

CONSTITUTION FOR THE FRIENDS OF ST DUNSTAN'S CRANBROOK

adopted on 16th September 2008; amended 4th September 2015



1. NAME

The name of the association shall be The Friends of the Parish Church of St Dunstan's, Cranbrook, Kent, (hereinafter called "The Friends").

2. OBJECTS

The objects of the Friends are:

- i) to preserve St Dunstan's Church, Cranbrook, as a place of Christian worship, for the benefit of the local community and the general public, through the maintenance, restoration, improvement and enhancement of its fabric and furnishings, and of its churchyard;
- ii) to advance the education of the local community and general public in the history and architecture of the said church of St Dunstan, Cranbrook.

3. POWERS

In furtherance of the said objects, but not otherwise, the Friends may:

- a) invite and receive contributions from individuals or organisations by way of subscriptions or gifts;
- b) arrange and provide for, or join with others in arranging and providing for the holding of lawful activities including concerts, exhibitions, talks, lectures, classes and social events;
- c) collect and disseminate information on all matters affecting the objects;
- d) cause to be written, reproduced and circulated such books, papers, periodicals, pamphlets, films, tapes or recordings as shall further the objects;
- e) raise money by any lawful means and through any lawful activity PROVIDED THAT the Friends shall not undertake permanent trading activities in raising funds for the objects;
- f) make grants of money and gifts of other property to the Parochial Church Council of the said parish of St Dunstan's, Cranbrook, exclusively for the purpose of the said objects, and generally assist those responsible for the care and maintenance of the church;
- g) 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 to such conditions (if any) as may for the time being be imposed or required by law;
- h) do all such other lawful things as are necessary for the attainment of the said objects.

4. MEMBERSHIP

- a) Membership of the Friends shall be open to all who support the objects as stated in clause 2 of this constitution, and who have paid a subscription as laid down from time to time by the Board of Trustees established under clause 7.

- b) Any member aged 18 years and above shall have one vote at a General Meeting.

- c) The Trustees shall have the right to approve or reject applications for membership, and, for good and sufficient stated reason, to terminate the membership of any person, PROVIDED THAT the member concerned shall have the right to be heard by the Trustees before a final decision is made.

5. CORPORATE PATRONAGE

Organisations which support the aims of the Friends, either through financial or through practical support, may apply to become Corporate Patrons and shall be entitled to one vote at a General meeting.

6. HONORARY OFFICERS

- a) The Incumbent of the benefice of Saint Dunstan's, Cranbrook, or, if the benefice is vacant, the priest or curate in charge of the parish shall be President of the Friends, and a member of the Board of Trustees ex officio.
- b) At a General Meeting, to be held annually, the Friends shall, in accordance with Clause Twelve below, elect a Chairman, a Vice-Chairman, a Secretary, a Treasurer, in accordance with clause 12.
- c) The Chairman and 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 members of the Board of Trustees.
- e) The Friends shall appoint one or more qualified auditors or examiners and may determine their remuneration (if any).

7. TRUSTEES AND MANAGEMENT

- a) Subject as hereinafter mentioned, the policy and general and financial management of the affairs of the Friends shall be directed by a Board of Trustees (hereinafter called "The Trustees"), which shall meet at least four times a year.
- b) The Board of Trustees when complete shall consist of:
 - the President ex officio
 - the four Honorary Officers
 - at least two non-officer Trustees
 - Trustees will endeavour to have at least one member who is also on the Parochial Church Council to ensure good liaison.
- c) The elected members of the Board of Trustees shall be elected at the Annual General Meeting in accordance with clauses 8, 9 and 10.
- d) Election to the committee shall be for one year; members of the committee are eligible for re-election.

