

Dedicated to preserving a much loved village church

Friends of St. Margaret's, Crick

The Constitution

DATED 1st October 2006

Friends of St. Margaret's, Crick.

A charitable association [registered charity number 1117468]

THIS CONSTITUTION is adopted on the 1st day of September, two thousand and six by the members whose names are set out at the end of this deed.

1. NAME

The name of the association is Friends of St. Margaret's, Crick (hereinafter called "the Charity") or such other name or names as the Executive Committee constituted by clause 6 ("the Executive Committee") may with the consent of the Charity Commission decide.

2. ADMINISTRATION

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee.

3. OBJECTS AND POWERS

(a) The Charity's objects ("the Objects") are to advance the Christian religion by the restoration, preservation, repair, maintenance, improvement and beautification of:

(1) the Parish Church of St Margaret of Antioch, Crick in the Diocese of Peterborough (hereinafter called "the Church") and the Churchyard belonging to the Church and any other buildings, structures and properties which are the responsibility of the Parochial Church Council of the Parish of St Margaret of Antioch (including but not by way of limitation any boundaries, paths, accesses, fences and walls). In this document the Church, Churchyard and other such structures, buildings and

properties are together called "the Church Properties"; and

(2) the monuments, fittings, fixtures, stained glass, furniture, ornaments and chattels of the Church Properties.

(b) In furtherance of the Objects but not otherwise the Charity may:

(1) Protect from dilapidations, disfigurement, decay, pollution or destruction the Church Properties or any area nearby.

(2) Encourage public co-operation in the protection of the Church Properties and surrounding areas of natural beauty or interest.

(3) Collect and disseminate information on all matters affecting the Objects.

(4) Raise funds by any lawful means and through any lawful activity and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Charity shall not undertake permanent trading activities in raising funds for the Objects.

(5) Make grants of money and gifts of other property to the Churchwardens and Parochial Church Council of the Parish of St Margaret of Antioch, Crick exclusively for the purpose of the Objects, and generally assist those responsible for the care and maintenance of the Church Properties.

(6) Invest the monies of the Charity not immediately required for the Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

(7) Buy, take on, lease or exchange any property necessary for the achievement of the Objects and maintain and equip it for use.

(8) Employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.

(9) Co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.

(10) Do all such other lawful things as are necessary for the attainment of the Objects.

4. MEMBERSHIP

(a) Current membership of the Charity shall comprise the signatories of this document (being also the Executive Committee) who on 1st September 2006 adopted this constitution. Future membership of the Charity shall be open to all who are interested in furthering the work of the Charity and who have paid the subscription as laid down from time to time by the Executive Committee.

(b) Every member over the age of 18 years shall have one vote.

(c) The Executive Committee shall have the right:

(1) To approve or reject applications for membership; and

(2) For good and sufficient reason to terminate the membership of any person PROVIDED THAT the member concerned shall have the right to be heard by the Executive Committee before a final decision is made.

5. HONORARY OFFICERS

- (a) At the Annual General Meeting hereinafter mentioned the members shall elect from among themselves a Chairman, a Vice Chairman, a Secretary and a Treasurer and such other Honorary Officers as the members shall from time to time decide.
- (b) The Chairman and other Honorary Officers shall be ex-officio members of the Executive Committee and of any other committee.

6. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of not less than six members and shall meet not less than twice a year. The first members of the Executive Committee shall not initially be elected but shall comprise the persons whose signatures are set out at the end of this document who shall initially elect the Honorary Officers from among themselves. All such members other than the Parochial Church Council nominee (being Lin Burton- Churchwarden) shall continue in office until the first Annual General Meeting of the Charity at which time they shall stand for election in accordance with clause 7.
- (b) The Executive Committee (other than the first members of the Executive Committee) shall consist of:
- (i) The Honorary Officers (being a minimum of four);
 - (ii) One member of the Parochial Church Council of the Parish of St Margaret of Antioch nominated annually by the Parochial Church Council at its first meeting after the Annual General Meeting of the Friends; and
 - (iii) Not less than two further elected members.
- (c) The elected members of the Executive Committee (including the Honorary Officers) shall be elected at the Annual General Meeting in accordance with clause 7.
- (d) Election to the Executive Committee shall be for three years. After three years has expired from the date of the first Annual General Meeting, one-third of the elected membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been the longest elected members in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- (e) In addition to the members so elected by virtue of clause 6(c) the Committee may co-opt up to three further members being members of the Charity who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one-third of the total membership of the Executive Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Executive Committee.
- (f) Any casual vacancy in the Executive Committee may be filled up by the Executive Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that Meeting.
- (g) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (h) The Executive Committee may appoint such special or standing committees as may be deemed necessary by the Executive Committee and shall determine their terms of reference power duration and composition. All acts and proceedings of such

special or standing committees shall be reported back to the Executive Committee as soon as possible.

