



Friends of Woodbury Park Cemetery

CONSTITUTION

[As adopted at the Annual General Meeting on 4th April 2007]

1 Name

1.1 The name of the association is Friends of Woodbury Park Cemetery (“the Friends”).

2 Area of benefit

2.1 The area of benefit is Woodbury Park Cemetery, Tunbridge Wells, Kent and its immediate environs.

3 Objects

3.1 The objects are:-

- a. to further the protection, conservation and sympathetic enhancement of Woodbury Park Cemetery for public benefit and enjoyment;
- b. to record and to foster its heritage of monuments and its ecological importance; and
- c. to foster its appropriate use as an educational resource for the community.

4 Administration

4.1 The Friends and its property shall be administered and managed by an Executive Committee (“the Committee”) elected by and from the membership to act as its Trustees.

5 Powers of the Executive Committee

5.1 In furtherance of the objects the Committee may:-

- a. obtain, collect and receive money or funds by way of contributions, donations, legacies, grants and any other lawful activity, provided that in so doing it shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- b. operate bank accounts in the name of the Friends and invest its monies;
- c. set subscription rates;
- d. cooperate and exchange information and advice with other charitable trusts, associations or authorities formed for all or any of the objects;
- e. establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- f. obtain and pay for such goods and services, including insurance, as are deemed necessary or desirable to carrying out the work of the Friends;
- g. reimburse the reasonable expenses of any Trustee properly incurred when acting on behalf of the Friends;
- h. appoint an advisory panel of experts from the membership or elsewhere;

- i. do all such other lawful things as are necessary or desirable for the achievement of the objects.

6 Membership of Executive Committee

(a) Honorary Officers

6.1 The Honorary Officers shall be elected by and from the Members at the Annual General Meeting ("AGM") and shall comprise a Chair, Deputy Chair, Secretary, Treasurer and any other such officers as may from time to time be determined on the recommendation of the Committee.

(b) Executive Committee

6.2 The Committee shall consist of the Honorary Officers and not fewer than 4 and not more than 8 other Committee Members elected by and from the Members at the AGM.

6.3 It shall take office at the end of the meeting until the next AGM

6.4 The Committee may coopt further Members to serve for the period up to the next AGM provided these do not exceed one third of the Committee's total number. All Committee Members are eligible for re-election at the next AGM.

6.5 A Committee Member shall cease to hold office

if statutorily disqualified; subject to mental disorder or any other condition incapacitating them from managing their affairs; absent without the Committee's permission from all meetings over the previous 6 months;

or if the Committee Member has notified the Committee of his or her wish to resign (subject to there remaining thereafter in office at least 2 members of the Committee).

7 Patrons etc

7.1 The Members in General Meeting may, acting upon the recommendations of the Committee, at any time elect a President and/or Vice-Presidents of the Friends, appoint a Patron or Patrons, and define or redefine the duties, privileges and rights of such officers.

8 Membership

(a) Eligibility

8.1 Membership of the Friends shall be open to:-

- a. individuals aged 18 years and above who have paid the requisite annual subscription ("Members");
- b. any body corporate or unincorporated association interested in furthering the work of the Friends which has paid the requisite annual subscription ("Member Organisations").

8.2 Each Member and each Member Organisation shall have one vote. Member Organisations must notify to the Secretary the name of their "Nominated Member". Where an individual Member is also a Nominated Member, they may exercise one vote in each capacity.

(b) Termination

8.3 Individuals or organisations shall cease to be Members if:-

- a. the subscription is not paid within 3 months of the AGM; or

- b. the Committee votes to reject, suspend or terminate the membership for good and sufficient reason provided that the individual or representative shall have the right to be heard by the Committee before a final decision is made; or
- c. the Member gives notice in writing to the Secretary of his or her resignation.

9 Responsibilities of Trustees

9.1. The Committee shall meet at least four times a year. The Chair or Deputy Chair will normally chair these meetings.

9.2 Each Committee Member must before taking up their responsibilities sign a declaration of acceptance and willingness to act within the provisions of this Constitution, having regard to the guidance offered by the Charity Commission.

9.3 No Committee Member may acquire any interest in property belonging to the Friends other than as a trustee for the Friends, nor seek to use his or her membership for private interest or personal benefit.

9.4 The Committee may as they see fit, subject to the provisions of this Constitution, adopt protocols and rules to govern the proper conduct of the Friends business, including the use of postal ballots and electronic mail.

10 Finance

10.1 All funds of the Friends shall be paid into an account or accounts operated by the Committee held in the name of the Friends at such bank or banks as they shall from time to time determine. All cheques drawn on the accounts must be signed by at least two of the three authorised signatories for that account, namely the Chair, the Treasurer and the Secretary.

