

# CONSTITUTION OF THE FRIENDS OF ST. JOHN THE BAPTIST CHURCH, FINDON

## 1. NAME

The name of the association is "Friends of St John the Baptist Church, Findon" (hereinafter called "the Friends").

## 2. OBJECTS AND POWERS

- (a) The Friends is established to beautify and assist in the maintenance of the fabric and grounds of the Parish Church of St. John the Baptist, Findon in the Diocese of Chichester (hereinafter called "the Church") and to preserve and protect this ancient building through raising of funds to be used as outlined below in projects which have received the necessary approval.
- (b) In furtherance of the said objects but not otherwise the Friends may:
  - (1) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
  - (2) Collect and disseminate information on all matters affecting the objects;
  - (3) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further 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 Friends shall not undertake permanent trading activities in raising funds for the objects;
  - (5) Make grants of money and gifts of other property for the benefit of Findon Church to the clergy, Churchwardens and Parochial Church Council, in the Parish of Findon, Clapham and Patching, and generally assist those responsible for the care and maintenance of Findon Church;
  - (6) Invest the monies of the Friends not immediately required for the said 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) Do all such other lawful things as are necessary for the attainment of the said objects.

## 3. MEMBERSHIP

- (a) Membership of the Friends shall be open to all aged 18 or over 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 the Executive Committee established under Clause 5 below.
- (b) Honorary members may be appointed at the discretion of the Executive Committee. Honorary members shall not be entitled to vote.
- (c) The Executive Committee shall have the rights:
  - (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.

## 4. HONORARY OFFICERS

- (a) The Incumbent of the benefice of Findon, Clapham and Patching or, if the benefice is vacant, the priest or curate in charge of the said Parish, shall be President of the Friends and a member of the Executive Committee *ex officio*.
- (b) At the Annual General Meeting hereinafter mentioned the Friends shall elect a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other Honorary Officers as the Friends shall from time to time decide.
- (c) The Chairman and the Honorary Officers of the Friends shall hold office until the conclusion of the

- Annual General Meeting next after their election but shall be eligible for re-election.
- (d) The Chairman and Honorary Officers shall be *ex-officio* members of the Executive Committee and of any other committee.
  - (e) The Friends shall appoint one or more qualified auditors or examiners and may determine their remuneration (if any).

## 5. EXECUTIVE COMMITTEE

- (a) Subject as hereinafter mentioned the policy and general management of the affairs of the Friends shall be directed by an Executive Committee (hereinafter called "the Committee"), which shall meet not less than 4 times a year.
- (b) The Committee when complete shall consist of:
  - (i) The Honorary Officers;
  - (ii) Not less than 3 or more than 8 elected members; and
  - (iii) The Church Wardens for the time being of St John the Baptist, Findon
- (c) The elected members of the Committee shall be elected at the Annual General Meeting in accordance with clause 6.
- (d) Election of the Committee shall be for one year. All of the members shall retire annually but shall be eligible for re-election.
- (e) In addition to the members so elected and to those serving by virtue of Clause (a) or (d), the Committee may co-opt up to 3 further members being members of the Friends 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 Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.
- (f) Any casual vacancy in the Committee may be filled up by the 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 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 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.

## 6. MEETINGS OF THE ASSOCIATION

- (a) The First Annual General Meeting of the Friends shall be held not later than the 31st March 2018 and once in each year thereafter an Annual General Meeting of the Friends 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 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 Committee; the appointment of auditor(s) or examiner(s); the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- (b) The Chairman of the 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 10 members and giving reasons for the request, call a Special General Meeting.
- (c) If members have a conflict of interest they must declare it and withdraw from the meeting while this matter is being discussed or decided.

## 7. NOMINATIONS 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 Association in writing and must be in the hands of the Secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by show of hands.

## 8. RULES OF PROCEDURE AT ALL MEETINGS

- (a) *Quorum* The quorum at a meeting of the Friends, or of the Committee or any committee appointed under Clause 5 (g) hereof, shall be one-third of the total actual membership of the Friends for the time being, the Committee or committees (as the case may be), or such other number as the Friends may in General Meeting from time to time determine.
- (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 Committee and all other committees, and 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/or Rules for the Friends. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Friends in General Meeting and shall not be inconsistent with the provisions of this Constitution.

## 9. FINANCE

- (a) All monies raised by or on behalf of the Friends shall be applied to further the objects of the Friends and for no other purpose PROVIDED THAT nothing herein contained shall prevent the repayment to members of the Committee or of any committee appointed under Clause 5 (g) hereof 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 at least once a year by the auditor(s) or examiner(s) appointed at the Annual General Meeting.
- (d) An audited/examined statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.
- (e) A bank account shall be opened in the name of the Friends with National Westminster Bank, or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary of the Friends and two members of the Committee to sign cheques on behalf of the Friends. All cheques must be signed by not less than two of the four authorised signatories.

## 10. DISSOLUTION

- (a) If at any time the members at a general meeting or at a special meeting called in accordance with Clause 6 (a) or (b) of this Constitution decide to dissolve the Friends, the Committee members shall remain in office for so long only as is necessary or requisite for the orderly winding up of the Friends' affairs, and thereafter none of them shall in any way be personally liable for any liability thereafter arising.
- (b) After making provision for all outstanding liabilities of the Friends, the Committee shall as it in its absolute discretion thinks fit apply remaining property and funds in one or more of the following ways and in such order of preference as it in its discretion thinks fit:
  - (i) directly for the objects of the Friends
  - (ii) by transfer to one or more other bodies or trusts or charities established for exclusively charitable purposes with the same or similar objects

(iii) by transfer of funds or other assets to such institution or charity as may be selected by the Charity Commissioners or such other body as may be their successors in title.

(c) A final report and statement of account relating to the Friends must be sent to the Charity Commission.

## 11. 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 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 Friends PROVIDED THAT no alteration shall be made which would have the effect of causing the Friends to cease to be a Charity in law.

## 12. NOTICES

Any notice may be served by the Secretary on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to having been received within three working days of posting.

*29<sup>th</sup> October 2016*