

**The Friends of St. Ethelbert's Church**

**Hessett**

**Suffolk**

**The Constitution of the Society**

**September 2006**

## Constitution

### Name

- 1 The name of the association shall be 'The Friends of Hesselton Church' hereinafter called '**the Society**'.

### Definitions

- 2 '**the Society**' shall mean The Friends of Hesselton Church (FOHC)  
  
'**the Church**' shall mean the united Parish of Beyton & Hesselton in the villages of Beyton & Hesselton in the Diocese of St. Edmundsbury and Ipswich.  
  
"inaugural meeting" shall mean the meeting referred to in Clause 5.  
  
"the Committee" shall mean the Committee of the Society the composition of which is set out in Clause 13.

### Objects and Powers

- 3 The objects of the Society are to beautify and assist in the maintenance of the fabric of the Church and to preserve and protect it as a place of Christian Worship.
- 4 In furtherance of the said objects but not otherwise the Society may:-
  - (a) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
  - (b) Collect and disseminate information on all matters affecting the objects;
  - (c) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
  - (d) Raise funds by any lawful means and through any lawful activity and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Society shall undertake permanent trading activities in raising funds for the objects;
  - (e) Make grants of money and gifts of other property to the clergy, churchwardens and Parochial Church Council of the afore: said parish of Beyton and Hesselton and generally assist those responsible for the care and maintenance of the Church;

- (f) Invest the monies of the Society 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; and
- (g) Do all such other lawful things as are necessary for the attainment of the said objects;
- (h) Vote by a simple majority, in committee, any disbursements.

### **Membership**

- 5 The member of the Society shall be those persons who were present at the inaugural meeting of the Society at Hesselton Village Hall on 26<sup>th</sup> April, 2006 and whose names are set out in the Schedule to the Memorandum of Agreement of that date and such other persons who become members in accordance with Clause 6.
- 6 Membership of the Society shall be open to all who are interested in furthering the achievement of its objects subject to the right of the Committee, if it sees fit, to refuse any application for membership. Application for membership shall be made to the Honorary Secretary and election shall be by the Committee, who shall consider the application as soon as convenient. Its decision shall be conveyed to the applicant by the Honorary Secretary.
- 7 The committee shall have the right, as it sees fit, to suspend or terminate the membership of any person, provided that the member concerned shall have the right first to be heard by the Committee.
- 8 Honorary members may be appointed at the discretion of the Committee but such members shall not be entitled to vote.

### **Subscriptions**

- 9 The subscription for membership of the Society shall be £10 per annum or other such amount as the Committee may from time to time decide. Payment shall be made to the Honorary Treasurer by the seventh day of January each year without the need for prior demand. Payment may alternatively be made by banker's order. A new member who is notified after on or after 1<sup>st</sup> October in any year that his or her application has been accepted under Clause 6 shall be excused payment for that year but otherwise shall pay the full amount of the annual subscription for that year within one month of being so notified. No subscription or any part

thereof shall be reimbursable and no adjustment of subscription be made retrospectively. No subscription shall be due fro Honorary or ex officio members.

### **Officers**

- 10** The officers of the Society shall be the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer. Of these, only the last two may be one and the same person. Only members of the Society may be officers of the Committee.
- 11** The Chairman, Vice-Chairman, the Honorary Secretary and the Honorary Treasurer shall each be elected at an Annual General Meeting of the Society to hold office for a period up to the conclusion of the next Annual General Meeting but two, save that the first such officers shall be elected at the inaugural meeting and that the first Chairman and the first Honorary Secretary shall hold office for a period up yto the conclusion of the next Annual General Meeting but one.
- 12** An officer shall not hold an office for more than two consecutive terms. Where an officer hold office for two consecutive terms he shall not be eligible for re-election until the next Annual General Meeting following that at the conclusion of which he ceased to hold office.

### **Committee**

- 13** The Committee of the Society shall comprise the officers, one or two members of the Parochial Church Council of the Parish of Beyton and Hessett appointed from time to time by the said Council and not more than eight elected members.
- 14** The Committee shall, subject to the control of Annual and Special General Meetings of the Society, administer the funds of the Society, all of which shall be devoted to the furtherance of its object, and conduct and manage all its affairs. The Committee shall meet no less than three times each year.
- 15** The first elected members of the Committee shall be elected at the inaugural meeting.  
At the second Annual General Meeting of the Society and at each successive such meeting thereafter the two elected members who at the time of the meeting have the longest continuous service on the Committee as elected members shall resign from the Committee and new

members shall be elected to serve for a period up to the conclusion of the next Annual General Meeting but two. Provided that an elected member shall not be required so to resign where the total number of elected members is less than five and the period for which that member was elected extends beyond the Annual General Meeting in question.

Such new members may include resigning members subject to the provisions of Clause 12 which shall apply mutatis mutandis. The resignations among the members elected at the inaugural meeting or as between members having equal length of service shall be by agreement or, failing agreement, by lot.

