



## **The Friends of The Down Cemetery Constitution & Rules**

### **Name**

The name of the organisation is The Friends of The Down Cemetery, The Down, Trowbridge BA14 7NN hereafter known as the Friends.

### **Aims**

The preservation, conservation, sympathetic restoration and recording for the benefit of The Down Cemetery, including, buildings, monuments, standing structures, landscape, wildlife, and burial records.

### **Membership**

Membership of the *Friends* shall be open to any individual, groups, or corporate body, who wish to promote the aims of the *Friends*, and who have paid the annual subscription. Membership fees shall be determined from time to time by the *committee*. Membership fees will be subject to renewal on the 1<sup>st</sup> January of each year, and in Pro-rata in whole months for the rest of the year. Membership shall cease if membership is unpaid 3 months after it is due.

Membership may be refused or withdrawn from any person or group, or corporate body for good reason, and sufficient reason is provided that the individual or representative of a group have had the right to be heard by the *committee* before a final decision is made. A member has the right to give notice in writing to the secretary of his or her resignation.

### **General Meeting (Annual General Meeting & Extraordinary General Meetings)**

An annual General meeting shall be held each year at a date, time and venue decided by the *committee*. Not more than 15 months shall elapse between AGMs. Notice of the AGM shall be given to all paid-up members not less than 28 days prior to the AGM, together with a call for nominations to the committee and motions for discussions at the meeting. The accidental omission to give notice or the non-receipt of a notice by a person or group entitled to receive notice shall not invalidate the proceedings of the meeting. Every member shall have one vote. Groups or corporate members shall nominate one member to vote on their behalf. In the event of a tied vote, the chair shall have a second casting vote. The secretary or other person specially appointed by the committee, shall keep a full record of the proceedings at the AGM.

A quorum for any AGM shall be 4. In the event of a quorum not being present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present,

the meeting shall stand adjourned to the same day the next week at the same time and venue or to such a time and place as the *committee* decides. If at the re-convened meeting no quorum is present those present shall conduct the business of the AGM

Non members are welcome at the AGM but shall have no voting rights.

The *committee* may call an EGM of the *Friends* at any time. If at least 5 members request a such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given, and the notice must state the business to be discussed.

### **Committee**

The *Friends* shall be administered and managed in its day to day running by the *Committee*. The *Committee* shall consist of elected officers, nominated and seconded, to be elected at the AGM, plus up to four further elected members, who shall hold office from the conclusion of that meeting. The Elected officers shall be Chair, Vice Chair, Treasurer and Secretary. All elected officers shall serve a term of 3 years and elected members shall serve a term of one year and all will be eligible for re-election upon retirement. The *Committee* shall meet at least 4 times per year to include the AGM. The quorum shall be four. Every matter shall be decided by majority votes of the *Committee* present, the Chair shall only have a casting vote.

The proceedings of the *Committee* shall not be invalidated by any vacancy among their numbers or by the failure to appoint or defect in appointment of a member. In the event of any vacancy among elected officers the *Committee* shall have the powers to appoint one of its own to fill the vacancy until the next AGM. The committee may also fill any vacancy that exists between AGM's by co-opting a new member who shall serve till the next AGM.

The *Committee* shall keep written minutes of proceedings at the meetings of the *committee* and any sub-committee.

The *Committee* may from time to time make and alter rules and procedures for the conduct of business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the constitution.

The *Committee* shall obtain and pay for such goods and services, including insurance, as are deemed necessary or desirable to carry out the works of the *Friends*.

The *Committee* shall reimburse the reasonable expenses properly incurred carrying out work of the *Friends*.

The Chair and Treasurer shall prepare an annual report for presentation at the AGM.

The *Friends* shall have the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objective or of similar purpose and to exchange information and advice from them. Also, to establish or support any charitable trusts, association or institutions formed for all or any of the objectives. Also to do all such lawful things as are necessary for achievement of the Aims.

### **Finance**

The *Friends* shall have the power to collect membership fees and raise funds by appeal, grant, donations, the selling of bird food, renting space or other means, excluding loans.

The *Committee* shall have the Power to open bank accounts on behalf of the *Friends*. Cheques issued on this account shall bear the signature of one officer.

The Funds belonging to the *Friends* shall be applied only in furthering the objects and aims.

### **Lease**

A lease must be discussed and voted on at a *committee* meeting of the *Friends* and may be entered into as long as it is furthering its aims.

The Lease if agreed should be signed by the Chair and the Vice-Chair.

### **Winding Up**

The *Friends* may be dissolved on the passing of a formal resolution to wind up. A minimum of Twenty-one (21) days' notice of such a resolution must be given to either an AGM or EGM and voted on by a majority of two thirds (2/3rds) of members present at said AGM or EGM

If a motion for dissolution of the *Friends* is to be proposed at an AGM or EGM, this motion shall be referred to specifically when the notice is given.

In the event, the *Committee* shall have the power to realise assets held by or on behalf of the *Friends* or to pass on to a group or charity that has similar aims to the *Friends*.

Any assets remaining after the satisfaction of all debts and liabilities shall not be repaid to members of the *Friends* but transferred to one or more charitable institutions having objectives similar to those of the *Friends*. The minutes and other records of the *Friends* shall be deposited with the local history section of the local library. The officers shall stay in position until all items of the winding up have been completed.

Date of Adoption of the Constitution

Signature of

Chair

Vice-Chair

Treasurer

Secretary