



York Civic Trust

The Companies Acts 1985 and 1989

Memorandum and Articles of Association

1. The name of the Company is "York Civic Trust" (The Trust).
2. The registered office of the Trust will be situated in England.
3. The objects (the Objects) for which the Trust is established are:-
 - (A) To preserve, for the benefit of the public, the natural, artistic and cultural amenities of the City of York and its neighbourhood.
 - (B) To protect from dilapidation, disfigurement or destruction any place, erection or building in or near the City of York which is of beauty or historic interest.
 - (C) To protect from disfigurement or injurious affection the views of and from the City of York and its neighbourhood.
 - (D) To preserve and maintain and to assist in the preservation and maintenance of footpaths, commons, and rights of way in the vicinity of the City of York.
 - (E) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest or in relation to any view of or from the City of York or its neighbourhood.
 - (F) To publish or contribute to the publication of any papers, periodicals, books, reports or other documents on subjects which are within the Objects.
 - (G) To promote or join in promoting research work in connection with the history of the City of York and its neighbourhood, or otherwise in relation to the artistic and cultural life of the said City and its inhabitants, and to pay or contribute towards the expenses of any such research work.
 - (H) To promote or join in promoting the spread of education, the advancement of learning and useful knowledge, and activity in every kind of scientific research, in the City of York and its neighbourhood: and to support, endow, and otherwise assist schools, colleges, or other establishments in the said City and its neighbourhood engaged in or concerned with education or such research work.
 - (I) To promote or assist in the promotion of activities in the City of York and its neighbourhood in order to benefit the artistic and cultural life of the said City and its inhabitants; to advance the practice of a high standard of good citizenship in the said City; and to support or maintain any such activities now in existence or which afterwards may be commenced.
 - (J) To promote exhibitions, lectures, conferences or courses on matters within the Objects.
 - (K) To promote or oppose, or join in promoting or opposing movements, proposals and measures affecting or likely to affect any of the Objects.
 - (L) To co-operate with any authorities, national, local or otherwise and with other charities and voluntary bodies and to enter into arrangements with and exchange information and advice with them.
 - (M) To establish or support any charitable trust, associations or institutions having objects similar to any of the Objects and with persons or bodies of persons desirous of assisting the Trust and to act as trustee of any such charitable trust whether or not constituted by the Trust.
 - (N) To advise and assist persons intending to develop land, or to rebuild any house, shop, office or other building in promoting or preserving the natural, artistic and cultural amenities of the neighbourhood; and to enter into any arrangements with them for securing the Objects.
 - (O) To make any charitable grants or donations or loans or annual payments for the furtherance of the Objects.
 - (P) To accept, raise and expend funds and to receive subscriptions and donations devised and bequests for the purposes of the Objects.

- 4 (1) In addition to any other powers it may have the Trust has the following powers in order to further the Objects (but not for any other purpose);
- (a) To accept by way of gift, buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, manage, insure, furnish and equip it for use;
 - (b) To sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (c) To borrow money and to charge the whole or any part of the property belonging to the Trust as security for the payment of the money borrowed. The Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - (d) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed or having objects the same as or similar to any of the objects;
 - (e) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (f) To employ and pay and remunerate architects, surveyors, solicitors and other professional persons and such staff as are necessary for carrying out the work of the Trust and to make such further expenditure as the Trust deems desirable in furthering the Objects; but this sub-paragraph does not permit payment (except as provided by clause 5 and subject to the conditions set out in that clause) to any person who is a director of the Trust (meaning the company constituting the Trust) and who is thus a trustee of the Trust and in the following provisions the expression "Trustee" means such a person in both capacities.
 - (g) To;
 - (i) deposit or invest funds;
 - (ii) employ a professional fund – manager; and
 - (iii) arrange for the investments or other property of the Trust to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (h) to provide indemnity insurance for the Trustees or any other officer of the Trust in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;
- (i) to do all such other lawful things as are necessary for the achievement of the Objects.

(2) The liabilities referred to in sub-clause 4 (1)(h) are

- (a) any liability that by virtue of any rule of law would otherwise attach to a Trustee in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Trust;
- (b) the liability to make a contribution to the Trust's assets as specified in section 214 of the Insolvency Act 1986 (Wrongful Trading).

(3)

- (a) The following liabilities are excluded from sub-clause (2) (a);
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Trust or about which the person concerned did not care whether it was in the best interest of the Trust or not.
- (b) There is excluded from sub-clause (2) (b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Trust (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Trust would avoid going into insolvent liquidation.

5 (1) The income and property of the Trust shall be applied solely to the promotion of the Objects.

- (2) (a) A Trustee is entitled to be reimbursed from the property of the Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Trust.

