

The Friends of St Mary's Church, Old Basing

CONSTITUTION

1. NAME

The name of the association is "The Friends of the Parish Church of St Mary's, Old Basing" (hereinafter called "the Friends").

2. OBJECTS AND POWERS

- (a) The Friends is established to beautify and assist in the maintenance of the fabric of the Parish Church of St Mary's, Old Basing, in the Diocese of Winchester (hereinafter called "the Church") and to preserve and protect it as a place of Christian Worship.
- (b) In Furtherance of the said objects but not otherwise the Friends may:-
 - (1) In particular and initially the Friends are to assist the Church in the completion of the funding of the restoration work started with the Appeal launched in April 1991 where that Appeal ended April 1995.
 - (2) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
 - (3) Collect and disseminate information on all matters affecting the objects.
 - (4) 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.
 - (5) 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 Friends shall not undertake permanent trading activities in raising funds for the objects.
 - (6) Make grants of money and gifts of other property to the clergy Churchwardens and Parochial Church Council of the Parish of St Mary's, Old Basing, and generally assist those responsible for the care and maintenance of the Church.
 - (7) 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 to such conditions (if any) as may for the time being be imposed or required by law.
 - (8) 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) The Executive Committee shall have the right:-
 - (1) To approve or reject applications for membership, and
 - (2) For good and sufficient reason to terminate the membership of any person 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 incumbent of the benefice of St Mary's, Old Basing, or, if the benefice is vacant, the priest, curate in charge or Churchwarden of the Parish of St Mary's, Old Basing, shall be president of the Friends and a member of the Executive Committee.
- (b) At the Annual General Meeting hereinafter mentioned the Friends shall elect a Chairman, a Vice-Chairman, 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.
- (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 appoint one or more 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 "the Committee") which shall meet not less than four times a year.
- (b) The Committee when complete shall consist of:
 - (i) The Honorary Officers;
 - (ii) Two members of the Parochial Church Council of the Parish of St Mary's, Old Basing, appointed annually by the Parochial Church Council at its first meeting after the Annual General Meeting of the Friends; and

- (iii) Not less than six or more than nine 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 so 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 three 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 special or 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 14th February 1997 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 clear days' notice shall be given by displaying such notice on the Church notice board and by 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 10 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 Committee must be made by members of the Association in writing and must be in the hands of the Secretary at least twenty one days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by secret ballot.

8. RULES OF PROCEDURE AT ALL MEETINGS

- (a) Quorum The quorum at a meeting of the Friends or of the Committee or any Committee appointed under Clause 5 (h) hereof shall be four or such other number as the Friends may in General Meeting from time to time determine.
- (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 or 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 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 audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- (d) An Audited statement of the accounts for the last 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 National Westminster Bank Plc., of Basingstoke, or with 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 authorized signatories.

10. ALTERATIONS TO THE CONSTITUTION

- (a) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. Notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting and at least fourteen clear days notice in writing shall be sent to each member.
- (b) No amendment may be made to clause 1 (the name of charity clause), clause 2 (the objects clause), clause 11 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (c) No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- (d) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

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 decision shall be confirmed by a two thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Friends. 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 object of the Friends as the Committee may determine.

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 addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within three working days of posting.