- 16** The Committee shall have the power to co-opt additional members of the Society to the Committee. The total number of co-opted members shall not exceed three at any time. They shall be eligible to vote on any matter in the Committee and their appointments shall lapse at the conclusion of each Annual General Meeting. The Committee shall also have the power to fill any vacancies that may arise among its members, including officers, prior to the first Annual General Meeting and thereafter between successive Annual General Meetings. When such vacancy arises it shall be subject for election at the next Annual General Meeting of the Society.
- 17** The Committee shall have the power to make standing orders and rules for the proper running of the Society but such orders and rules shall not be inconsistent with the provisions of this Constitution and shall be subject to review at any Annual or Special General Meeting.
- 18** 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.
- 19** The Committee may appoint such special or standing committee as it may consider necessary and shall determine their terms of reference, powers, duration and composition. Such committees shall have no power to bind the Society in any way.

## **Meetings**

- 20** An Annual General Meeting of the Society shall be held in Hissett in October or November each year at a time and place determined by the Committee for purposes of electing officers and members of the Committee, deciding upon the appointment of any auditor for the forthcoming year, discussing and dealing with any matter duly submitted to the meeting and receiving the Annual Report of the Committee and the Statement of Accounts.

- 21 A Special General Meeting of the Society shall be held in Hessett at any time if required by the Committee or upon written application to the Honorary Secretary by ant 15 members of the Society.
- 22 Notice of any Annual or Special General Meeting of the Society shall be sent to all members not less than one week before the date of the meeting and shall state the agenda thereof.
- 23 Candidates for election as officers of the Society and as other members of the Committee shall each be nominated by two members of the Society. For the first Committee, all such nominations shall be made orally at the inaugural meeting. Except as stated herein, the procedure for elections shall be determined by the Honorary Secretary.
- 24 The chairman of any Annual or Special Annual General Meeting of the Society shall be the Chairman of the Committee for the time being, or failing him (or her) the Vice-Chairman. All questions and issues at such meetings of the Committee shall be decided by simple majority of those present and voting save that, for the election of officers and members of the Committee, members not present may vote by proxy for specific duly nominated candidates by notifying the Honorary Secretary in writing of their vote at least one day prior to the date of the meeting. In the event of an equality of votes, the chairman of the meeting shall have a second or casting vote. For an Annual or Special General Meeting, a quorum shall be 4 members, including Officers and Committee members. For a meeting of the Committee, a quorum shall be 4 members, including at least two officers.
- 25 When, at any meeting, there is not a quorum within 30 minutes following the time when the meeting was due to start the meeting shall be adjourned to a future day, the time and place being decided by members present and being such as will allow sufficient time for notice thereof to be given which shall, in the case of an Annual or Special General Meeting, be given in accordance with Clause 22. Where such a meeting is an Annual General Meeting, the adjourned meeting may, to such extent as may be necessary, take place after the end of the period prescribed in Clause 20.
- 26 The Honorary Secretary shall keep a minute book in which all proceedings and resolutions of the Committee shall be recorded and further minute book in which all proceedings and resolutions at Annual and Special General Meetings shall be recorded.

## **Finances**

- 27 All monies raise by or on behalf of the society shall be applied to further the objects of the Society as set out in Clause 3 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 19 of reasonable out-of-pocket expenses necessarily incurred in carrying

out on behalf of the Society activities or business authorised by the Committee.

- 28** The Honorary treasurer shall keep proper up-to-date accounts of finances of the Society which shall be audited at least once a year by the duly appointed auditor. An audited statement of the accounts for the last preceding financial year shall be submitted by the Committee to each Annual General Meeting, with copies being provided for members present.
- 29** A bank account shall be opened in the name of the Society with a local bank or building society as the Committee shall from time to time decide and all monies received by the Society shall be paid into that account, The Committee shall authorise in writing the Honorary Treasurer, the Honorary Secretary and one member of the Committee to sign on behalf of the Society cheques and such instruments as may be necessary pursuant to item (f) of Clause 5. All such cheques and instruments must be signed by not less than two of the three authorised signatories.
- 30** As soon as may be convenient after the inaugural meeting the Committee shall seek registration of the Society by the Charity Commissioners as a body having charitable status. The Committee shall take such steps as may be reasonably be necessary to achieve and maintain such status.

### **Amendment to the Constitution**

- 31** This Constitution may be amended only by a resolution of an Annual or Special General Meeting of the Society carried by a vote of not less than two-thirds of the members present and voting at such a meeting, provided that notice of the proposed amendment shall be given at the same time as the notice of the meeting and provided that no amendment shall be made that would have the effect of causing the Society to cease to be a charity in law.

### **Dissolution**

- 32** If the Committee decides at any time that, on grounds of expense or otherwise, it is necessary or advisable to dissolve the Society it shall call a Special General Meeting under Clause 21 at which the matter shall be discussed or, if convenient, shall raise it for discussion at the next Annual General Meeting. In each case, the reason for the proposed dissolution and the proposed terms thereof shall be set out in a statement accompanying the notice of the meeting. If such decision shall be confirmed by a vote of not less than two-thirds of the members present and voting at such a meeting the Committee shall have power to dispose of any assets held by or on behalf of the Society. 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 Society as the Committee may determine.

### **Notices**

**33** Any notice may be served by the Honorary Secretary on any members either personally or by delivering it by hand or sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so delivered or sent be deemed to have been received within three working days of delivery or posting.