- (b) Subject to the restrictions in sub-clauses 4 (2) and 4 (3), a Trustee may benefit from trustee indemnity insurance cover purchased at the Trust's expense.
- (3) None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Trust. This does not prevent a member who is not also a Trustee receiving;
 - (a) a benefit from the Trust in the capacity of a beneficiary of the Trust;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Trust.
- (4) No Trustee may;
 - (a) buy any goods or services from the Trust;
 - (b) sell goods, services, or any interest in land to the Trust;
 - (c) be employed by, or receive any remuneration from the Trust;
 - (d) receive any other financial benefit from the Trust;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.
- (5) In sub-clauses (2) – (4) of this clause 5;
 - (a) "Trust" shall include any company in which the Trust:
 - holds more than 50% of the shares; or:
 - controls more than 50% of the voting rights attached to the shares; or:
 - has the right to appoint one or more Directors to the board of the company
 - (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.
- 6 The liability of the members is limited.
- 7 Every member of the Trust promises, if the Trust is dissolved while he or she is a member or within 12 months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the debts or liabilities of the Trust incurred before he or she ceases to be a member, and of the costs, charges or expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 8 (1) The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Trust, the Trustees of the Trust may at any time before and in expectation of its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Trust be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity of charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Trust shall be applied for charitable purposes as directed by the court or the Charity Commission.

Articles of Association

Interpretation

1 In these articles:

“the Act” means the Companies Act 1985;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Trust;

“the Trust” means the charitable company regulated by these articles;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commissioners for England and Wales;

“the memorandum” means the memorandum of association of the Trust;

“the Trustees” means the directors of the Trust. Those directors are also charity trustees as defined by section 97 of the Charities Act 1993 and references to “Trustees” means such persons acting in whichever of the two capacities is relevant;

“secretary” means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;

“officers” includes the Trustees and the secretary but does not include Honorary Officers;

“the seal” means the common seal of the Trust;

“Board of Trustees” means the Board composed of the Trustees who manage the business of the Trust and the expression also includes their meetings;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Trust.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members

- 2 (1) The subscribers to the memorandum are the first members of the Trust.

- (2) Membership is open to other individuals or organisation who:

- (a) apply to the Trust in the form required by the Trustees stating that that person desires to become a member of the Trust subject to the regulations of the Trust; and

- (b) are approved by the Trustees;

- (c) pay to the Trust such sums as the Trustees may from time to time require as a condition for becoming or continuing to be a member.

- (3) (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Trust to refuse the application.

- (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees decision following any written representations must be notified to the applicant in writing but shall be final.

- (4) Membership is not transferable to anyone else.

- (5) The Trustees must keep a register of names and addresses of the members.

- (6) The above provisions are subject to article 19 which provides for the automatic membership of the Patron and the President, and the Vice Presidents of the Trust.

Classes of Membership

- 3 (1) The Trust has the following classes of membership; (a) Benefactor, (b) Foundation, (c) Life, (d) Joint Life, (e) Ordinary, but apart from the payment for such membership all those classes shall invoke full membership of the Trust and have the same rights and obligations.
- (2) The Trustees may establish other classes of membership with the same or with different rights and obligations or with different rights or obligations inter se and shall record the rights and obligations in the register of members.
- (3) Subject to 2 (2)(c) above the Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (4) The rights attached to a class of membership may only be varied if such variations are previously approved by the Trustees and if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (5) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

4 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist.
- (2) the member resigns by written notice to the Trust unless, after the resignation, there would be less than two members.
- (3) any sum due from the member to the Trust is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Trust that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed.
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.

General meetings

- 5 (1) The Trust must hold its first annual general meeting within 18 months of incorporation and subsequent annual general meetings for each calendar year and not more than fifteen months may elapse between successive annual general meetings.

- (2) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The Trustees may call an extraordinary general meeting at any time.

Notice of general meetings

- 7 (1) The minimum periods of notice required to hold a general meeting of the Trust are:
- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
- In the case of an annual general meeting, by all the members entitled to attend and vote; and
 - In the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Trustees and auditors.
- 8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Trust.

Proceedings at general meetings

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- 25 members personally present and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 10 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11 (1) General meetings shall be chaired by the President of the Trust if he so desires but failing him they shall be chaired by the chairman if any of the Board of Trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Board of Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time

appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

- 12 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) if a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 13 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded.
- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Trust but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members

- 16 (1) Subject to Articles 3 and 14 and sub-paragraph (3) below, every member, whether an individual or an organisation shall have one vote.
- (2) Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote but a proxy for a member organisation may vote on a show of hands. No person shall act as a proxy (except in the case of a proxy for a member organisation) unless such person is entitled to be present at the meeting in his own right. An instrument appointing a proxy shall be in any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used.
- (3) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Trust.
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18 (1) Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- (2) The organisation must give written notice to the Trust of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by the Trust.
- (3) Any notice given to the Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the nominee has been properly appointed by the organisation.

Honorary Officers

- 19 There shall be a Patron, President, and not more (unless the Trust in annual meeting decides otherwise) than 8 Vice-Presidents of the Trust each of whom if not already a member, shall automatically become an ordinary member of the Trust on assuming office and for the period of that office notwithstanding any other article to the contrary, and in relation to those honorary officers;
- (a) The Rt. Hon, The Lord Mayor of York, The Dean of York and the Member or Members for York shall if willing to act and during the period of their respective offices, be ex-officio Vice-Presidents of the Trust.
- (b) The offices of the Patron, the President and the non ex-officio Vice-Presidents shall be at the disposal of the Trustees.