10.2 Funds may be expended only on the objects of the Friends and for no other purpose.

10.3 The Treasurer shall present a report on the current financial position to each Committee meeting. He shall ensure compliance with the relevant legislation applicable to unincorporated charities, whether or not the Friends is registered as such, with regard to:

- a. keeping of accounting records;
- b. preparation of annual statements of account;
- c. auditing or independent examination of the statements of account; and
- d. presentation of independently examined accounts at the AGM.

10.4 The Friends year shall run from the first day of April to the last day of March.

11 Annual report

11.1 The Committee shall prepare an annual report for presentation at the AGM.

12 Annual General Meetings

12.1 An AGM of the Friends shall be called by the Committee not later than the end of May each year, which all Members are entitled to attend. They shall there:

- a. receive the annual report of the Committee on the Friends' activities;
- b. receive and be asked to approve the audited or independently examined Statement of Accounts;
- c. elect the Honorary Officers in accordance with paragraph 6.1 above;

- d. elect other Members to serve on the Committee in accordance with paragraph 6.2 above;
- e. appoint an auditor or independent examiner;
- f. transact any other business set out in the notice of the meeting; and
- g. vote on any other motions that Members may have submitted.

13 Special General Meetings

13.1 The Chair may call a Special General Meeting at any time.

13.2 Fifteen Members or one fifth of the membership entitled to vote, whichever is the less, may, in writing and giving reasons, request the Secretary to convene a Special General Meeting. The Secretary shall within 28 days of receiving such a request convene a Special General Meeting, giving notice of the matter(s) to be discussed.

13.3 A Special General meeting shall only consider such business as may be set out in the notice of the meeting.

14 Procedure at Meetings

(a) Voting

14.1 Voting shall be by simple majority of votes by Members present save where this Constitution provides otherwise. In the event of an equal number of votes the Chair may exercise a casting vote.

(b) Quorum

14.2 Three Members shall form a quorum at meetings of the Committee; and ten Members or one tenth of the Members for the time being, whichever is the greater, at General Meetings.

14.3 If there is no quorum at the AGM, the meeting may be adjourned for at least 14 days and the number at the adjourned meeting shall constitute a quorum for that meeting.

(c) Period of notice

14.4 The period of due notice for General Meetings shall be 21 days and for Committee meetings 7 days.

(d) Circulation of papers

14.5 The Secretary shall be responsible for the preparation of agendas and notices of the meetings and for ensuring a proper record of the proceedings and all resolutions is kept.

(e) Tabling of motions

14.6 Any motions for the Annual General Meeting must be submitted in writing to the Secretary not later than 28 days before the meeting.

(f) Nominations

14.7 Written nominations for candidates for election, bearing the name of the proposer and seconder, must be received by the Secretary not less than 7 days before the AGM, provided that if no such nominations are received for a particular vacancy, nominations made and seconded at the meeting will be valid.

14.8 Where more than one candidate is nominated for a particular office, the Committee shall make appropriate arrangements for a ballot.

15 Alterations to the Constitution

15.1 Any alterations to sections 1–5 and sections 15–16 of this constitution shall require the approval of two-thirds of members present and voting at a General Meeting. If at the time the Friends is registered as a charity, such alterations shall not take effect until the Charity Commission has given its written consent.

15.2 Alterations to the remaining sections may be made by simple majority voting at a General Meeting, as prescribed in this Constitution, save that no alterations may be made which would have the effect of making the Friends cease to be a charity at law.

15.3 Any resolution for the alteration of the Constitution shall be delivered in writing to the Secretary not less than 28 days before the date of the General Meeting at which it is to be considered.

15.4 The Secretary shall give not less than 21 days notice of the meeting to Members, stating time, date and venue, and giving the wording of the proposed alteration(s).

16 Windup/Dissolution

16.1 If the Committee by a simple majority decides at any time that on the grounds of financial difficulties or otherwise it is necessary or advisable to dissolve the Friends, it shall call a Special General Meeting of all Members in accordance with the provisions of this Constitution, and stating the terms of what is to be proposed at the meeting.

16.2 If a motion for the dissolution is confirmed by a two-thirds majority of Members present and voting, the Committee shall have power to dispose of any assets held by or on behalf of the Friends, and to apply any assets remaining after the satisfaction of any proper debts and liabilities towards charitable purposes similar to those of the Friends.

16.3 On dissolution, the minutes and other records of the Friends shall be deposited with the Tunbridge Wells Museum or the Record Office of the County of Kent.