- e) Any casual vacancy in the Board of Trustees may be filled by the Board, 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.
- f) The proceedings of the Trustees 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 Trustees may appoint such special or standing committees as may be deemed necessary by the Trustees 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 Trustees as soon as possible.
- d) Standing Orders and Rules. The Trustees shall have powers to adopt and issue Standing Orders and/or Rules which shall take immediate effect PROVIDED ALWAYS that they shall not be inconsistent with the provisions of this Constitution and shall be subject to review at a General Meeting.
- e) Provision of a Ballot. Votes may be given by hand; or, if one or more persons object, on voting papers signed by the voter on the reverse, or if more than one tenth of the persons present and voting at the meeting so request, on numbered voting papers.
- f) Members in good standing unable to attend either a General or Extraordinary Meeting but wishing to vote may authorise the Secretary for the time being to hold his or her proxy.
- g) The Secretary shall in addition to his own vote, vote in the ballot on the relevant issue in accordance with the proxies received and include the votes so cast with the votes recorded of those attending the meeting.
- h) For the avoidance of doubt a member may attend any meeting and vote or vote by proxy but not both.

8. MEETINGS OF THE ASSOCIATION

- a) Once in each year an Annual General Meeting of the Friends shall be held, at such time (not being more than fifteen months after the holding of the last Annual General Meeting) and such place as the Trustees shall determine. At least twenty-one clear days' notice shall be given by displaying such notice on the church notice board and by such other means as the Secretary shall think fit. At an Annual General Meeting the business shall include:
 - the election of honorary officers;
 - the election of full members to serve on the Board of Trustees;
 - the appointment of an auditor or examiner;
 - the consideration of an annual report of the work done by or under the auspices of the Trustees;
 - the consideration of the audited or examined annual accounts;
 - the transaction of such other matters as may from time to time be necessary.
- b) The Chairman may at any time at his/her discretion call an Extraordinary General Meeting.
- c) The Secretary shall within twenty-one days of receiving a written request so to do, signed by not less than ten members and giving reasons for the request, call an Extraordinary General Meeting.

9. RULES OF PROCEDURE AT ALL MEETINGS

- a) Quorum: there shall be a quorum of fifteen members of the total actual membership at any general meeting of the Friends. There shall be a quorum at any meeting of the Board of Trustees or any committee appointed under clause 7 (g), this quorum to be fixed at one-third of the total membership of that committee for the time being, including either the Chairman or the Vice- Chairman.
- 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. The Chairman of the meeting shall have a second or casting vote.
- c) Minutes. Minute books shall be kept by the Trustees and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

10. 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 Trustees or of any committee appointed under clause 7 (h) 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 or examined once a year by the auditor or examiner appointed at the Annual General Meeting.
- d) An audited or examined statement of the accounts for the last financial year shall be submitted by the Trustees to the Annual General Meeting as aforesaid.
- e) A bank account shall be opened in the name of the Friends with such bank or banks as the Trustees shall from time to time decide. The Trustees shall authorise in writing the Treasurer, the Secretary of the Friends and two Trustees to sign cheques on behalf of the Friends. All cheques must be signed by not less than two of the four authorised signatories, one of whom must be the Secretary or the Treasurer.

11. ALTERATIONS TO THE CONSTITUTION

Any alteration to this constitution shall receive the assent of a simple majority of the full membership of the Friends for the time being (whether individual or representative) voting at a General or Extraordinary Meeting which has as part of the business to be transacted at the meeting such alteration or alterations as shall have been received by the Secretary not less than twenty-one clear days before the meeting at which the alteration is to be voted upon. At least fourteen clear days' notice of such a meeting to include the terms of the proposed alterations and a voting card 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. DISSOLUTION

If the Trustees by a simple majority decides at any time that on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Friends, it shall call a meeting of the Friends who have the power to vote, of which meeting not less than twenty-one days' notice, stating the terms and the Resolution to be proposed, shall be given. If such a decision shall be confirmed by a two-thirds majority of those present and voting at such a meeting, the Trustees have the 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 objects similar to the objects of the Friends as the members may determine.

13. NOTICES

Any notice may be served by the Secretary on any member either personally or by sending it though the post in a pre-paid letter or email addressed to such member at his or her last known postal or email address and any letter so posted shall be deemed to be received within three working days of posting.

14. PERSONAL INTERESTS

Except with the prior written consent of the Charity Commissioners, no Trustee may:

receive any benefit in money or kind from the charity; have a financial interest in the supply of goods or services to the charity or acquire or hold any interest in the property of the charity (except in order to hold it as Trustee of the charity).

The Friends of St Dunstan's is an independent charity recognised by the Charity Commission.
Reg No 1126417.