- (i) A member of the Executive Committee shall cease to hold office if
- (i) he or she is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;
- (iii) is absent without the permission of the Executive Committee from all their meetings held within a period of 1 year and the Executive Committee resolves that his or her office be vacated or
- (iv) notifies to the Executive Committee a wish to resign (but only if the minimum number of members of the Executive Committee will remain in office when the notice of resignation takes effect).
- (j) Any member of the Executive Committee who ceases to hold office whether by virtue of clause 6(i) above or by retirement under clause 6(d) shall with all other members of the Executive Committee sign a resolution effecting or confirming the cessation of his membership of the Executive Committee and such outgoing member shall sign any other necessary documents to secure the proper vesting of property of the Charity in the new and continuing members of the Executive Committee.
- (k) Any person who is elected or nominated to be a member of the Executive Committee shall not be deemed validly appointed until he has signed a resolution formally confirming that he accepts such office, that he has read this document and that he accepts he is bound by the same. Signature of this document by the first members shall be taken as acceptance of Executive Committee office under this clause and approval of this constitution.

7. MEETINGS OF THE ASSOCIATION

- (a) The first Annual General Meeting of the Charity shall be held not later than the 2nd May 2007 and once in each year thereafter an Annual General Meeting of the Charity shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Executive Committee shall determine. At least 21 clear days' notice shall be given by displaying such notice on the Church notice board and by such other means as the Secretary thinks fit. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Executive Committee; the appointment of an auditor or auditors or an independent examiner; the consideration of an annual report of the work done by or under the auspices of the Executive Committee and of the accounts; and the transaction of such other matters as may from time to time by law or otherwise be necessary.
- (b) The Chairman of the Executive Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do, signed by not less than six members and giving reasons for the request, call a Special General Meeting.

8. NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS

Only members of the Charity (other than the member nominated by the Parochial Church Council of the Parish of St Margaret of Antioch under clause 6(b)(ii)) shall be eligible to serve as Honorary Officers or members of the Executive Committee.

Nominations for future Honorary Officers or members of the Committee must be made by members of the Charity in writing and must be in the hands of the Secretary at least seven days before the Annual General Meeting.

9. RULES OF PROCEDURE AT ALL MEETINGS

(a) **Quorum** There shall be a quorum at the meeting of the members of the Charity (including Extraordinary General meetings and Annual General Meetings) when at least six members or one third of the total actual membership of the Charity for the time being (whichever is the greater) are present.

There shall be a quorum at a meeting of the Executive Committee when at least one third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the Meeting.

(b) **Voting** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(c) **Minutes** Minute books shall be kept by the Executive Committee and all other committees, and the appropriate secretary or member shall enter therein a record of all proceedings and resolutions which shall be regarded as final unless any member raises objection. Such minutes may be kept in electronic format and may be transmitted to members by electronic mail as necessary.

(d) **Standing Orders and Rules** The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the Charity. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the members in a General Meeting and shall not be inconsistent with the provisions of this constitution.

10. FINANCE

(a) All monies raised by or on behalf of the Charity shall be applied to further the Objects and for no other purpose PROVIDED THAT nothing herein contained shall prevent the repayment to members of the Executive Committee of reasonable out-of-pocket expenses.

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Charity.

(c) A bank account shall be opened in the name of the Charity at the Charities Aid Foundation or such bank as the Executive Committee shall from time to time decide. The Executive Committee shall authorise in writing the Treasurer, the Secretary of the Friends and two members of the Executive Committee to sign cheques on behalf of the Friends. All cheques must be signed by not less than two of the four authorised signatories.

11. ALTERATIONS TO THE CONSTITUTION

Any alteration of this constitution shall receive the assent of not less than two-thirds of the full membership of the Charity for the time being whether individual or representative present and voting at a meeting specially called for the purpose
PROVIDED THAT

(a) notice of any such alteration shall have been received by the Secretary in writing 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 Charity.

(b) no alteration shall be made which would have the effect of causing the association to cease to be a charity in law.

(c) no amendment may be made to clause 1 (the name of the Charity clause), clause 3(a) (the Objects clause), clause 13 (Executive Committee members not to be personally interested clause), clause 12 (the dissolution clause) or this clause without the prior written consent in writing of the Charity Commission.

