

Constitution

adopted 10 July 2019

1. NAME

The name of the association is Friends of Easebourne Parish (FrEP) (hereafter the Association).

2. ADMINISTRATION

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this Constitution by the Committee.

3. OBJECTS

The Association's objects ("the Objects") are:

To seek, by way of attracting volunteers and funds, to undertake maintenance including ground and vegetation clearance, litter picking and other works as agreed with Easebourne Parish Council and which will also include further work specific to Easebourne Park where this is deemed appropriate. All work undertaken will be focused on maintaining and improving aspects of the infrastructure of Easebourne Parish for the good of the whole community.

4. POWERS

In furtherance of the Objects but not otherwise the Committee may exercise the following powers:

- i to invite and receive contributions not of a nature so as to be regarded as permanent trading,
- ii to sell or otherwise dispose of any or all of the Association's assets (subject to any consent required by the Charities Act 2011 or its successor statutes if applicable),
- iii to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects, or of similar purposes and to exchange information and advice with them subject to the provisions of statutory limitations,
- iv to appoint such advisory committees as the Committee may think fit, and to instruct appropriate professionals at their commercial rates to advise the Association as and when required,
- v to do all such lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- i Membership of the Association shall be open to

a) those over the age of 18 and who are Committee Members or regular volunteers i.e. those assisting with the work of the Association more than three times in any twelve months.

b) Individuals involved in furthering the work of the Association

c) A representative of each financial sponsor of the Association (which sponsor shall be named at the sole and absolute discretion of the Committee).

ii Any member may cast one vote on each resolution at each General Meeting of the Association

iii Membership of an individual may be terminated by the Committee if they have, in their absolute view, good reason to do so. That individual will be offered the chance to make a submission to the Committee prior to the decision being confirmed.

6. HONORARY OFFICERS

At each meeting of the Committee following each Annual General Meeting of the Association the members shall appoint, from among the Committee, a Chairman, a Vice Chairman, a Secretary and a Treasurer who shall hold office from the closure of that meeting.

7. COMMITTEE

i There shall be no fewer than four Committee Members who shall be elected to their position for periods of three years at a time.

ii Post the first year, one member of the Committee shall retire each year by rotation and may stand for re-election at that year's Annual General Meeting.

iii Upon appointment each new Committee Member shall be given, by the Secretary of FrEP, a copy of this Constitution.

iv No person under the age of 18 years or who is in any way disqualified from holding such office shall be a member of the Committee.

v The proceedings of the Committee shall not be invalidated by any defect in appointment of any member(s) or by any absence of any member(s) at any meeting.

vi The quorum for any meeting of the Committee shall be set at three.

8. INDEPENDENCE OF COMMITTEE

i Subject to the provisions of sub-clause (ii) of this clause no Committee Member shall acquire any interest in property belonging to the Association or receive remuneration or be interested in any contract entered into by the Committee.

ii Any Member who is a solicitor, an accountant or other person engaged in a profession, may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the Committee to act in a professional capacity on behalf of the Association, provided that at no time shall a majority of the members of the Committee withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- i The Committee shall hold at least two ordinary meetings per year. At least seven clear day's notice of each ordinary meeting and at least twenty-one clear day's notice of each General Meeting shall be given.
- ii The Chairman shall act as chairman of all meetings or, if he/she is absent, then the Committee Members present shall appoint any other Member to act as chairman of the meeting but not for any further meeting.
- iii Any matter shall be determined by a simple majority of those voting at any meeting. If voting is equal for and against any proposition then the Chairman shall have a casting vote.
- iv Minutes shall be kept of all meetings and of all decisions made at such meetings and also of any and all subcommittee proceedings.

10. FINANCIAL RECORDS

- i The Committee shall procure that there shall be records kept of all income and all expenditure by the Association so as to meet the requirements of the Charities Act 2011 (as amended) and shall ensure that full financial statements are prepared annually if applicable.
- ii All cheques drawn by the Association shall be signed by at least two Committee Members or as otherwise arranged by the Association's bankers
- iii The funds of the Association shall be applied only in furtherance of the Objects.
- iv The financial statements of the Association may, at the absolute discretion of the Committee, be independently examined or reviewed at the minimum level of examination required by statute in accordance with the Charities Act 2011 (as amended) if applicable
- v The financial statements of the Association shall be filed with the Charity Commission if, and as required by, the Charities Act 2011 (as amended) if applicable.
- vi If required the annual return of the Association shall be filed in accordance with the Charities Act 2011 (as amended).
- vii The financial year shall end on 31 July of each year.

11. PROPERTY

The Association shall not, from the adoption of this Constitution, hold any real property unless it is to be used solely for work to be carried out by the Association or it is bequeathed to the Association.

12. ANNUAL GENERAL MEETING

- i This shall be held annually not later than 31st October each year.
- ii The financial statements and a report from the Committee shall be tabled each year.
- iii Any other business appropriate to an Annual General Meeting may be discussed or decided at each Annual General Meeting.
- iv Nominations for Committee and Honorary Offices, other than those retiring by rotation and standing for re election, must be made to the Secretary no later than 1 August of each year and advised in the papers calling the Annual General Meeting.
- v At least twenty-one clear days notice of each annual general meeting shall be given. Notice shall be assumed to be given if a public notice is on display at the meeting venue for the requisite period.

13. SPECIAL GENERAL MEETINGS

- i The Committee may call a Special General Meeting at any time for any cause.
- ii The notice for a Special General Meeting and the conduct of any Special General Meeting shall be as for any Annual General Meeting except that the requirement to table financial statements shall apply only at Annual General Meetings.
- iii The quorum at any general meeting, whether annual or special, shall be four members present in person.

14. NOTICES

Notices of any sort may be served to the latest known electronic address of each and every person entitled to get that notice. If a person has no known electronic address then notice shall be sent by second class post to the last known postal address and shall be assumed to have been received five days after such prepaid posting.

15. ALTERATIONS TO THE CONSTITUTION

- i Alterations may be made to this Constitution if submitted to a General Meeting and passed at that meeting.
- ii The changes are effective only if they are lawful.
- iii Alterations may be made without the approval of the Association in general meeting if such change is required by any law or statutory document. Such changes will be advised to members at the next Annual General Meeting.

16. DISSOLUTION OF FrEP

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members. Not less than twenty-one days' notice of such

meeting will be given and notice will include the terms of the resolution. If the proposal is confirmed by a two thirds majority of those present and voting the Committee shall have the power to realize any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institutions, having objects similar to the objects of the Association as the members of the Committee may determine from time to time or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the final accounting period of the Association may be sent to the Charity Commissioners if required.

Revised 19.05.2020