

CONSTITUTION

1. **Name:** The name of the Society is: **Fishergate, Fulford and Heslington Local History Society** ("the Society")

1.1 **Objective:** The objective of the Society is to advance the research, sharing of information, public education and enjoyment of the history and heritage of Fishergate, Fulford & Heslington, within the City of York

The objective shall be pursued by all or any of the following:

- Lectures on relevant subjects
- Visits to relevant locations
- The recording of the historic heritage by means of photographs, drawings, manuscripts, printed material and any other appropriate medium
- The use of the Society's resources for educational purposes
- Granting money to other organisations or individuals in furtherance of the Society's objective
- The publication of books, periodicals, pamphlets etc on relevant subjects

In furtherance of the objective but not otherwise the Executive Committee may exercise the following powers:

- (i) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of this objective or of similar charitable purposes and to exchange relevant information and advice with them;
- (ii) Power to establish or support any charitable trusts, Society's or institutions formed for the Society's objective;
- (iii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (iv) Powers to do all such lawful things as are necessary for the achievement of the objective.

2. Membership

2.1 Membership of the Society is open to any individual (or organisation) over the age of 18 years interested in supporting or promoting the Objective

2.2 The Society shall keep a current register of members subject to the current relevant legislation

2.3 A member may resign by giving one month's written notice to the Society

2.4 The Society may terminate the membership of any individual or organisation whose continued membership would in the view of the Society be harmful to the objective of the Society.

3. General Meetings

3.1 All members are entitled to attend general meetings of the Society in person [or (in the case of a member organisation) through an authorised representative]

3.2 General meetings shall be called by 21 clear days written notice to the members specifying the business to be transacted

3.3 There is a quorum at a general meeting if the number of members (or authorised representatives) personally present is at least 3 or 10 per cent of the members if greater

3.4 The current Chairman or (if the Chairman is unable or unwilling or unable to do so) some other member elected by the majority of those present shall preside at a general meeting

- 3.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person [or (in the case of a member organisation) through an authorised representative]
- 3.6 Except for the Chairman of the meeting, who has a second or casting vote, every member present in person [or (in the case of a member organisation) through an authorised representative] is entitled to one vote on every issue
- 3.7 An Annual General Meeting (AGM) must be held in every calendar year (except that the first AGM may be held at any time within 18 months after the formation of the Society)
- 3.8 At an AGM the members:
 - 3.8.1 Receive the accounts of the Society for the previous financial year.
 - 3.8.2 receive the report of the Chairman of the Committee on the Society's activities since the previous AGM
 - 3.8.3 elect Committee members to replace those retiring from office
 - 3.8.4 elect from among the members of the Society the Chair of the Society for the following year
 - 3.8.5 appoint an auditor or independent examiner for the Society where required
 - 3.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Society
 - 3.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 3.9 An Extraordinary General meeting (EGM) may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 percent of the membership
4. The Committee
 - 4.1 The Committee, as charity trustees, have control of the Society and its property and funds
 - 4.2 The Committee when complete consists of at least three and not more than twelve individuals, all of whom must be members of the Society
 - 4.3 All the Committee members are subject to re-election at the annual general meeting but may resign by written notification at any time.
 - 4.4 A Committee member automatically ceases to be a member of the Committee if he or she:
 - 4.4.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 4.4.2 is absent from 3 consecutive meetings of the Committee without an explanation acceptable to the Chairman
 - 4.4.3 ceases to be a member of the Society [(but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Society)]
 - 4.4.4 resigns by written notice to the Committee (but only if at least three Committee members will remain in office)
 - 4.4.5 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views

- 4.5 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Society in respect of any liabilities properly incurred while he or she held office
- 4.6 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting
- 5. Committee Meetings**
- 5.1 The Committee must hold at least 4 meetings each calendar year
- 7.2 A quorum at a Committee meeting is 3 members
- 7.3 A committee meeting may be held either in person or through electronic means agreed by the Committee, in which each participant may communicate with all other participants]
- 7.4 The current Chairman or (if the Chairman is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.
- 6. Powers of the Committee**
- The Committee have the following powers in the administration of the Society.
- 6.1 to appoint a Treasurer and other honorary officers
- 6.2 To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least [one] member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee). The terms of any such delegation must be recorded in the minutes book.
- 6.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 6.4 to make Rules consistent with this Constitution about the Committee and sub-committees
- 6.5 to make Regulations consistent with this Constitution about the running of the Society (including the operation of bank accounts and the commitment of funds)
- 6.6 to resolve or establish procedures to assist the resolution of disputes within the Society
- 7. Property & Funds**
- 7.1 The property and funds of the Society must be used only for promoting the Objectives and do not belong to the members of the Society or the Committee.
- 7.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except
- 7.2.1 Reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society.
- 7.2.2 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)

- 7.2.3 No member of the committee nor any member of the Society shall be employed in any way by the Society but may give their services freely to achieve any of the aims of the Society
- 7.2.4 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charities Commission)
- 7.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
 - 7.3.1 declare an interest before discussion begins on the matter.
 - 7.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information.
 - 7.3.3 not be counted in the quorum for that part of the meeting.
 - 7.3.4 withdraw during the vote and have no vote on the matter
- 7.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Society may be paid reasonable fees
- 7.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested until needed
- 7.6 Investments and other property of the Society may be held:
 - 7.6.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)
 - 7.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
 - 7.6.3 in the name of at least two and up to four holding trustees for the Society who must be appointed (and may be removed) by a resolution of the Committee
 - 7.6.4 in the name of a trust corporation as a holding trustee for the Society, which must be appointed (and may be removed) by deed executed by the Committee
 - 7.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court
- 8. Records & Accounts
 - 8.1 The Committee must comply with the requirements of the Charities Act 1993 and any subsequent statutory requirements, as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
 - 8.1.1 annual reports
 - 8.1.2 annual returns
 - 8.1.3 annual statements of account
 - 8.2 The Committee must keep proper records of:
 - 8.2.1 All proceedings at general meetings.
 - 8.2.2 All proceedings at Committee meetings.