(d) the Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

12. DISSOLUTION

If the Executive Committee by a simple majority decides at any time that on the grounds of expense, or otherwise, it is necessary or advisable to dissolve the Charity it shall call a general meeting of all members who have the power to vote, of which meeting not less than 21 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 Executive Committee shall have power to dispose of any assets held by or on behalf of the Charity. 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 objects similar to the objects of the Charity as the Executive Committee may determine. A copy of the statement of accounts, for the final accounting period of the Charity must be sent to the Charity Commission.

13. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire an interest in property belonging to the Charity (otherwise than as trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

14. CHARITABLE OBLIGATIONS

(a) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the keeping of accounting records, the preparation of annual statements of account, the auditing or independent examination of the statements of account and the

transmission of such statements of account to the Charity Commission.

(b) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

(c) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

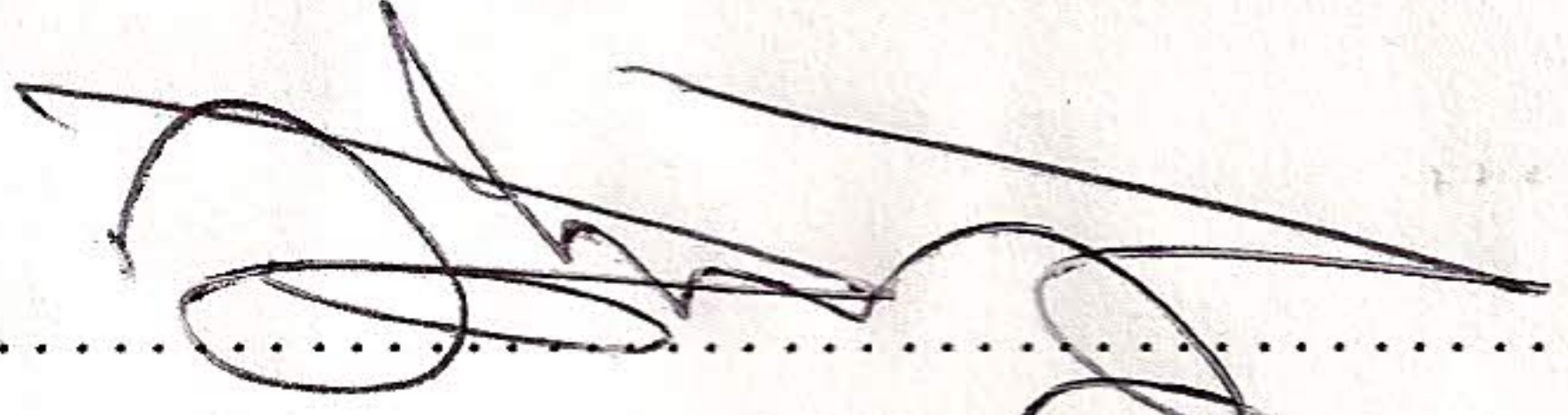
15. NOTICES

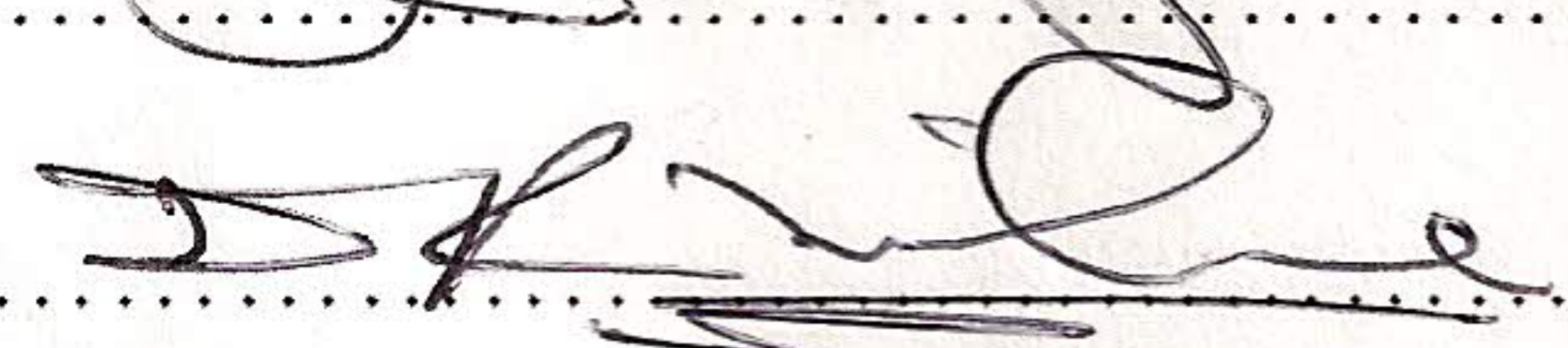
Any notice may be served by the Secretary on any member either personally by facsimile or by email or by sending it through the post in a prepaid letter in all cases addressed to such member at his or her last known fax, email or postal address; any letter posted shall be deemed to have been received within three working days of posting and any email or fax shall be deemed to have been received within 24 hours.

