

CONSTITUTION FOR FRIENDS OF THE RIVER FROME

Registered Charity 1062090

1. NAME

The group shall be known as the Friends of the River Frome, hereinafter called 'The Group'.

2. OBJECTS AND POWERS

a. The Group is established to secure the preservation, protection, development and improvement of the River Frome and to advance the education of the public in the above.

b. In the furtherance of the above objects as aforesaid, the Group may also exercise the following powers:

- (i) The power to raise funds and invite and receive contributions from any persons whatsoever by way of donation and otherwise, provided that the Group shall not undertake any permanent trading activities in raising funds for its primary charitable purposes.
- (ii) The power subject to any consents required by law to borrow money, to charge all or any part of the property of the Charity with repayment of the money so borrowed.
- (iii) The 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 dependants.
- (iv) The 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.
- (v) The power to establish or support any charitable trust, associations or institutions formed for all or any of the objects.
- (vi) The power to appoint and constitute such advisory committees as the executive Committee may think fit.
- (vii) The power to do all such other lawful things as are necessary for the achievement of the objects.
- (viii) The power to collect and disseminate information on matters affecting the purpose of the group and establish, print and circulate such papers and publications as shall be necessary to attain the said purposes or which are in any way beneficial to work of the group.
- (ix) The power to provide or assist in the provision of exhibitions, meetings, lectures and classes.
- (x) The power to do all such things as shall further the purposes of the Group.

3. MEMBERSHIP OF THE GROUP

a. The members of the Group shall be any residents of Frome and the surrounding areas wishing to volunteer their time to further the causes of the group.

b. The Group may from time to time invite a person having special knowledge or experience to be co-opted to the Group, PROVIDED that the numbers of co-opted members shall not exceed a quarter of the Group membership.

c. The Group may invite any person to attend its meetings as an observer but without power to vote.

4. COMMITTEE

a. At the Annual Meeting hereinafter mentioned the Group shall elect an Executive committee of a Chairman, a Treasurer and a Secretary and other Committee members as the Group may from time to time decide.

b. The Chairman and the Executive Committee Members shall hold office until the conclusion of the annual Meeting of the Group next after election but shall be eligible for re-election.

c. No member of the Committee shall acquire any interest or 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 Committee) in any contract entered into by the Committee.

d. The Executive committee hereinafter mentioned shall have the right, for good and sufficient reason to terminate the membership of any member, PROVIDED THAT the individual person or persons shall have the right to be heard by the said committee before a final decision is made.

e. Subject to any condition imposed from time to time by the Group and as hereinafter mentioned, the policy and general management of the affairs of the Group shall be directed by the Executive Committee whose total membership shall be determined from time to time by the Group.

f. The members of the Executive Committee shall be elected at the first Annual Meeting of the Group and in accordance with Clause 6 hereof.

g. The Executive Committee shall have power to co-opt persons whether or not being members of the Group, to serve on the Executive Committee and subject as hereinafter mentioned for such period as the Executive Committee shall determine PROVIDED THAT the number of such co-opted members shall not exceed a quarter of the total number of elected members serving on the executive Committee at any one time.

One third of the elected members of the Executive Committee shall retire annually but subject as hereinafter mentioned shall be eligible for re-election, the members so to retire being those who have been longest in office since their last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

h. The Executives committee shall meet not less than three times a year.

i. Any casual vacancy on the Executive Committee may be filled up by the Committee and any person appointed to fill such a vacancy shall hold office until the conclusion of the next Annual Meeting of the Group and shall be eligible for election at that meeting.

j. The proceedings of the Executive committee shall not be invalidated by any failure to appoint or any defect in the appointment, election, co-option or qualification of any member thereof.

5. NOMINATION OF COMMITTEE MEMBERS

Nominations from members of the Group for members of the Executive committee must be in writing. Should nominations exceed vacancies, election shall be by ballot.

6. MEETINGS OF THE GROUP

The Annual meeting of the Group shall be held in each year at such time (not being more than fifteen months after the holding of the proceeding Annual Meeting) and place as the Executive Committee shall determine. At least twenty one clear days' notice shall be given in writing by the Secretary to the members. Other meetings of the Group shall be held at such times as may be determined by the Group.

b. A special meeting of the Group shall be called at fourteen clear days' notice in writing upon the written demand of ten members or by the Chairman of the Group.

c. At the Annual Meeting the business shall include election of a chairman, Executive Committee members as aforesaid, and the consideration of an Annual report of the work done by or under the auspices of the Group and of the accounts.

d. The proceedings of the Group shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any representative member thereof.

7. RULES OF PROCEDURE AT ALL MEETINGS

a. Quorum: The Quorum at a meeting of the Group and at a meeting of any Committee shall be one quarter of the Group or Committee, or such other members as the Group may from time to time determine.

b. Voting: subject to the provision of Clause 12 and 13 hereof, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote there at. No person shall exercise more than one vote notwithstanding that he may have been appointed to represent two or more interests but in case of an equality of votes the Chairman shall have a second or casting vote.

c. Minutes: These shall be kept by the committee and the Secretary shall enter therein a record of all proceedings and resolutions.

8. FINANCE

a. The income and property of the Group whencesoever derived shall be applied solely towards the promotion of the purposes of the Group as set forth in this Constitution, and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Group PROVIDED THAT nothing herein shall prevent the payment in good faith of out of pocket expenses.

b. A Bank account shall be opened in the name of the Group with such Bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary and the Chairman of the Group to sign cheques on behalf of the Group. All cheques must be signed by not less than two of the three authorised signatories.

c. The Honorary Treasurer shall keep proper accounts of the finances of the Association.

d. The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

e. An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General meeting.

9. DISSOLUTION

The Group may at any time be dissolved by a resolution passed by a two thirds majority of those present and voting at a meeting of the Group of which at least twenty one clear days' notice shall have been sent to all members of the Group. Such resolution may give instructions for the disposal of any assets held by or in the name of the Group PROVIDED THAT if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Group but shall be given or transferred to such other charitable institution or institution having objects similar to some or all of the object of the Group as the Group may, with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1993 or other relevant legislation, determine.

10. ALTERATIONS TO THE CONSTITUTION

a. Alterations to the Constitution shall receive the assent of not less than two thirds of the members of the Group present and voting. A resolution for the alteration of the Constitution shall be received by the Secretary of the Group before the meeting at which the resolution is to be brought forward. At least fourteen clear days' notice in writing of such a meeting shall be given by the Secretary to the members and shall include notice of alterations proposed.

b. No alterations to Clause 1 (The name of the Charity), Clause 2a and 2b (The Purpose and Powers of the Charity), Clause 4c (Committee members not to have personal interest), Clause 9 (The Dissolution Clause) or to Clause 10b (Alterations) shall be made without the approval of the Court or the Charity Commissioners or other authority having jurisdiction under the Charities Act 1993 or other relevant legislation.

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

d. The Committee should promptly send to the Commissioners a copy of any amendment or alteration made under this Clause.