

## FRIENDS OF ST. ANDREW'S CHURCH SONNING

### CONSTITUTION



#### A. NAME

The name of the charity is Friends of St. Andrew's Church, Sonning.

#### B. THE OBJECT

The charity's object is to enable the restoration, preservation, repair, maintenance, improvement, beautification or reconstruction of St. Andrew's Church Sonning in such ways as the charity trustees in their absolute discretion may from time to time determine.

#### C. POWERS

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

1. to recruit members to the Friends of St. Andrew's Church, Sonning;
2. to raise funds and invite and receive donations, bequests and other contributions, provided that in raising funds the charity shall not undertake any substantial trading activities;
3. to allocate funds they hold for the major upkeep and repair of St. Andrew's Church, Sonning;
4. to organise fund raising events as appropriate;
5. 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;
6. to invest the funds of the charity in any investments for the time being authorised for the investment of charity funds;
7. to co-opt up to two additional trustees should the need arise.

#### D. MEMBERSHIP

1. Membership of the charity shall be open to any individual who is interested in furthering the work of the charity and has given an annual donation to the funds.
2. Every member shall have one vote.
3. The trustees may unanimously and for good reason terminate the membership of an individual, provided that the individual concerned shall have the right to be heard by the trustees, accompanied by a friend, before a final decision is made.

#### E. TRUSTEES

The trustees on the foundation of the charity will be:

Mrs. H. Hine, Mrs. B. Jones J.P., Mrs. W. Williams, Mr. J. Hammond, Mr. C. Pierce and Mr. S. Wilkinson.

These trustees will have the power to administer the charity until the first annual general meeting, when trustees and officers will be elected to serve on an annual basis.

Except with the prior written approval of the Charity Commission no trustee may:

- a. receive any benefit in money or kind from the charity; or
- b. have a financial interest in the supply of goods or services to the charity; or
- c. acquire or hold any interest or property of the charity (except in order to hold it as a trustee of the charity).

A trustee shall cease to hold office if he or she:

- a) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c) notifies to the trustees a wish to resign (but only if at least two trustees will remain in office when the notice of resignation is to take effect).

## F. MEETINGS AND PROCEEDINGS

There will be an annual general meeting for all members held within three months of the end of the financial year, which for the time being is 31 December. Those present at the AGM will elect annually a Chairman, Secretary and Treasurer and three other trustees, who will serve until the following AGM. No trustee may hold the same office for more than three consecutive years and no trustee may be elected as Chairman having served in that capacity for three years.

Audited accounts will be presented at the AGM and the minutes taken. All issues will be decided on a simple vote with the Chairman having a casting vote if necessary.

A special general meeting may be called at any time by the trustees. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days notice must be given and the notice must state the business to be discussed. The quorum at any meeting of members will be three.

The trustees will hold regular meetings, at least once a quarter. The trustees will then review the financial state of the charity and minutes will be taken. The trustees may call special trustee meetings to assess work needed on St. Andrew's Church and allocate funds as appropriate. The quorum at meetings of trustees will be one third of the number of trustees for the time being or two trustees, whichever is the greater.

## G. ACCOUNTS

The trustees shall comply with the accounting requirements of the Charities Act 1993, relevant to the income/expenditure level of the charity, with regard to:

- a. the keeping of accounting records of the charity;
  - b. the preparation of an annual statement of accounts of the charity;
  - c. the auditing, or independent examination of the statement of accounts of the charity;
- and
- d. the preparation of an annual report and the sending of it together with the statement of accounts to the Charity Commission.

The charity shall have a bank account held in the name of the charity, i.e. Friends of St. Andrew's Church, Sonning. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

## H. ALTERATIONS TO THE CONSTITUTION

Subject to the following provisions of this clause, the Constitution may be amended by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the meeting must include the notice of the resolution setting out the terms of the amendment proposed.

No alteration may be made to clause A (name clause), clause B (objects clause), clause C (6) (trustees' power of investment), clause E (trustees clause), clause I (dissolution clause), or this clause H (alterations to the constitution) and no amendment may be made which would allow the trustees to spend any permanent endowment of the charity, without the prior written approval of the Charity Commission.

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

The trustees must:

- a. promptly send to the Charity Commission a copy of any alteration made; and
- b. keep a copy of any such alteration with this Constitution.

## I. DISSOLUTION

If the trustees decide that it is necessary or advisable to dissolve the charity, they shall call a meeting of all members of the charity of which no less than twenty-one days notice (stating the terms of the resolution proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the trustees shall have the power to realise any assets held by or on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be passed to the PCC of St. Andrew's Church, Sonning, on the understanding that they will be used solely for the upkeep of St. Andrew's Church itself.