to commence, as the case may be.

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

The Committee shall, out of the funds of the Association, pay all proper expenses of the administration and management of the Association. 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 Association shall be applied by the Committee in furtherance of the purposes of the Association.

## **11. INVESTMENT**

All monies at any time belonging to the Association and not required for immediate application for its purposes shall be invested by the 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 Committee.

## **12. TRUSTEES**

Any freehold and leasehold property acquired by the Association shall, and if the Committee so directs any other property belonging to the Association may, be vested in trustees who shall deal with such property as the 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 Committee. A trustee need not be a member of the Association, 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 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 Association 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 of the Association, provided that fourteen 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 Association at any time to cease to be a charity in law.

#### **14. NOTICES**

Any notice required to be given by the rules in this Constitution shall be deemed to be duly given if left at or sent by pre-paid post addressed to the address of a member last notified to the Honorary Secretary.

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

The Association may be dissolved by a two thirds majority of members voting at an Annual General Meeting or a Special General Meeting of the Association 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 Association 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 Association the available funds of the Association 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 Association at which the decision to dissolve the Association is confirmed. On dissolution, the minute books and other records of the Association shall be deposited with the Civic Trust.