



CONSTITUTION

NAME

The name of the Organisation shall be the **FRIENDS OF NORTHWOOD CEMETERY** (hereafter referred to as 'the FRIENDS').

OBJECTIVES

The Objectives of the FRIENDS are:

- The preservation and sympathetic restoration of Northwood Cemetery including its chapel and mortuary buildings, monuments and other standing structures;
- The creation and safe keeping of all records relating to Northwood Cemetery; and
- The preservation and conservation of the ecology of Northwood Cemetery including its landscape, arboreta, flora and wildlife.

LEGAL STATUS

The legal status of the FRIENDS, set up as a simple voluntary organisation, may be changed but only at a General Meeting.

BOARD OF TRUSTEES

The FRIENDS shall be administered and managed in its day-to-day business by a Board of Trustees.

The Board shall consist of nine Trustees nominated, seconded and elected at an Annual General Meeting (AGM) who shall hold office from the conclusion of that meeting. They shall be the Chair, Secretary, Treasurer and six other Trustees whose roles shall be determined at the first Board meeting after the AGM.

All Trustees shall serve for the term of one year and be eligible for re-election at the next AGM.

The Board shall meet regularly, at least four times per year, and the quorum shall be four.

Each Trustee present at a meeting shall have one vote. All matters shall be decided by a simple majority vote and, in the event of equal votes, the presiding chair shall have a second vote.

In the event of any vacancy arising between AGMs, the Board shall have the power to fill that vacancy by appointing another Trustee who shall serve until the next AGM.

The proceedings of the Board shall not be invalidated by any vacancy amongst their number or by any failure to appoint a Trustee.

A record shall be kept of proceedings at all meetings of the Board.

The Board shall have the power to co-opt further Trustees who on appointment shall in all respects assume the same responsibilities and powers as the Trustees elected at an Annual General Meeting.

The Board shall have the power to appoint one or more sub-committees to work on specific issues and make recommendations to the Board; the sub-committees will not have any financial decision making powers in their own right.

The Board shall obtain and pay for such goods and services as are deemed necessary or desirable for achieving the Objectives of the FRIENDS.

The Board shall reimburse the reasonable expenses of Trustees and any other members properly incurred when acting on behalf of the FRIENDS.

The Board shall prepare an annual report, to include financial statements, for presentation at the AGM.

The Board shall have the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objectives and to exchange information and advice with them taking into account the terms of the Data Protection Act.

The Board shall have the power to appoint, at their sole discretion, an Honorary President and Honorary Vice-Presidents who shall have no voting rights but who would act, in the opinion of the Board, as good ambassadors to the FRIENDS in the local community and beyond. Any such appointments so made shall be declared at the next AGM.

MEMBERSHIP

Membership of the FRIENDS shall be open to any person who wishes to support and promote the Objectives of the FRIENDS and who pays an annual or Life membership subscription.

The annual membership and Life membership fees shall be determined by the Board and recommended by them for approval at an Annual General Meeting. The prevailing membership fees shall remain in force if not tabled for amendment by the Board at an AGM or any motion to change it is defeated.

The annual membership fee will be due on 1st April of each year. A subscription of a member joining the FRIENDS in the first 3 months of a calendar year shall be regarded as covering membership to the FRIENDS for the twelve months from 1st April that year.

Membership shall cease if the annual membership fee is unpaid on 30th September having been due on 1st April in any given year.

Membership may be refused or withdrawn from any person for good and sufficient reason provided that the individual, or his/her representative, shall have the right to be heard by the Board before a final decision is made.

A member has a right to give notice in writing to the Membership Secretary of his/her resignation.

ANNUAL AND EXTRA-ORDINARY GENERAL MEETINGS (AGMs and EGMs)

An Annual General Meeting shall be held no later than 14 months after the previous Annual General Meeting at a date, time and place decided by the Board.

Notice of the AGM shall be given to all paid-up members not less than 28 days prior to the AGM together with a call for nominations to the Board of Trustees and motions for discussion at the meeting. The non-receipt of a notice by a member entitled to receive notice shall not invalidate the proceedings of that meeting.

The AGM shall endeavour to appoint a suitably qualified financial inspector for the coming year who may neither be a member of the FRIENDS nor a relative of a Trustee. If no such

appointment is made at the AGM, then the onus to appoint a financial inspector shall fall on the Board and it shall be an agenda item at the first Board meeting after the AGM.

The Board may call an EGM at any time. If at least ten members request such a meeting in writing to the Secretary stating the business to be considered then the Secretary shall call such a meeting. At least 21 days notice must be given to all members of an EGM, and the notice must state the business to be discussed. No business may be conducted at a General Meeting (AGM or EGM) unless such business is included as an agenda item in the Notice of the meeting.

Every paid-up member shall have one vote. In the event of a tied vote, the Chair shall have a second casting vote.

The Secretary or other person appointed by the Board shall keep a full record of proceedings at every General Meeting.

The quorum for any General Meeting shall be fifteen paid-up members. In the event of a quorum not being present within half an hour from the appointed time for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Committee decides. If at that re-convened meeting no quorum is present, those present shall conduct the business of the General Meeting.

FINANCE

The Board shall have the power to collect Membership fees and raise funds by Appeal, Grant, Donation, Loan or any other means.

The Board shall have the power to open a bank account on behalf of the FRIENDS. Cheques issued on this account shall bear the signatures of two unrelated members of the Board.

The Funds belonging to the FRIENDS shall be applied only in the furthering of its Objectives.

AMENDMENTS TO THE CONSTITUTION

No amendment shall be made that alters the objectives of the FRIENDS.

Other amendments to this Constitution may be adopted by a motion at the AGM or at an EGM on a simple vote.

Notice of any proposed amendment to this Constitution setting out the terms of the alteration shall be given in writing to current members not less than 14 days before the meeting.

DISSOLUTION

The FRIENDS may be dissolved at an AGM or an EGM where the notice of such meeting has stated the intent to dissolve and the terms under which such dissolution is proposed.

In the event that the motion to dissolve is adopted, the Board shall have the power to realise any assets held by, or on behalf of, the FRIENDS and any assets remaining after the satisfaction of all debts and liabilities shall be transferred to one or more charitable institutions having Objectives similar to those herein declared and as chosen by the meeting of the FRIENDS at which dissolution is confirmed. Under no circumstances shall any assets of the FRIENDS be distributed to members on a gratuitous basis.

The records of the FRIENDS shall be offered for deposit at the Isle of Wight County Record Office.

This Constitution was adopted at the General Meeting held on 12th October 2009.