

# CONSTITUTION OF THE FRIENDS OF DUKINFIELD OLD HALL CHAPEL

adopted on the First day of November 2011.

## 1. NAME

The name of the organisation is The Friends of Dukinfield Old Hall Chapel (hereinafter called “The Organisation”).

## 2. OBJECTS

The objects of the Organisation (hereinafter called “the objects”) are to raise awareness of the historical value and significance of the Dukinfield Old Hall Chapel and to protect and preserve its heritage for the benefit of the inhabitants of Tameside and the surrounding areas.

## 3. POWERS

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

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) to co-operate with other organisations, voluntary bodies and statutory authorities operating in furtherance of its objects or of similar charitable purposes and to exchange information and advice with them;
- (c) to appoint and constitute such advisory committees as the Organisation may think fit;
- (d) to do all such other things as are necessary for the achievement of the objects.

## 4. MEMBERSHIP

- (a) Membership of the Organisation shall be open, without distinction of sex, sexual orientation, race, nationality or of political, religious or other opinion to: -
  - (i) individuals aged eighteen years or over:
    - (a) who live within the area of benefit, who shall be known as Full Members who shall have one vote;
    - (b) who live outside the area of benefit, who shall be known as Associate Members, and who may attend as observers but who shall not have the right to vote at General Meetings of the Organisation.
  - (ii) individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be known as Junior Members and who may be admitted to membership subject to such conditions as the Committee may decide. They shall have the power to elect two of their number to represent them, without the right to vote, at meetings of the Committee. Any Junior Member may attend General Meetings as observers but shall not have the right to vote.
  - (iii) associations and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within the area of benefit, are voluntary or non-profit-distributing, and which wish to support the objects of the Organisation, which shall be known as Affiliated Organisations;
  - (iv) the Statutory Authorities in whose administrative area the area of benefit lies.

- (b) Any individual member of the Organisation may resign his/her membership by giving to the Secretary of the Organisation written notice to that effect.
- (c) Each member organisation as set out in (a) (iii) and (iv) shall nominate one individual person being a member thereof to vote on its behalf at General Meetings of the Organisation; and may nominate an alternate being a member thereof to replace him/her at such meetings if the nominee is unable to attend. In the event of such individual person resigning or leaving the member organisation he or she shall forthwith cease to be the nominee thereof. The member organisation concerned shall have the right to nominate a replacement, informing the Secretary in writing.
- (d) The Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Organisation, PROVIDED THAT the member shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

## 5. HONORARY OFFICERS

At the Annual General Meeting of the Organisation the members present shall elect from amongst themselves a Chair, a Vice Chair, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

## 6. COMMITTEE

- (a) The Committee shall consist of: -
  - i) the honorary officers specified in the preceding clause;
  - ii) not more than eight members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (b) If casual vacancies occur among the elected members of the Committee it shall have power to fill these from among the members of the Organisation and any person so elected shall retire at the end of the next Annual General Meeting.
- (c) persons may be co-opted individually by the Committee to serve on the Committee until the conclusion of the next Annual General Meeting PROVIDED THAT they have registered as members of the Organisation and that the number of co-opted members does not exceed one quarter of the total number of members elected to the Committee at the Annual General Meeting.
- (d) All Officers and members of the Committee shall retire from office at the end of each Annual General Meeting but may be re-elected.
- (e) The proceedings of the Committee shall not be invalidated by any vacancy among its number.
- (f) Nobody shall be appointed a member of the Committee who is aged under eighteen.

## 7. DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

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

- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (b) is absent without the permission of the Committee from all its meetings held within a period of six months and the Committee resolve that his or her office be vacated; or

- (c) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

## **8. COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

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

## **9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- (a) The Committee shall hold at least two meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Committee upon not less than four days notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty eight days notice must be given.
- (b) The Chair shall act as Chair at meetings of the Committee. If both the Chair and the Vice Chair are absent from any meeting, the members of the Committee present shall choose one of its number to be Chair of the meeting before any other business is transacted.
- (c) There shall be a quorum when at least five members are present at a meeting.
- (d) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- (e) The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
- (f) The Committee shall keep a register of members and any subscriptions paid.
- (g) The Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of its documents. No rule shall be made which is inconsistent with this constitution.
- (h) The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

## **10. RECEIPTS AND EXPENDITURE**

- (a) The funds of the Organisation, including all donations, contributions and bequests shall be paid into an account operated by the Committee in the name of the Organisation at such a bank/building society as the Committee shall from time to time decide. All cheques drawn of the account shall be signed by at least two members of the Committee.
- (b) The funds belonging to the Organisation shall be applied only in furthering the objects.

## **11. ACCOUNTS**

The Committee shall: -

- (a) keep a record of accounts for the Organisation;
- (b) prepare an annual statement of accounts; and
- (c) arrange an independent examination of the statements of accounts.

## **12. ANNUAL REPORT**

The Committee shall prepare an annual report and statement of accounts for submission to the Annual General Meeting..

## **13. ANNUAL GENERAL MEETING**

- (a) There shall be an Annual General Meeting of the Organisation which shall be held in the month of October in each year or as soon as practicable thereafter.
- (b) The Honorary Secretary shall give at least twenty-one days notice of the Annual General Meeting to all members of the Organisation. All members of the Organisation shall be entitled to attend and vote at the meeting.
- (c) The Chair of the Committee shall be the Chair of the Annual General Meeting but if he/she or the Vice Chair is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.
- (d) The Committee shall present to each Annual General Meeting the report and accounts of the Organisation for the preceding year. The Honorary Secretary shall be given at least seven days notice in writing of any other business to be transacted.
- (e) Any nomination for election to the Committee must be signed by at least two members of the Organisation and have the consent of the person nominated. Should nominations exceed vacancies, election shall be by ballot and, in case of an equality of votes, the decision shall be made by lot.

## **14. SPECIAL GENERAL MEETINGS**

The Committee may call a special general meeting of the Organisation at any time. If at least one third of the members or ten members whichever is the greater request such a meeting in writing stating the business to be considered the Honorary Secretary shall call such a meeting within fifteen days and shall give at least twenty-one days' notice. The notice must state the business to be discussed.

## **15. PROCEDURE AT GENERAL MEETINGS**

- (a) The Honorary Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Organisation;
- (b) There shall be a quorum when at least one tenth of the number of members of the Organisation for the time being or three members of the Organisation, whichever is the greatest, are present at any general meeting.

## **16. NOTICES**

A notice required to be served on any member of the Organisation shall be in writing and shall be served by the Honorary Secretary on any member either personally or by sending it through the post in a prepaid letter addressed to such members at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

## **17. ALTERATIONS TO CONSTITUTION**

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.

## **18. DISSOLUTION**

If the 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 twenty-one 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 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 institution having objects similar to the objects of the Organisation as the members of the Organisation may determine.

**19. ARRANGEMENTS UNTIL THE FIRST ANNUAL GENERAL MEETING**

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Committee were references to the persons whose names appear below.

Signed

E.A.Rose  
Chair of the meeting

Roy V. Parkes  
Secretary of the meeting

C .Clough  
Gay J. Oliver