Board of Trustees

- 20 (1) A Trustee must be an individual person, (as opposed to an organisation), aged 18 years or older and no person who is not a member of the Trust or an authorised representative of an organisation which is a member shall under any circumstances be eligible to hold office as a Trustee and member of the Board of Trustees.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 31.
- 21 The Board of Trustees shall be composed of not less than six nor (unless otherwise determined by ordinary resolution) more than fifteen Trustees.
- 22 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board of Trustees.

Powers of Trustees

- 23 (1) The Trustees shall manage the business of the Trust through the Board of Trustees and may exercise all the powers of the Trust unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Retirement

- 24 At the first annual general meeting after the adoption of these articles and at each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Trustee he or she must retire.
- 25 (1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment (including any period before the adoption of these articles). If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Trustees

- 26 On the adoption of the articles the Trustees shall be;

Dr Peter Vincent Addyman, D.Sc., D.Univ.(York), M.A., ES.A., M.I.E.A.
Mr Darrell George Buttery, B.A. (Hons)
Mr Richard Joseph Carr-Archer, R.I.B.A.
Professor Sir Ronald Urwick Cooke, D.L., M.Sc., Ph.D., D.Sc.
Lt. Cdr. Maxwell David Drucquer, V.R.D*, F.I.P.M.
Mr David John Foster, B.A.
Mr Keith Goodey, F.C.A.
Miss June Mary Hargreaves, M.B.E., D.Univ.(York), Dip.T.P., M.R.T.P.I.
Mrs Maureen Loffill, F.I.O.B.
Mr Graham Millar, F.C.A.
Mr Francis Paterson, O.St.J., F.C.I.T., E.I.L.T.
Mr Paul Welton Shepherd, C.B.E., D.L., D.Univ.(York),
C.Eng., B.Sc.(Eng), F.I.C.E., F.C.I.O.B.
Mr Ronald George Sims, M.Litt., Dip.Arch.(Dist.), R.I.B.A.
Mr Adam Michael Sinclair
Mr Edward Frederick Vernon Waterson, B.Sc., F.R.I.C.S.

- 27 The Trust may by ordinary resolution:

- appoint a person who is willing to act to be a Trustee; and
- determine the rotation in which any additional Trustees are to retire.

- 28 No person may be appointed a Trustee at any general meeting unless:

- (1) he or she is recommended for re-election by the Trustees; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Trust is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee;
 - (c) contains the details that, if the person were to be appointed, the Trust would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 29 (1) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee.
- (2) The Trustees shall be entitled, (between annual general meetings) by resolution of the Board of Trustees, to appoint a Trustee to fill a casual or unfilled vacancy.

- (3) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

30 The appointment of a Trustee, whether by the Trust in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

31 A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Trust;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Trustee by notice to the Trust (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Trustees' remuneration

32 The Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of the Board of Trustees

- 33 (1) The Trustees may regulate the proceedings of the Board of Trustees as they think fit, subject to the provisions of the articles.
- (2) Any two Trustees may call a meeting of the Board of Trustees.
 - (3) The secretary must call a meeting of the Board of Trustees if requested to do so by two Trustees.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34 (1) No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number, as may be decided from time to time by the Trustees.
 - (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 35 (1) The Trustees shall appoint a Trustee to chair the Board of Trustees and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair a meeting of the Board of Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair the Board of Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
 - (4) The Trustees shall appoint from among themselves a Treasurer of the Trust.

- 36 (1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Delegation

- 37 (1) The Board of Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- (2) The Board of Trustees may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Trust except in accordance with a budget previously agreed with the Trustees.
 - (3) The Board of Trustees may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Board of Trustees.
 - (5) The Trustees may from time to time co-opt any member of the Trust to attend the meetings of the Board of Trustees or any committee of the Board of Trustees and such co-option may be on such terms as the Trustees think fit but any such co-opted member shall not have any vote or Trustee responsibility.

38 A Trustee must absent himself or herself from any discussions of the Board of Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).

- 39 (1) Subject to article 39 (2), all acts done by a meeting of Board of Trustees, or of a committee of Board of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Article 39(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of any committee of Trustees if, but for paragraph 39(1), the resolution would have been void, or the Trustee has not complied with article 38.

Secretary

40 Subject to the provisions of the Act the secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit: and any secretary so appointed may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy secretary on similar terms and who may act in place of the secretary if there be no secretary or no secretary capable of acting.

Seal

41 The seal of the Trust must only be used by the authority of the Trustees or of a committee of Trustees

authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Minutes

42 The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Trustees;
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

- 43 (1) The Trustees must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities

- 44 (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
 - (a) the transmission of the statements of account to the Committee;
 - (b) the preparation of an annual report and its transmission to the Commission.
 - (2) The Trustees must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.
- 45 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.
- 46 (1) The Trust may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.

47 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 48 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

49 The Trust shall indemnify every Trustee or other officer or auditor of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with an application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 50 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Trust.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Trust in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Trust.
- (5) The rules or bye laws shall be binding on all members of the Trust. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

As amended by special resolution passed on 6th October 2004



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