

(i) undertake, promote and publish research, and to publish relevant literature

(ii) to operate as a co-ordinating body and to co-operate with other voluntary and public and private sector organisations or individuals

(iii) to promote or assist in promoting activities of a charitable nature throughout the area of benefit

(iv) to hold meetings, lectures, exhibitions and other events

(v) to educate public opinion and give advice and information

(vi) 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 society shall not undertake any permanent trading activities in raising funds for its primary purpose

(vii) to acquire, by purchase, gift or otherwise, property whether subject to any special trust or not

(viii) subject to any 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

(ix) 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

(x) to do all such lawful things as are necessary for the attainment of the said purposes.

4 MEMBERSHIP

(a) **Membership shall be open to all.** No member shall have power to vote in any meeting if her or his subscription is at that time in arrears. The subscription of any member joining the society in the three months preceding the first of July in any year shall be regarded as covering membership for the society's year commencing on the first of July following the date of joining the society.

(b) There shall be the following categories of membership and subscription:

- ordinary (adult)

individual : £6.00, family couple : £8.00

OAP single : £4.00, family couple : £6.00

- junior (under 18)) : £2.00

- corporate : £20.00

- honorary / ex officio : free membership

Honorary Members : the leaders for the time being of partner organisations : The Mayor of Llandeilo Town Council, the Chairmen of the four Associated Community Councils : Dyffryn Cennen, Llanfihangel Aberbythych, Llangathen, Manordeilo & Salem.

(c) Membership shall lapse if the subscription is unpaid three months after it is due.

5 MEETINGS

(a) An annual general meeting shall be held on or about the first day of July of each year to receive the executive committee's report and audited accounts and to elect officers of the society and members of the committee. Special general meetings of the society shall be held at the written request of five members whose subscriptions are fully paid up. Ten ordinary or corporate members in addition to officers (the Chairman or in his/her absence the Vice Chairman, the Hon. Secretary and the Hon.

Treasurer) personally present shall constitute a quorum for a meeting of the society.

Junior and Honorary Members do not have a vote.

(b) Members shall be given seven days notice of meetings of the society.

6 OFFICERS

(a) The officers of the society shall be:

- Chair : shall preside at all meetings of the EC and the Society, acting for the EC in the administration of the Society.
- Vice Chair : shall preside in the absence of the Chair
- Honorary Secretary : subject to the direction of the Chair shall keep all Minutes and records of the Society, issuing all necessary Notices of Meetings, information, questionnaires and the like and otherwise assisting in the administration of the Society
- Honorary Treasurer : shall be responsible for managing the Society's finances, keeping financial records and producing the annual accounts.

All officers shall relinquish their office every year and shall be eligible for re-election at the AGM. The executive committee shall have power to co-opt to fill casual vacancies arising during the year. At the AGM the election of officers shall precede the election of committee members.

(b) Nominations for the election of officers shall be made in writing to the secretary in advance of the AGM, supported by a seconder and with the knowledge and consent of the nominee. In the absence of such nominations in writing, the chair of the AGM may seek nominations from the floor of the meeting, provided that these are seconded and have the consent of the nominee.

Nominees for election as officers or committee members shall declare at the AGM at which their election is to be considered any financial or professional interest known or likely to be of concern to the society.

7 EXECUTIVE
COMMITTEE

(a) The Executive Committee (EC) shall be responsible for the management and administration of the society. It will comprise the officers and not more than twenty other members and no fewer than ten other members. The EC shall have power to co-opt additional members whose capacity will be advisory and non-voting

(b) In the event of an equality of votes cast the chair of the meeting shall have a second casting vote.

(c) Nominations for committee members may be made in writing, duly seconded and with the consent of the nominee in advance of the AGM or taken in the meeting, provided that such nominations are also seconded and have the consent of the nominee. Should the number of nominations exceed the number of vacancies a secret ballot shall take place in such manner as may be determined.

(d) Members of the EC shall be elected annually at the AGM and shall serve for one year. They shall be eligible for re-election.

(e) The quorum for a meeting of the EC shall be six including the chairman.

(f) The EC shall meet at least seven times during the year and the secretary shall give members seven days notice of all meetings.

(g) The EC shall have power to fill casual vacancies occurring between general meetings.

(h) The EC may constitute such sub-committees

from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chair and Secretary of each sub-committee shall be appointed by the EC and the proceedings of each sub-committee shall be reported to and confirmed by the EC as soon as possible. Sub-committees shall in all other ways be regulated and dissolved by the EC. Any member of the society may be a member or officer of any sub-committee.

- 8 DECLARATION OF INTEREST It shall be the duty of every member who is in any way directly or indirectly financially or professionally interested in any item discussed at any meeting of the society (including meetings of the EC and sub-committees) at which s/he is present to declare such interest and s/he shall not discuss any such item (except by invitation of the chair) or in any circumstances vote thereon.

- 9 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS The EC shall, out of the funds of the society, pay all proper expenses of administration and management of the society. After the payment of the administration and management expenses and the setting aside of to reserve of such funds as shall be deemed expedient, the remaining funds of the society shall be applied by the EC in furtherance of the purposes of the society.

The EC will be responsible for the proper conduct of any Bank or Building Society Accounts opened with their authority in the Society's name.

The Hon. Treasurer shall make payment of all accounts arising from a decision of the EC or from the use of services by the Society, by cheques countersigned by the Chair, or in his/her absence the Vice Chair or a Trustee. When the Treasurer is not available or incapacitated, then cheques may be issued when signed by the other three signatories : the Chair, Vice Chair and a Trustee.

10 INVESTMENT

All moneys at any time belonging to the society and not required for immediate application for the society's purposes shall be invested by the EC in or upon any investment, 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 EC.

11 TRUSTEES

Any freehold or leasehold property acquired by the society shall, and if the EC so directs, any other property belonging to the society, may be vested in trustees who shall deal with such property as the EC may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The power of appointment of any trustees shall be vested in the EC. A trustee need not be a member of the society but no person whose membership lapses by virtue of clause 4 hereof shall be thereafter qualified to act as a trustee unless and until re-appointed as such by the EC. 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 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.

12 AMENDMENTS

This constitution may be amended by a two-thirds majority of members present at an AGM or special general meeting provided that 28 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 society at any time to cease to be a charity in law, and

provided that no further amendment shall be made to clause 2, clause 14, or this clause until the approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

13 NOTICES

Any notice required to be given 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 secretary.

14 WINDING UP

The society may be dissolved by a two-thirds majority of members voting at an AGM or special general meeting of the society, confirmed by a simple majority of members voting at a further special general meeting held not less than 14 days after the previous meeting. If a motion for the dissolution of the society is to be proposed at a general meeting this motion shall be referred to specifically when notice of the meeting is given. In the event of a dissolution the available funds of the society shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those in clause 2 above as shall be chosen by the EC and approved by the meeting of the society at which the decision to dissolve the society is confirmed. On dissolution the minute books and other records of the society shall be deposited with the Civic Trust for Wales or its successor or assign.

Date of Adoption of the New Constitution : December 8th 2003

Note :

This constitution replaces that of Llandeilo Civic Trust Society, Registered Charity 1001803.