

Constitution

adopted on the day of 2004

A. Name

The name of the Association is The Friends of St. Mary=s Church, Cheltenham (Athe Charity@)

B. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution (Athe Executive Committee@).

C. Objects

The Charity=s objects (Athe objects@) are to advance the Christian religion by providing and assisting in the restoration, preservation, repair, improvement and beautification of St. Mary=s Church, Cheltenham and of the monuments, fittings, fixtures, stained glass, furniture, ornaments and chattels in the church and churchyard belonging to the church and to promote wide interest in the care and preservation of the church, its history and its work, including its continuing use for regular weekly worship.

D. Powers

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (iv) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (v) power to do all such other lawful things as are necessary for the achievement of

the objects.

E. Membership

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F. Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. Executive Committee

- (1) The Executive Committee shall consist of not less than 7 members nor more than 10 members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than 3 and not more than 6 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
 - (c) Election of members to the Executive Committee in accordance with clause G(b) shall be for three years. One third of the elected members shall retire annually but shall be eligible for re-election.
 - (d) Any casual vacancy in the Executive Committee may be filled by the Executive Committee and any person appointed to fill such a vacancy shall hold office until the conclusion of the next annual general meeting and shall be eligible for re-election at that meeting.
- (2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date

when the post becomes vacant. All co-opted members shall retire from office at the end of the annual general meeting next after the date in which they came into office but may be re-elected or re-appointed.

- (3) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (4) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (5) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or;
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I. Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J. Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members

of the Executive Committee upon not less than 4 days= notice being given to the other members of the Executive Committee of the matters to be discussed.

- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the vice-chairman shall act as chairman of the meeting. If the vice-chairman is also absent, the members of the Executive Committee present shall choose one of their members to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K. Receipts and expenditure

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account or accounts operated by the Executive Committee in the name of the Charity at such bank or banks as the Executive Committee shall from time to time decide. All cheques drawn on the account(s) must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L. Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to all investments held by or on behalf of the Charity to be vested either in a corporation entitled to act as custodian trustee of in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful direction of the Executive Committee. Provided

they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

N. Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O. Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P. Annual General Meeting

- (1) An annual general meeting of the Charity shall be held in each calendar year at such time (not being more than fifteen months after the holding of the preceding annual general meeting) and place as the Executive Committee shall determine.
- (2) At least 21 days= notice of the annual general meeting shall be given by displaying such notice on the church notice board and in writing to each member of the Charity, each of whom shall be entitled to attend and vote at the meeting.
- (3) At each annual general meeting the chairman of the Executive Committee shall act as chairman of the meeting, but if he be absent the vice-chairman of the

Executive Committee shall act as chairman of the meeting. If the vice-chairman of the Executive Committee be also absent the persons present shall appoint from amongst themselves a chairman of the meeting.

- (4) At each annual general meeting the business shall include the election of Honorary Officers in accordance with clause F of this constitution, the election of members to serve on the Executive Committee in accordance with clause G of this constitution, the appointment of one or more independent examiners or registered auditors, the consideration of an annual report of the work done by or under the auspices of the Executive Committee and of the independently examined or audited accounts, and the transaction of such other matters as may from time to time be necessary.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten 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. The notice must state the business to be discussed.

R. Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

S. Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee 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 10 days of posting.

T. Alterations to the Constitution

- (1) 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.
- (2) No amendment may be made to clause A (the name of charity clause), clause C

(the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

U. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days= notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity may determine 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 Charity must be sent to the Commission.

V. Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

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