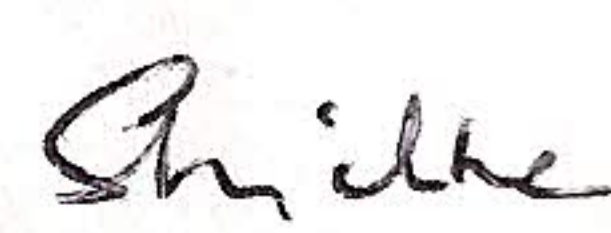
16. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

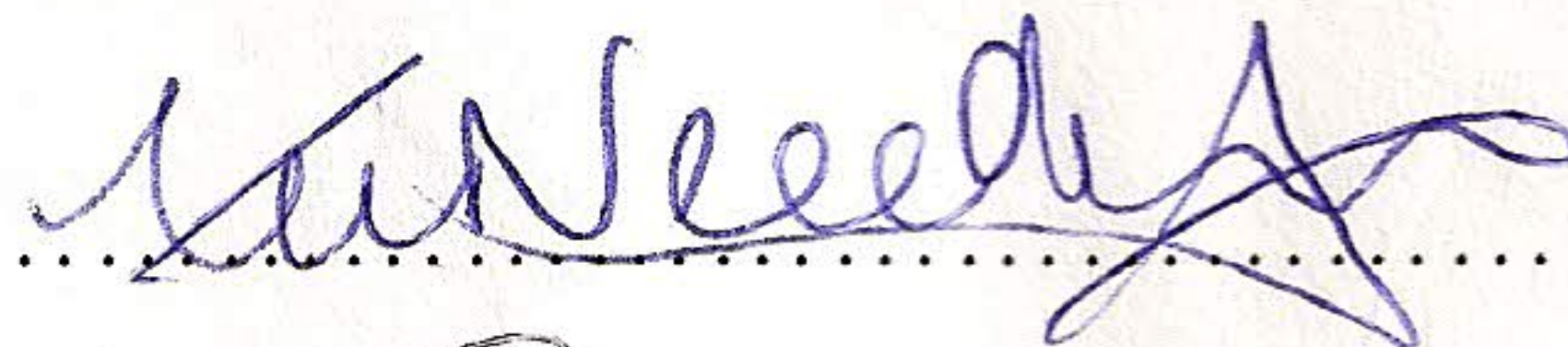
Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

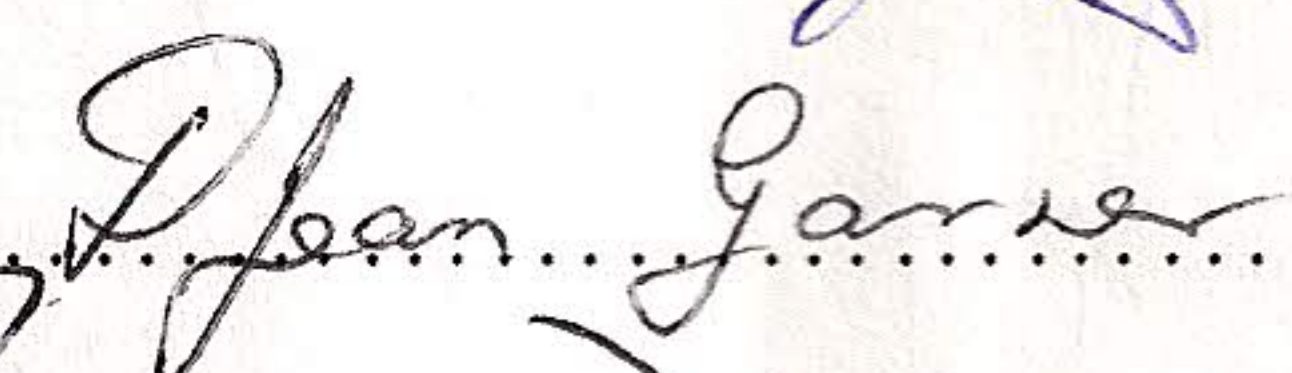
This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.


