

Draft Constitution

The Friends of All Saints' Parish Church Leamington Spa

1 Name

The name of this charity is The Friends of All Saints' Parish Church, Leamington Spa ('The Friends').

2 Objects and Powers

- a) The Friends is established to raise funds for the restoration, preservation, repair, maintenance, improvement and enhancement of the Parish Church of All Saints, Leamington Priors, in the Diocese of Coventry, including fixtures, fittings, and other items within both the church and the churchyard.
- b) Fund-raising for specific projects must be agreed by the Parochial Church Council (PCC) in advance.
- c) In furtherance of its objects The Friends may:
 - 1. stage concerts, exhibitions, meetings, lectures, and other events;
 - 2. circulate information about activities;
 - 3. raise funds by lawful and appropriate means;
 - 4. Make grants of money, gifts, and other property to the Vicar, Churchwardens and PCC of All Saints' Church exclusively for the purpose of said objects;
 - 5. Provide administrative support to the PCC by agreement with the PCC exclusively for the purpose of said objects;
 - 6. invest any surplus monies as thought fit;
 - 7. establish a Permanent Endowment Fund to provide income for said objects.

3 Membership

- a) Membership of The Friends shall be open to individuals businesses and other organisations interested in furthering the Objects and which have paid an annual subscription as laid down from time to time by the Executive Committee (The Committee) established under Clause 5 below.
- b) Honorary Members may be appointed at the discretion of The Committee.
- c) Every individual member over the age of 18 shall have one vote except for Honorary Members who shall not be entitled to vote.
- d) Every business and other organisation having membership of The Friends shall have one vote.
- e) The Committee shall have the right
 - 1. to approve or reject application for membership, and
 - 2. where there is good reason, to terminate the membership of any person business or other organisation which will have the right to be heard by The Committee before a final decision is made.
- f) Notwithstanding the above, The Committee shall not have the power to terminate the membership of the Vicar of All Saints' Church.

4 Honorary Officers

- a) The Vicar of All Saints' Church Leamington Priors ('The Vicar') shall be an ex officio member of The Friends and of The Committee.

- b) A Chairman, Vice-Chairman, Secretary and Treasurer (The Honorary Officers) shall be elected from the membership of The Friends at every Annual General Meeting of The Friends and shall serve in an honorary capacity.
- c) The Chairman and other Honorary Officers shall hold office until the conclusion of the AGM next after their election but shall be eligible for re-election subject to the terms of 5d).
- d) The Chairman and other Honorary Officers shall be ex officio members of The Committee and of any sub-committee of The Friends.
- e) The Committee may appoint a President who will become an ex officio member of The Friends and whose main role will be to represent the work of The Friends to the wider community.
- f) The Committee shall appoint an independent examiner or auditor and shall determine their remuneration.

5 Executive Committee

- a) The general management and affairs of The Friends shall be directed by an Executive Committee ('The Committee') which shall meet no fewer than four times per year.
- b) The Committee, when complete, shall comprise:
 1. The Honorary Officers;
 2. The Vicar;
 3. One member of the Parochial Church Council of All Saints, Leamington Priors (The PCC), appointed annually by The PCC, who will thereby become an ex officio member of The Friends;
 4. No fewer than six and no more than nine members elected from the membership of The Friends.
- c) Committee members shall be elected at the Annual General Meeting of The Friends.
- d) Election to The Committee shall be for an initial term of three years. Any member having served for three years will be eligible to stand for re-election on an annual basis but after serving for a total of six consecutive years must retire from The Committee for a period of at least one year. Following a break of at least one year re-election may be sought on the same terms as when first elected.
- e) The Committee may co-opt up to three additional members from the membership of The Friends and such co-opted members shall serve on The Committee and be entitled to vote at meetings of The Committee until the next AGM.
- f) The Committee may co-opt up to two members from the membership of The Friends to fill casual vacancies arising during the year. Such co-opted members shall serve on The Committee and shall be entitled to vote at meetings of The Committee until the next AGM. Should additional casual vacancies arise in The Committee they should be filled by election at an AGM or Special General Meeting (SGM).

- g) The Committee shall have the power to appoint a Standing Committee and to determine its powers, duration and composition providing that the Chairman and The Vicar are included in its membership. The Standing Committee will report to The Committee.
- h) A deputy chosen by the Vicar, the Archdeacon, or some other authorised person may attend meetings and vote in the case of absence by the Vicar or a vacancy in the incumbency of the parish.
- i) If the PCC Representative is unable to be present at a meeting, the PCC may appoint a suitable deputy to attend and vote.

