

# **Friends of Leckhampton Hill and Charlton Kings Common Constitution**

*In case the Organisation wishes to register as a Charity at any stage in the future, this Constitution is based on the Model Constitution for a Charitable Unincorporated Association published by the Charity Commission.*

**Adopted on the 26<sup>th</sup> day of June 2000 and amended at AGMs as follows:**

**The first AGM 23<sup>rd</sup> October 2000**

**The second AGM 22<sup>nd</sup> October 2001**

**The fourth AGM 20<sup>th</sup> October 2003**

**The twelfth AGM 8<sup>th</sup> November 2011**

**The thirteenth AGM 14<sup>th</sup> November 2012**

**The sixteenth AGM 11<sup>th</sup> November 2015**

**The nineteenth AGM 13<sup>th</sup> November 2018**

## **A. Name**

The Name of the Organisation is the **Friends of Leckhampton Hill and Charlton Kings Common**

## **B. Administration**

Subject to matters set out below the Organisation and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause H of this constitution "the Executive Committee", on behalf of the Members represented through the General Meeting.

## **C. Objectives**

The Friends of Leckhampton Hill and Charlton Kings Common (hereinafter referred to as "the Land" and shown on the plan Appendix III) will operate for the benefit of residents and visitors to Cheltenham and surrounding areas and have the following objectives:

- To promote the conservation and management of the ecology, geology and archaeology of the Land
- To promote the Lands status as an SSSI, an AONB and compliance with relevant National and European legislation
- To support the widest possible recreational use of the land consistent with the above objectives
- To promote public awareness and education in the objectives above
- To liaise and consult with the owners and trustees of the Land and of adjacent land over matters of mutual interest.

## **D. Powers**

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers, subject to the constraints laid down in the Financial Regulations agreed by a General Meeting attached as Appendix I to this Constitution.

1. 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;
2. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Organisation;
4. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Organisation with repayment of the money so borrowed;
5. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

6. power to co-operate with other organisations, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar objects and to exchange information and advice with them;
7. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
8. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
9. power to do all such other lawful things as are necessary for the achievement of the objects.

## **F. Membership**

1. Membership of the Organisation shall be open to:

### 1.1 Full Members.

Individuals (over the age of 18 years) who are interested in furthering the work of the Organisation and who have paid any annual subscription agreed by the Annual General Meeting.

Family members over the age of 18 shall be Full individual members

Types of Subscription: Full Rate, Concessionary Rate & Family Rate

### 1.2 Member Organisations

Any body corporate or unincorporated association which is interested in furthering the Organisation's work and has paid any annual subscription, any such body being called in this constitution a "member organisation".

Types of Subscription: Commercial & Non-Commercial

### 1.3 Honorary Life Members.

Individuals who have made a substantial contribution to the work of FOLK. Individuals may be nominated for Honorary Life Membership by the Executive Committee and be elected by a General Meeting. The number of such members shall be restricted to 10 at any one time.

The annual subscriptions shall be set, or at least approved, by the Annual General Meeting or a General Meeting at which the subscriptions have been notified as agenda items.

A Schedule of Subscriptions, agreed by the Annual General Meeting, shall be attached to this Constitution as Appendix II.

2. Every member shall have one vote.

3. Each member organisation shall appoint at least one and up to two individuals to represent it and to vote on its behalf at meetings of the Organisation. Each Member Organisation may appoint up to two alternatives to replace its appointed representative(s) at any meeting of the Organisation if the appointed representative(s) is/are unable to attend. Each representative of a Member Organisation may also be an individual member of the Organisation. Representatives who are also individual members will still only be entitled to a single vote. Representatives of Member Organisations may not be mandated by that Organisation, but must be accountable to their Organisation for any vote that they exercise.