David Sweeney 

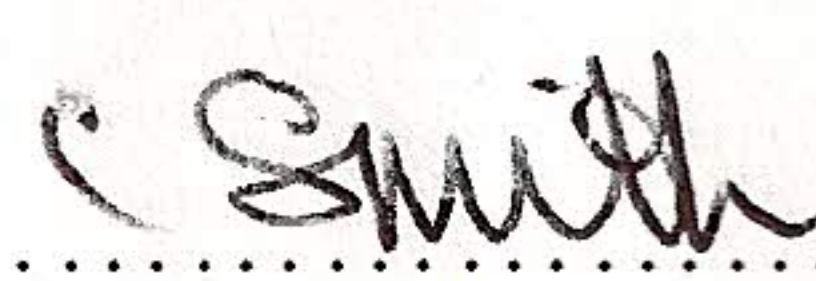
David Richard Milne 

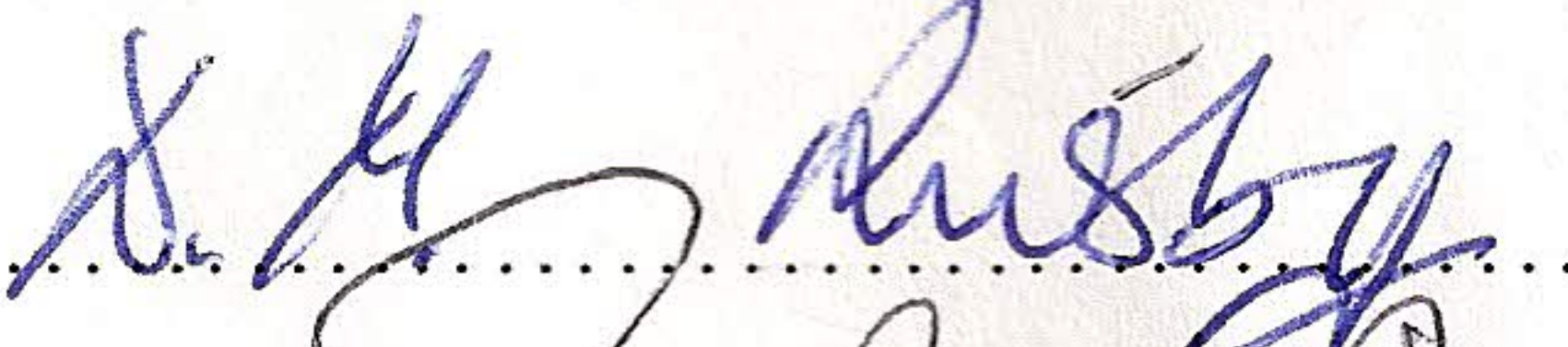
Susan Milne 

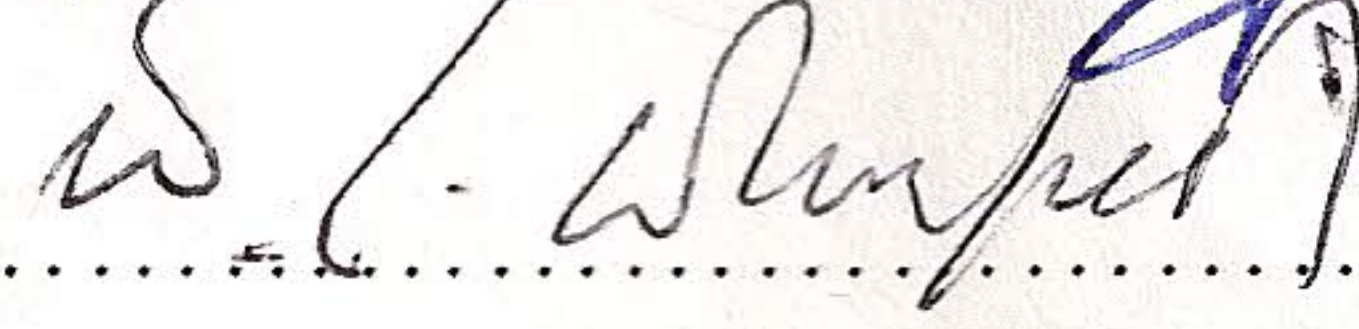
Emma Needham 

Jean Garner 

Ann Ward 

Carole Smith 

Daphne Rusby 

William Whitfield 

Jacque Ingham 