- 8.2.3 All reports of sub-committees.
- 8.2.4 All professional advice obtained
- 8.3 Annual reports and statements of account relating to the Society must be made available for inspection by any member of the Society
- 8.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Society's reasonable costs (as required by the Charities Act 1993)
- 9. Notices
 - 9.1 Notices under the Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or [national] newspaper [circulating in the area of benefit] or in any newsletter distributed by the Society
 - 9.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)
 - 9.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
 - 9.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 9.3.2 two clear days after being sent by first class post to that address
 - 9.3.3 three clear days after being sent by second class post or overseas post to that address
 - 9.3.4 on the date of publication of a journal or newspaper containing the notice
 - 9.3.5 on being handed to the member [or its authorised representative] personally or, if earlier
 - 9.3.6 as soon as the member acknowledges actual receipt
 - 9.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting
- 10. Amendments

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

 - 10.1 The members must be given 21 clear days notice of the proposed amendments
 - 10.2 No amendment is valid if it would make a fundamental change to the Objectives or to this clause or destroy the charitable status of the Society
 - 10.3 Clauses 9.2 and 9.3 may not be amended without the prior written consent of the Commission
- 13. Incorporation
 - 13.1 The Committee may apply to the Commission under the Charities Act 1993 for a certificate of incorporation relating to the Committee but only after consulting the members at a general meeting
 - 13.2 The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Society to a limited company established for exclusively charitable purposes within, the same as or similar to the Objectives and of which the members of the Society will be entitled to be members
 - 13.3 On a transfer under clause 13.2 the Committee must ensure that all necessary steps are taken as to:

- 13.3.1 the transfer of land and other property
- 13.3.2 the novation of contracts of employment and transfer of pension rights and
- 13.3.3 the trusteeship of any property held for special purposes]

14. Dissolution

- 14.1 If at any time the members at a general meeting decide to dissolve the Society, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Society's affairs
- 14.2 After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways:
 - 14.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objectives
 - 14.2.2 Directly for the Objects or charitable purposes within or similar to the Objectives
 - 14.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 14.3 A final report and statement of account relating to the Society must be sent to the Commission

15. Interpretation - In this Constitution:

- 15.1 "AGM" means an annual general meeting of the members of the Society

"Area of benefit" means anything concerning and benefiting the objects

"The Society" means the charity comprised in this constitution

"Authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society

"The beneficiaries" means as defined by clause 2

"The Chair" means the chairman of the Society elected at the AGM

"Charity trustees" has the meaning prescribed by section 97(1) of the Charities Act 1993

"Clear day" means 24 hours from midnight following the triggering event

"The Commission" means the Charity Commission of England and Wales

"The Committee" is the governing body of the Society

"EGM" means the extraordinary general meeting of the Charity

"Financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"Fundamental change" means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society

"Holding trustee" means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

"Independent examiner" has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

"Material benefit" means a benefit which may not be financial but has a monetary value

"Member" and "membership" refer to membership of the Charity

"Months" means calendar months

"Objectives" means the objectives of the Charity as defined in clause 2 of the constitution

"Trading" means carrying on a trade or business on a continuing basis for the principle purpose of raising funds and not for the purpose of actually carrying out the Objectives

"Written" or "in writing" refers to a legible document on paper including a fax message

"Year" means a calendar year

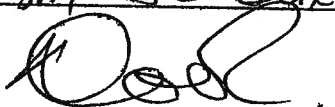
15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

ADOPTED AT A MEETING HELD

AT Fulford (Place)

ON Monday 30 July 2012 (Date)

SIGNED



NAME Robert Melville Cook Chairman

ADDRESS Adams House; 5 Main Street, Fulford, YORK; YO10 4HJ

OCCUPATION Guest House Proprietor

WITNESSED

NAME Louise Wheatley

ADDRESS 11 New Walk Terrace, York YO10 4BB

OCCUPATION Retired Lecturer

SIGNATURE Louise Wheatley

WITNESSED

NAME Dr Gavin Thomas

ADDRESS 5 New Walk Terrace

OCCUPATION Lecturer

SIGNATURE Gavin Thomas

WITNESSED

NAME Judith Nicholson

ADDRESS 82 Mann Street Fulford York YO10 4PX

OCCUPATION retired teacher

SIGNATURE *J Nicholson*

WITNESSED

NAME Dr Robert Visick

ADDRESS 3, Lloyd Close, Haslington, York. YO10 5EU

OCCUPATION Retired Medical Practitioner

SIGNATURE *R Visick*

WITNESSED

NAME Anne Akeroyd

ADDRESS *Anne Akeroyd*

OCCUPATION Retired Academic

SIGNATURE 1 Palace View, Fulford, York YO10 4PU.

WITNESSED

NAME John Hurd

ADDRESS 5, HALFPENNY CLOSE BRICK, YORK

OCCUPATION ARCHITECT (RETIRED)

SIGNATURE *John Hurd*

WITNESSED

NAME

ADDRESS

OCCUPATION

SIGNATURE