4. Each member organisation shall notify the name(s) of the representative(s) appointed by it and of any alternate(s) to the secretary. If a representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be a representative of the member organisation

5. The Executive Committee may, by a two thirds majority and for good reason, suspend the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative(s) of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, or other representative, before the membership is decided upon at the next General Meeting. The Executive Committee may recommend to a General Meeting the termination of membership of any individual or member organisation. Termination of membership of a member organisation requires a two thirds majority at a properly convened and quorate General Meeting.

## **G. Honorary Officers**

1. At the Annual General Meeting of the Organisation the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer.

2. The Honorary Officers shall be elected by a simple majority vote system.

### 3. Periods of Office

Officers shall hold office from the end of the General Meeting at which they are elected for a period of one year.

3.1 The Chairman may not be re-elected to the same office for a period of more than five consecutive years.

3.2 The Treasurer may not be re-elected to the same office for a period of more than four consecutive years.

3.3 The Secretary may not be re-elected to the same office for a period of more than three consecutive years.

4. Officers retiring from one position are eligible to stand for either of the other positions.

5. Retiring Officers, who are prepared to continue on the Committee, will be automatically co-opted as additional members of the Executive Committee for a period of one year after their retirement as an Officer, unless their retirement follows a vote of Censure or No Confidence.

6. After one year as a Co-opted Member, former Officers have the same right to stand for re-election to the Executive Committee as other members.

7. If an officer comes to the end of their permitted term (as defined above) and no nominations are received to replace them the officer may continue in that role until a new nomination is received at an AGM, at which point that officer shall stand down.

## **H. Executive Committee**

1. The Executive Committee shall consist of not less than seven members nor more than eleven members being:

(i) The Honorary Officers specified in the preceding Clause;

(ii) Not less than four and not more than eight members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting for a period of three years. These Ordinary Executive Committee Members may not remain in office for more than two consecutive terms of three years.

The Ordinary Executive Committee Members shall be elected by simple majority vote.

In the event of only four Executive Committee Members being elected by a General Meeting, the Executive Committee may co-opt up to two other members to serve until the next General Meeting.

2. The Executive Committee may in addition appoint co-opted members but such 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 meeting of the Executive Committee called under clause K 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.

3. All retiring members of the Executive Committee shall retire from office together at the end of their term of office at the end of the Annual General Meeting but may be re-elected or re-appointed.

4. 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.

5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18.

6. If insufficient nominations are received at an AGM to enable the appointment of 11 Exec members then existing Exec members who have come to the end of their permitted term may continue as Exec members until sufficient nominations are received at an AGM, at which point the Exec member who has served more than the permitted term shall stand down.

## **I. 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).

#### **J. Executive Committee Members not to be Personally Interested**

1. Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Organisation (otherwise than as a trustee for the Organisation) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
2. Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Organisation: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

#### **K. Meetings and Proceedings of 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 but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number 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 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.

#### **L. Receipts and Expenditure**

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

#### **M. Property**

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
- (b) all investments held by or on behalf of the Organisation;

to be vested either in a corporation entitled to act as custodian trustee or 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 directions 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 Organisation, the Executive Committee may permit any investments held by or in trust for the Organisation 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.

#### **N. Accounts**

The Executive Committee shall manage their accounts as if a Registered Charity, i.e. shall comply with the obligations placed upon Charities by 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 Organisation;
- 2. the preparation of annual statements of account for the Organisation;
- 3. the auditing or independent examination of the statements of account of the Organisation; and
- 4. the transmission of the statements of account of the Organisation to the members.

#### **O. Annual Report**

The Executive Committee shall prepare an annual report and distribute it to all members of the Organisation.

#### **Q. Annual General Meetings**

1. There shall be at least one General Meeting of the Organisation held each year between September and November, or as soon as practicable thereafter. This shall be the Annual General Meeting. The Annual General Meetings shall be no less than 10 and no more than 14 months apart.

2. Nominations for election of Honorary Officers and Members of the Executive Committee shall be made by members of the Organisation in writing and should be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, elections shall be by ballot, as laid down in Clauses G & H. In the event of the number of written nominations being less than the number of vacancies [and only in this instance] nominations may be accepted from the floor of the Annual General Meeting.

