

THE FRIENDS OF WEST MERSEA PARISH CHURCH

CONSTITUTION

1. Name and Charitable Status

The name of the association of the Friends of St Peter & St Paul's Church, West Mersea shall be "**The Friends of West Mersea Parish Church**" (hereinafter described as "The Friends"). It shall be a registered charity.

2. Aim and Objectives

The aim of The Friends shall be to maintain, repair, restore, improve and reconstruct the fabric of St Peter & St Paul's Church, West Mersea, including the church hall, fixtures, fittings, furniture, glass, ornaments, other chattels and churchyard to the benefit of the public. To achieve this aim, the Friends will raise funds by organising community events. These events will have the objectives of promoting:

- community cohesion.
- wider appreciation and use of the church buildings.
- good liaison between "the town" and church.

3. Powers

In furtherance of the aim but not otherwise The Friends may:

- a. obtain, collect and receive money and funds by way of contributions, donations, subscriptions, covenants, legacies, grants and appeals, or by application to any person, persons, body or organisations.
- b. accept and receive gifts of property of any description for or towards the aim of The Friends or any of them (whether subject to any special trusts or not).
- c. subject to such consents, as may from time to time be required by law, may borrow money or enter into other contracts charging all or any of the property of The Friends, provided that The Friends shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- d. invest the monies of The Friends not immediately required for the said aim in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions as may for the time being be imposed or required by law.

- e. make grants of money, gifts or other property to the Parochial Church Council (PCC) of St Peter & St Paul's Church, West Mersea, exclusively for the purpose of the said aim, and generally assist those responsible for the care and maintenance of the Church.
- f. do all such other lawful things as are necessary for the achievement of the aim
- g. arrange and provide for or join in arranging and providing for the holding of concerts, exhibitions, meetings, lectures, classes and other fund raising activities.
- h. collect and disseminate information on all matters affecting the aim.
- i. cause to be written and printed or otherwise reproduced and circulated, gratuitously, or otherwise, such papers, books, periodicals, pamphlets or other documentation or films or recordings (whether audio or visual or both) as shall further the aim.

4. Membership

- a. Membership of The Friends shall be open to all who are interested in furthering the work of The Friends and who have paid the annual subscription as laid down from time to time by an executive committee established under Clause 5 below and hereinafter referred to as "The Committee".
- b. Honorary members may be appointed at the discretion of the Committee.
- c. Every member over the age of 18 years shall have one vote.
- d. The Committee shall have the right to approve or reject applications for membership, and to terminate membership of any person provided that the member concerned shall have the right to be heard by the Committee before a final decision is made.

5. The Committee.

- a. Policy and management of The Friends shall be directed by the Committee which shall be comprised of honorary officers and committee members.
- b. At the inaugural meeting and subsequently at the Annual General Meeting (AGM), established under Clause 8 below, the Friends shall elect honorary officers and committee members.

6. Honorary Officers

- a. The incumbent of the benefice of St Peter & St Paul's Church, West Mersea or, if the benefice is vacant, the priest or curate in charge shall be a member of the Committee ex officio.
- b. Honorary officers shall be chairman, treasurer, secretary and other honorary officers as required.

c. The chairman and honorary officers of the Friends shall hold office until the conclusion of the AGM next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than five consecutive years. On the expiry of such period one further year must elapse before any former honorary officer shall be eligible for re-election.

e. The Friends shall appoint one or more qualified auditors or independent examiners and may determine their remuneration (if any).

7. Committee Members

a. The Committee membership shall include the following:

(1). Two members of the PCC of St Peter & St Paul's Church, West Mersea appointed annually by the PCC at its first meeting after The Friends AGM.

(2). In addition to the 2 PCC members mentioned immediately above, not less than 6 or more than 9 elected members.

b. The elected members of The Committee shall be elected at the AGM in accordance with Clause 8 below.

c. Elected members shall serve for not more than five years. One third of the membership shall retire annually but shall be eligible for re-election, the retiring members being those longest in office since the last election but not reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

d. In addition to honorary officers and elected members of the Committee, up to three further members may be co-opted from among the Friends membership to serve on the Committee until the conclusion of the next AGM.

e. Any casual vacancy in the Committee may be filled by the Committee, and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next AGM and shall be eligible for election at that meeting.

f. The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member.

g. The Committee may appoint such special or standing committees as may be deemed necessary by the Committee, and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

8. General Meetings

a. The Friends will be established by an inaugural general meeting. Thereafter an AGM shall be held annually and at intervals of not more than 15 months. At least 21 days notice of a general meeting shall be given by any means as the secretary thinks fit. At

AGMs the business shall include the election of honorary officers; the election of full members to serve on the Committee; the appointment of an auditor or independent examiner; the consideration of an annual report of the work done by the Friends; accepting the audited or examined accounts and the transaction of other matters as may from time to time be necessary.

b. The Committee Chairman and the Secretary shall within 21 days of receiving a written request so to do, signed by not less than 10 members and giving reasons for the request, call a Special General Meeting.

9. Nomination of Honorary Officers and Committee Members

Only members of the Friends shall be eligible to serve as Honorary Officers or members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by members of the Friends in writing and be in the hands of the Secretary at least 21 days before the AGM. Should nominations exceed vacancies, election shall be by show of hands.

10. Rules of Procedure for All Meetings

a. Quorum.

(1). General Meetings. There shall be a quorum at general meetings when at least 15 members are present at the meeting.

(2). Committee Meetings. There shall be a quorum at a meeting of the Committee or any committee appointed under Clause 7h when at least one third of members are present at the meeting.

b. Voting. All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the case of a tie the Chairman of the meeting shall have a second or casting vote.

c. Minutes. Minute books shall be kept for the AGM, the Committee and all other committees. The appropriate secretary shall enter therein a record of all proceedings and resolutions.

d. Standing Orders and Rules. The Committee shall have power to adopt and issue Standing Orders and Rules for the Friends. Such Standing Orders and Rules shall come into operation immediately they are issued provided always that they shall be subject to review at the next AGM or general meeting, and are not inconsistent with the provisions of this Constitution.

11. Finance.

a. All monies raised by or on behalf of the Friends shall be applied to further the aim of the Friends and for no other purpose, provided that nothing herein contained shall prevent the repayment to members of reasonable out-of-pocket expenses.

- b. The Honorary Treasurer shall keep proper accounts of the finances of the Friends.
- c. The accounts shall be audited or independently examined in accordance with the Charities Act 1993 at least once a year by an auditor or independent examiner appointed at the AGM.
- d. An audited or independently examined statement of the accounts for the last financial year shall be submitted by the Committee to the AGM as aforesaid.
- e. A bank account or accounts shall be opened in the name of "The Friends of West Mersea Parish Church". The Committee shall authorise the Treasurer, the Secretary and 2 members of the Committee to sign cheques on behalf of the Friends. All cheques must be signed by not less than 2 of the four authorised signatories.
- f. The financial year of the Friends shall be the calendar year

12. Alterations to the Constitution. Any alteration to this Constitution shall receive the assent of not less than two thirds of the full membership of the Friends for the time being whether individual or representative present and voting at a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Secretary not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Friends provided that no alteration shall be proposed which would have the effect of causing the Friends to cease to be a Charity in Law.

13. Dissolution. If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Friends, it shall call a general meeting of the Friends, of which meeting 21 clear days notice (stating the terms of the Resolution to be proposed) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Friends. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having aims similar to those of the Friends as the Committee may determine.

14. Notices. Any notice served by the Secretary on any member either personally, by email or by post shall be deemed to have been received within 3 working days of sending of posting.