CONSTITUTION OF THE FRIENDS OF HILBRE

Adopted 6June 2001, amended 28 May 2003, 11 September 2003 and …..

**A Name**

The Friends of Hilbre

**B Administration**

Subject to the matters set out below, the group 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.

**C Aims**

The groups’ objects are:-

1. To promote the conservation, protection and improvement of the physical, historical and natural environment of Hilbre Islands Local Nature Reserve for the benefit of the public
2. To offer practical help under the guidance of the appropriate officer of the Local Authority

**D Powers**

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

1. 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. To co-operate with other groups, voluntary bodies and statutory authorities operating in furtherance of the aims or of similar charitable purposes and to exchange information and advice with them
3. To support any charitable trusts, associations or institutions formed for all or any of the aims
4. To appoint and constitute such advisory committees as the Executive Committee may think fit
5. To do all such other lawful things as are necessary for the achievements of the aims

**E Membership**

1. Membership of the group shall be open to individuals and to corporate membership of other organisations who are interested in furthering the work of the group and who have paid any annual subscription laid down from time to time by the Executive Committee

2. Every member over the age of 18 years shall have one vote

3. Corporate membership is limited to one vote

4. The Executive Committee reserves the right to terminate the membership of any individual or corporate member

**F Honorary Officers**

At the Annual General Meeting the members shall elect from amongst themselves a chairman, secretary and treasurer, who shall hold office from the conclusion of that meeting.

**G Executive Committee**

1. The Executive Committee shall consist of not less than 5 members nor more than 10 members

2. The Executive Committee may co-opt such persons as considered necessary to further the aims of the group

3. The Executive Committee shall be elected annually with no fixed term of office

**H Termination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he/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. 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 the office be vacated

3. notifies to the Executive Committee a wish to resign

**I Executive Committee members and conflicts of interest**

The Executive Committee members should not benefit financially or materially from any contract or activity by the group. Any conflict of interest should be declared.

**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 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. A quorum at any formal meeting of the Committee shall be 4, of whom at least 1 must be one of the officers (ie chairman, secretary, treasurer)

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 the constitution.

7. The Executive Committee may appoint sub-committees consisting of three or more members of the Executive Committee for any purpose which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a Sub-Committee. All acts and proceedings of any such Sub-Committee shall be reported to the Executive Committee.

**K Income and Expenditure**

1. The funds of the group, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the group at such bank as the Executive Committee shall from time to time decide.

2. The funds belonging to the group shall be applied only in furthering the aims.

3. A record should be kept of all income and expenditure.

**L Accounts**

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

(1) the keeping of accounting records for the group

(2) the preparation of annual statements of account for the group

(3) the auditing or independent examination of the statements of account of the group

(4) the transmission of the statements of account of the group to the Charity Commission

**M 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 Charity Commission.

**N Annual General Meeting**

1. There shall be an annual general meeting of the group which shall be held in the month of May in each year or as soon as practicable thereafter.

2. Every annual general meeting shall be called by the Executive Committee. The notice for the meeting will be given in the group’s Newsletter. There shall be at least 21 days’ notice of the meeting to all members of the group. All members of the group shall be entitled to attend and vote at the meeting.

3. The Chairman shall be the chairman of the Annual General Meetings, but if he/she is not present, before any other business is transacted, the persons present shall appoint a Chairman of the meeting.

4. The Executive Committee shall present to each annual general meeting the report and audited accounts of the group for the preceding year.

5. Nominations for each election to the Executive Committee must be made by members of the group in writing and must be in the hands of the Chairman of the Executive Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

**O Special General Meeting**

The Executive Committee may call a special meeting of the group at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Chairman shall call such a meeting. At least 21 days’ notice must be given. The notice must state the business to be discussed.

**P Procedure at General Meeting**

(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 group.

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

**Q Notice**

Any notice required to be served on any member of the group 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 known address in the United Kingdom, and in any letter so sent be deemed to have been received within 10 days of posting.

**R Alterations to the Constitution**

1. The Executive Committee shall prepare the Constitution and inform the membership.

2. 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.

3. No amendment may be made to clause A (the Name of the group), clause C (the Aims), clause I (Executive Committee members and conflicts of interest), clause S (Dissolution) or this clause without prior consent in writing of the Charity Commission.

4. No amendment may be made which would have the effect of making the charity cease to be a charity at law.

5. The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

**S Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve, the group shall call a meeting of all members of the group, 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 the power to realise any assets held by or on behalf of the group. 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 aims similar to the group as the members of the group 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 group must be sent to the Charity Commission.

(CL 15.1.19, amended 15.1.20)