

# **Constitution of Chatterley Whitfield Friends**

**DATED** 20<sup>th</sup> January 2018.

## **NAME**

1. The name of this organisation will be "Chatterley Whitfield Friends". Henceforth in this document to be referred to as "The Friends".

## **OBJECTS AND POWERS**

2. The objective of The Friends is to inform, advise and educate people within the City of Stoke-on-Trent, the North Staffordshire coalfield and worldwide by communication, through amongst others, social media, face-to-face contact and the written word, to keep alive the historic significance and enduring legacy of the mining industry. The Friends will promote, assist and, wherever possible, improve, maintain and publicise Chatterley Whitfield including, but not exclusively, its colliery buildings and features, archives, artefacts, history and community memories, in co-operation with the owners.
3. In furtherance of this objective, but not otherwise, The Friends may:
  - 3.1 Raise money and invite and receive contributions to be applied to Chatterley Whitfield's projects (subject to clause 4 below).
  - 3.2 Generally further the cultural and heritage purposes of Chatterley Whitfield and encourage the development of the facilities which it affords.
  - 3.3 Appoint delegates and representatives, and subscribe to any other bodies with whom The Friends may be concerned.
  - 3.4 Employ such staff as may be required.
  - 3.5 Engage in and support any lawful activities, research, publishing or advertising to promote the said object.
4. The Friends will not engage in any substantial permanent trading activities in raising funds for its objectives and will conform to any relevant requirements of the law.

## MEMBERSHIP

5. There will be four categories of membership, and any reference to a member or membership in this document will be inclusive:
  - 5.1 **Individual** - Individual membership will be open to anyone who has attained the age of 18. Members' children (under the age of 18) will have free membership, but will not be considered to have voting rights.
  - 5.2 **Institutional** - Institutional membership will be open to any formally constituted society or educational establishment, which will have the right to nominate a specific individual to act on its behalf.
  - 5.3 **Corporate** - The committee of The Friends may admit to corporate membership any company or business which it sees fit, and to accept a nominated individual to act on behalf of the said company or business.
  - 5.4 **Honorary** – The committee may admit to honorary membership any person who, in their opinion, has shown exemplary commitment to the aims of The Friends.
6. All applications for membership will be made to the secretary or other appropriate officer of The Friends. The committee may at their discretion exclude or remove from membership any person who for any reason is considered by the committee to be unsuitable to be a member of The Friends. Any person so removed from membership will have the right to appeal to the committee against such removal and the committee may in their absolute discretion, and without giving their reasons, accept or reject such an appeal.

## COMMITTEE

7. The committee will consist of the following honorary officers and other members:
  - 7.1 A Chair, who will be responsible for ensuring that proper minutes of all meetings are kept by the Secretary or other appropriate person.
  - 7.2 A Deputy Chair.
  - 7.3 A Secretary.
  - 7.4 A Treasurer.
  - 7.5 Not more than twenty other members.
8. Any paid officer of The Friends may be invited to attend meetings and report to the committee but not be a member of the committee.

'Preserving the Past for the Future'

9. Every member of the committee and aforementioned officers will be elected at the Annual General Meeting (AGM) to serve for a period of one year. All members of the committee and aforementioned officers will be eligible for re-election.
10. Every elected member of the committee must be a member of The Friends who has attained the age of 18 and for whom the current subscription due has been paid.
11. The committee may co-opt not more than five additional persons as observer members of the committee but who will have no vote in the committee.
12. All members of the committee, except co-opted observer members, shall have one vote. In the event of a tie, the chair will have a second or casting vote.

## **POWERS AND DUTIES**

13. The committee will have responsibility for the general management and direction of the funds and affairs of The Friends, and in particular (but without prejudice to the foregoing) may:
  - 13.1 Subscribe to any other organisation or body and nominate any member of The Friends to serve as its representative on that organisation or body.
  - 13.2 Pay the whole or part of the reasonable and proper expenses of any member in or about the execution of any function or duty on behalf of The Friends.
  - 13.3 Make and, from time to time, vary rules for The Friends which are not inconsistent with this constitution.
  - 13.4 Fill casual vacancies in its membership by additional co-options. Any person so co-opted will retire at the next AGM but shall be eligible for re-election.
  - 13.5 Establish an executive committee comprised of the officers and up to two members, to manage the day-to-day business of The Friends including routine expenditure. The executive committee may meet as often as necessary. A quorum shall be three. All decisions of the executive committee will be reported to the committee fully and promptly as soon as possible provided that the executive committee shall not spend funds of The Friends other than in accordance with a budget agreed by the committee.
14. The committee may suspend any member who fails to attend four consecutive meetings of the committee.

## **SUBSCRIPTIONS**

15. The annual subscription rates for the different categories of membership can only be changed by vote at the AGM.
16. Subscriptions will be due annually and renewed on the anniversary of becoming a member.

## **FINANCE**

17. All funds and assets in the possession of The Friends will be held, paid out, or applied as the committee may direct in furtherance of the objectives of The Friends. Pending such direction, all funds will be held in a separate bank account (or accounts) in the name of The Friends with such bankers as the committee may from time to time direct.
18. All cheques drawn on such bankers, will be signed by any two of the designated signatories. All documents requiring endorsement will be sufficiently endorsed if signed by any one of them.
19. The committee may invest such funds as are required to be immediately available for meeting The Friends liabilities. Such investment may be gilt-edged or on deposit with a bank or building society, or in such other investments as the committee may decide, after taking appropriate professional advice.
20. An auditor or examiner, who need not be a member of The Friends, may be appointed at the AGM, provided that such an auditor or examiner is not a member of the committee.

## **MEETINGS**

### **Annual General Meeting (AGM)**

21. The AGM of The Friends, for which not less than 30 days' notice will be given to all members by the secretary, will be held annually.
22. The business of the AGM will be:
  - 22.1 To receive reports from the chair and officers.
  - 22.2 To receive and approve the annual accounts and to appoint an auditor or examiner.
  - 22.3 To elect the officers and any other members of committee.
  - 22.4 To consider any other business of which due notice has been given in writing to the secretary not less than 14 days before the due meeting date.

'Preserving the Past for the Future'

22.5 Every member attending the AGM shall have one vote.

### Extraordinary General Meetings (EGM)

23. EGMs:

23.1 May be convened by decision of the committee or at the demand in writing of not less than 20 per cent of eligible voters.

23.2 The committee shall give members not less than fourteen days' notice of the date, time and place of the meeting.

23.3 Members shall be sent an agenda, notifying all business which it is proposed to transact, for each Annual or Extraordinary General Meeting not less than fourteen days before such meeting is due to take place.

### Committee Meetings

24. Committee meetings shall be held at least three times each year or more frequently if the committee deem it necessary.

### Quorum

25. A quorum will consist of:

25.1 At a general meeting, one tenth of the members or ten members, whichever is the lesser, who have attained the age of 18.

25.2 At a committee meeting, one third of the elected members of the committee.

### Chair

26. In the absence of the chair and deputy chair, those attending will elect a chair for the meeting from among their number.

### Notice of Meetings

27. Notices to members will be deemed sufficiently served if sent by email, posted in social media, postal services or hand delivered by an authorised member of The Friends, to the address of the member registered in the records.

## **AMENDMENTS**

28. No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members present and voting at a general meeting. Any proposal for amendment will be made in writing and be in the hands of the secretary not less than 14 days before the meeting for which the resolution is to be brought forward.

## **WINDING UP**

29. The Friends may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a special general meeting held in accordance with the provisions of this constitution. Thereafter the committee will pay the surplus funds of The Friends to such institution or institutions as the committee will determine.