



The Friends of The Down Cemetery

Constitution & Rules

Name

The name of the organisation is The Friends of The Down Cemetery hereafter known as the *Friends*.

Aims

The preservation, conservation, sympathetic restoration and recording for the public benefit of The Down Cemetery, including the monuments, buildings, standing structures, landscape, wildlife and burial records.

Membership

Membership of the *Friends* shall be open to any individual, groups or corporate body, who wish to promote the aims of the *Friends*, and who have paid the annual subscription

Membership fees shall be determined from time to time by the *Committee* and recommended by them for approval or otherwise by the Annual General Meeting who shall have sole

authority and discretion to set membership fees. Membership fees will be renewable on 31st January of each year. The subscription of a member joining the *Friends* in the 4 months preceding the 31st January in any year shall be regarded as covering membership for the *Friends* for the following year,

Membership shall cease if the membership is unpaid 4 months after it is due.

Membership may be refused or withdrawn from any person for good, and sufficient reason provided that the individual or representative have had the right to be heard by the *Committee*

before a final decision is made. A member has a right to give notice in writing to the Secretary of his or her resignation.

General Meetings (Annual General Meeting & Extraordinary General Meetings)

An Annual General Meeting shall be held each year at a date, time and venue decided by the *Committee* not more than 15 months shall elapse between AGMs.

Notice of the AGM shall be given to all paid-up members not less than 28 days prior to the AGM together with a call for nominations to the *committee* and motions for discussion at the meeting. The accidental omission to give notice or to the non-receipt of a notice by a person entitled to receive notice shall not invalidate the proceedings of the meeting.

Every member shall have one vote. Group or corporate members shall nominate one member to vote on their behalf. In the event of a tied vote, the Chair shall have a second casting vote. The Secretary or other person specially appointed by the *Committee*, shall keep a full record of proceedings at the AGM

A quorum for any AGM shall be 5 or one tenth of the paid-up members, whichever is the greater. In the event of a quorum not being present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day the next week at the same time and venue or to such time and place as the *Committee* decides. If at the re-convened meeting no quorum is present, those present shall conduct the business of the AGM.

The *Committee* may call an EGM of the *Friends* at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given, and the notice must state the business to be discussed.

Committee

The *Friends* shall be administered and managed in its day to day running by the *Committee*. The *Committee* shall consist of elected officers, nominated and seconded, to be elected at the AGM plus up to 5 further elected members, who shall hold office from the conclusion of that meeting. The elected officers shall be a Chair, Vice Chair, Treasurer and Secretary. All committee members and officers shall serve for the term of one year and be eligible for re-election upon retirement.

The *Committee* shall have the power to co-opt a further 3 members.

The *Committee* shall meet at least 4 times per year. The quorum shall be 4.

Every matter shall be decided by majority votes of the *Committee* present, and the Chair shall have a casting vote.

The proceedings of the *Committee* shall not be invalidated by any vacancy among their number or by any failure to appoint or defect in appointment of a member. In the event of any vacancy among elected officers the *Committee* shall have the power to appoint one of its own numbers to fill the vacancy. The *Committee* may also fill any vacancy that exists between AGMs by co-opting a new member who shall serve until the next AGM.

The *Committee* shall keep written minutes of proceedings at the meetings of the *Committee* and any sub-committee.

The *Committee* may from time to time make and alter rules for the conduct of business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

The *Committee* may appoint one or more sub-committee.

The *Committee* shall obtain and pay for such goods and services, including insurance, as are deemed necessary or desirable to carry out the work of the *Friends*.

The *Committee* shall reimburse the reasonable expenses properly incurred carrying out work of the *Friends*.

The *Committee* shall reimburse the reasonable expenses properly incurred when acting on behalf of the *Friends*.

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

The *Friends* shall have the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the object or of similar purposes and to exchange information and advice from them. Also, to establish or support any charitable trusts, association or institutions formed for all or any of the objects. Also, to do all such lawful things as are necessary for the achievements of the Aims.

Finance

The *Friends* shall have the power to collect membership fees and raise funds by appeal, grant, donations or other means, excluding loans.

The *Committee* shall have the power to open a bank account on behalf of the *Friends*. Cheques issued on this account shall bear the signatures of one officer.

The Funds belonging to the *Friends* shall be applied only in furthering the objects.

Winding Up

The *Friends* may be dissolved having given not less than 21 days notice which states the terms of the resolution to be proposed, by a two third majority of members at an AGM confirmed by a simple majority of members voting at a further EGM held not less than 14 days after the previous meeting. If a motion for the dissolution of the *Friends* is to be proposed at an Annual General Meeting of the *Friends* or a Special General Meeting this motion shall be referred to specifically when notice of the meeting is given. In the event, the *Committee* shall have power to realise any assets held by or on behalf of the *Friends*, and any assets remaining after the satisfaction of all debts and liabilities shall not be repaid to members of the *Friends*, but transferred to one or more charitable institutions having objects similar to those herein before declared as chosen by the meeting of the *Friends* at which dissolution is confirmed. The minutes and other records of the *Friends* shall be deposited with the local history section of the local library.

DATE OF ADOPTION OF THE CONSTITUTION

SIGNATURE OF OFFICERS