6 Meetings

- a) The Inaugural Meeting of The Friends shall be held no later than six weeks after its formation and thereafter an Annual General Meeting shall be held no less than 11 months and no more than 15 months following the previous AGM.
- b) Notice of the AGM shall be given at least 21 days in advance and shall be given as follows:
 1. A notice displayed on the internal and external church noticeboards;
 2. Circulation to all Members on the current electronic mailing list;
 3. A notice on the church website and on The Friends' website, if any;
 4. Additional notices by any other means The Committee deems appropriate.
- c) The following business shall be transacted at the AGM:
 1. Election of Honorary Officers;
 2. Election of members to serve on The Committee;
 3. Presentation of the annual report and accounts;
 4. Appointment of an external examiner or auditor;
 5. Such other business as may from time to time be necessary.
- d) The Chairman of The Committee may call a Special General Meeting of The Friends with the agreement of The Committee. At least 14 days' notice is required and notice shall in other respects be given as for an AGM.
- e) The Chairman of The Committee must call a Special General Meeting without delay if requested to do so in writing by at least 10 members of The Friends. At least 14 days' notice is required and notice shall in other respects be given as for an AGM.

7 Elections to The Committee

- a) Nominations for Honorary Officers and for membership of The Committee should be made and seconded by members of The Friends and be given to the Honorary Secretary in writing prior to the start of the AGM or SGM.
- b) Should the number of nominations exceed the number of vacancies, election shall be by simple majority of those present and voting with a show of hands.
- c) Notwithstanding the above, should a secret ballot be requested by any member and supported by a show of hands by 10 or more members then the Honorary Secretary will arrange a secret ballot for the vacancy or vacancies in question.

8. Conduct of Meetings

- a) A quorum shall be 10 members at an AGM or SGM and one half of the members of The Committee at a committee meeting. The quorum must always include the Vicar, the PCC Representative, or a person deputising for them under Clause 5h) or 5i).
- b) Unless otherwise agreed, questions arising at any meeting shall be decided by a simple majority of those present and voting. The Chairman shall have a casting vote.
- c) The Honorary Secretary for the time being shall keep minutes of AGMs, SGMs and Committee meetings.
- d) Any sub-committee shall appoint one of its members to record its activities and decisions and to report back to The Committee. Such reports are to be retained with the minutes of The Committee by the Honorary Secretary.
- e) The Committee shall have the power to adopt and issue Standing Orders and Rules with the proviso that they should be compatible with this Constitution and subject to review and amendment at an AGM or SGM.

9. Finance

- a) All monies raised shall be used to further the objects of The Friends and for no other purpose.
- b) Reasonable out-of-pocket expenses incurred by members of The Committee and those acting on its behalf in the furtherance of the objects of The Friends may be reimbursed. Such expenses must be approved in advance by The Committee.
- c) The Honorary Treasurer shall keep proper accounts of the finance of The Friends.
- d) The accounts shall be inspected annually by the external examiner or auditor appointed at the AGM.
- e) Such accounts shall be made available to members of The Friends 14 days before the AGM and shall be submitted to the AGM by The Committee for approval.
- f) A bank account shall be opened in the name of The Friends. The Committee shall authorise the Honorary Treasurer, the Honorary Secretary, and two other members of The Committee as signatories.
- g) Cheques are to be signed by at least two of the authorised signatories.
- h) Such savings or investment accounts as may from time to time be deemed appropriate shall be opened in the name of The Friends and operated in the manner described for the bank account in 9.f) and 9.g).

10. Alterations to the Constitution

- a) Any proposed alteration to this Constitution shall be circulated to all members of The Committee 14 days before the meeting of The Committee at which it is to be considered.
- b) Any proposed alteration failing to receive the assent of no fewer than two-thirds of the members of The Committee shall not be implemented and shall not be

brought back to The Committee for further consideration within the space of six months.

- c) Any proposed alteration receiving the assent of no fewer than two-thirds of the members of The Committee shall be circulated to the full membership at least 14 days before the AGM or SGM at which it is to be discussed.
- d) No change to the constitution shall take effect without the agreement of at least two-thirds of the members present and voting at an AGM or SGM.
- e) No change to the Constitution shall be made which would cause The Friends to cease to be a charity in law.
- f) No change to the Constitution shall be made which would be prejudicial to the representation of The Vicar and The PCC.

11. Dissolution

- a) If at any time and for any reason The Committee determines it is necessary or advisable to dissolve The Friends it shall call a SGM.
- b) The notice period and the procedure for notification shall be as for an AGM.
- c) The members present at the SGM shall be informed of the reason The Committee proposes to dissolve The Friends and shall be given the opportunity to debate the proposal.
- d) A motion to to dissolve The Friends shall be put to vote and shall be carried by the assent of at least two-thirds of members present and voting at the SGM.
- e) If the motion to dissolve The Friends is carried then The Committee shall have power to dispose of any assets held by or on behalf of The Friends.
- f) Any assets remaining after the settlement of any proper debts shall be given to The PCC and their use shall be restricted to the purposes outlined in the Objects of The Friends.