3. At least 21 days' notice must be given of the Annual General Meeting. The notice must state the main items of business to be discussed.

#### **R. Other General Meetings**

##### **1. Ordinary General Meetings**

The Executive Committee may call an Ordinary General Meeting of the Organisation at any time. On the decision of the Executive Committee to call an Ordinary General Meeting, the Secretary shall convene the Meeting within one month, unless agreed otherwise by the Executive Committee.

##### **2. Special General Meetings**

If the paid-up individual and organisational membership as reported to the previous Annual General Meeting is less than 250, then at least 10 members, or 10 % of the reported membership, whichever is the greater, may request a Special General Meeting. If the paid-up individual and organisational membership as reported to the previous Annual General Meeting is 250 or more, then at least 25 members may request a Special General Meeting. This request must be in writing and state the reason for calling

the Special General Meeting and/or the business to be discussed. It must state the names & addresses of the members concerned. On receipt of such a request, the Secretary must convene a Special General Meeting within one month.

### 3. Notice of General Meetings

At least 21 days' notice must be given for Ordinary or Special General Meetings. The notice must state the business to be discussed.

## **S. 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 Organisation.

2. There shall be a quorum when at least one tenth of the number of members of the Organisation for the time being or ten members of the Organisation, whichever is the greater, are present at any general meeting.

## **T. Notices**

Any notice required to be served on any member of the Organisation shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally, by electronic means 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.

## **U. Alterations to 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 the Organisation, clause C the objects of the Organisation, clause J Executive Committee members not to be personally interested, clause V the dissolution clause or this clause U without the prior consent of a majority at a General Meeting.

3. The Executive Committee should promptly send to the members a copy of any amendment made under this clause

## **V. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Organisation it shall call a meeting of all members of the Organisation, 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 Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other organisation(s) or charitable institution(s) having objects similar to the objects of the Organisation as the members of the Organisation 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 Organisation must be sent to the Members.

## **APPENDIX I**

### **FINANCIAL REGULATIONS**

These Financial Regulations have been adopted by the inaugural General Meeting and must be ratified by the first Annual General Meeting.

They may be subsequently amended by a two thirds majority of a properly convened Annual General Meeting, at which the amendment of the Financial Regulations has been notified as an item of business.

#### 1. Limits of Authority

Expenditure by and on behalf of the Organisation on any one item, including exercising any of the Powers under Clause D, must be approved up to the limits shown as follows:

1.1 Up to £100 by at least two of the three Honorary Officers of the Organisation

1.2 Up to £1,000 by a majority of the Executive Committee

1.3 Any expenditure on any one item over the amount under 1.2 by at least 75% of the Executive Committee.

## 2. Bank Account

The Treasurer shall be authorised to open (a) Bank Account(s) in the name of the Organisation, subject to the approval of the Executive Committee. The signatories to the Bank Account shall be two out of three of the Honorary Officers, or another Member of the Executive Committee designated by the Committee

## **APPENDIX II**

### **SCHEDULE OF MEMBERSHIP SUBSCRIPTIONS**

These Membership Subscriptions have been ratified by the first Annual General Meeting.

They may be subsequently amended by a simple majority of a properly convened Annual General Meeting, at which the amendment of the Membership Subscriptions has been notified as an item of business.

	<b>Annual</b>	<b>Five years</b>
<b><u>1. Individual Members</u></b>		
1.1 Full Rate	£6.00	£25.00
1.2 Concessionary Rate*	£3.00	£12.50
1.3 Family Rate**	£9.00	£35.00
<b><u>2. Organisational Members</u></b>		
2.1 Non-commercial Organisations	£10.00	£40.00
2.2 Commercial Organisations	£25.00	£100.00

\* Unemployed/Unwaged (including housewives or househusbands), students; state pensioners etc. agreed by the Executive Committee

\*\* Two adults and children

Appendix III (map)