

## **Friends of St Thomas Church Constitution**

### **1. NAME**

The name of the association is The Friends of St Thomas Church Lymington (hereinafter called 'The Friends'.)

### **2. OBJECTS AND POWERS**

a) The Friends is established to promote and support the restoration, preservation, repair, maintenance, improvement and beautification of The Church of St. Thomas in the Parish of Lymington (hereinafter called the 'Church') and of the monuments, fittings, fixtures, stained glass, furniture, ornaments and chattels in the church and churchyard belonging to the Church.

b) In furtherance of the said objects but not otherwise The Friends may:

(i) Arrange and provide for or join in arranging and providing for the holding of Concerts, exhibitions, meetings, lectures and classes.

(ii) Advance the Christian religion

(iii) Collect and disseminate information on all matters affecting the objects. Cause to be written and printed or otherwise circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documentation or films, websites or recorded tapes (whether audio or visual or both) as shall further the objects.

(iv) Raise funds by any lawful means and through any lawful activity and invite and receive contributions from any organisation, 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.

(v) Make grants of money and gifts of other property to the Parochial Church Council of the Parish of Lymington exclusively for the purpose of the said objects, and generally assist those responsible for the care and maintenance of the church.

(vi) 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 of such conditions (if any) as may for the time being be imposed or required by law.

(vii) 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 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) Every member over the age of 18 years shall have one vote.

d) The Executive Committee shall have the right to terminate the membership of any person for good and sufficient reason 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 chair of Lymington PCC 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 Chair, a Vice-Chair, 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 PROVIDED THAT no Honorary Officer shall hold office for more than 4 consecutive years. On the

expiration of such period 1 further year must elapse before any former Honorary Officer shall be eligible for re-election.

d) The Chairman and Honorary Officers shall be ex-officio members of The Friends, The Executive Committee and of any other committee.

e) The Friends shall ensure that their accounts are independently examined or audited, and shall appoint one or more independent examiners or qualified auditors 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 'Committee') which shall meet not less than 2 times per year.

b) The Committee when complete shall consist of:

(i) The Honorary Officers;

(ii) One additional member of the Parochial Church Council of the Parish of Lymington appointed annually by the Parochial Church Council at the first meeting after the AGM.

(iii) Not less than 4 or more than 6 elected members.

c) The elected members of the Committee shall be elected at the Annual General meeting in accordance with Clause 6.

d) Election to the Committee shall be for three years. One-third of the membership shall retire annually but shall be eligible for re-election, the members to retire being those who have been longest in office since the last election but not reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

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 standing committees shall be reported back to the Committee as soon as possible.

## 6. MEETINGS OF THE ASSOCIATION

a) The first General Meeting of The Friends shall be held not later than the December 2014 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 days clear notice shall be given by displaying such notice on the Church notice board and by any 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 an auditor or auditors; 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 20 members and giving reasons for the request, call a Special General Meeting.

## 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 Executive Committee must be made by members of the Association in writing and must be in the hands of the Secretary at least 7 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. There shall be a quorum at the meeting of The Friends (including Extraordinary General meetings and Annual General Meetings) when at least 15 members of the total actual membership of The Friends for the time being are present.

There shall be a quorum at a meeting of the Committee or any Committee appointed under clause 5(g) when at least one third of the number of members of the Committee are present at the meeting.

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 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 a 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(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 examined at least once a year by the auditor or external examiner appointed at the Annual General Meeting.

d) A statement of the accounts for the previous 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 HSBC Bank plc, of Lymington or such other bank as the Committee shall from time to time decide. The Committee shall authorize 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. 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.

## 11. DISSOLUTION

If the Committee by a simple majority decide 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 all

members of The Friends who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of 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 Committee shall have power to dispose of any assets held or on behalf of The Friends. Any assets remaining after the satisfaction of any proper debts shall be given or transferred to Lymington PCC

## 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 or email 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.