

1. NAME

The name of the Society shall be "The Friends of St Peter's Church" which is the Church of England, Parish Church of Titchfield in the County of Hampshire, hereafter called "The Friends".

2. OBJECTS AND POWERS

(a) The Friends is established to:

- (1) Preserve and maintain for the public benefit the land, buildings, fixtures, fittings, furnishings, fabrics, archives and treasures of the Parish Church of St Peter's, (hereinafter referred to as "St Peter's")
- (2) Generate enthusiasm with the public in the origins, history, architecture and development of the Church

(b) In the furtherance of the said objects but not otherwise the Friends may:

- (1) Raise funds by any lawful means and through any lawful activity and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Friends shall not undertake permanent trading activities in raising funds for the objects.
- (2) Make grants of money and gifts of other property to the clergy, Churchwardens and Parochial Church Council of St Peter's (PCC) exclusively for the purpose of the said objects, and generally assist those responsible for the care and maintenance of the Church. The PCC may apply to the Friends for funds but the making of such grants and gifts shall be at the sole discretion of the Executive Committee and neither the PCC nor the Diocesan finance committee shall have direct access to any monies raised by or held by the Friends.
- (3) Arrange, provide or join in arranging and providing the holding of exhibitions, meetings, lectures and classes.
- (4) Collect and disseminate information on all matters affecting the objects.
- (5) Cause to be written and printed or otherwise reproduced and circulated, gratuitously, or otherwise, such papers, books, periodicals, pamphlets or other documentation or films or recorded tapes (whether audio or visual or both) as shall further the objects.
- (6) Invest the monies of the Friends not immediately required for the said objects (if any) in or upon such investments, securities or property as may be thought fit, subject to any conditions imposed or required by law.
- (7) Do all such other lawful things as are necessary for the attainment of the said objects.

3. MEMBERSHIP

- (a) Membership of the Friends shall be open to all who are interested in furthering the work of the Friends and who have paid the annual subscription as specified from time to time by the Executive Committee established under Clause 5 below.
- (b) Honorary members may be appointed at the discretion of the Executive Committee. Honorary members shall not be entitled to vote.
- (c) Every member over the age of 18 years shall have one vote.
- (d) The Executive Committee shall have the right:
 - (1) To approve or reject applications for membership, and
 - (2) For good and sufficient reason to terminate the membership of any person provided that the member concerned shall have the right to be heard by the Executive Committee before a final decision is made.

4. HONORARY OFFICERS

- (a) The Incumbent of the benefice of St Peter's, Titchfield or, if the benefice is vacant, the priest or curate in charge of the Parish of St Peter's, Titchfield shall be president of the Friends and a member of the Executive Committee ex officio
- (b) At the Annual General Meeting hereinafter mentioned the Friends shall elect a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other Honorary Officers as the Friends shall from time to time decide.
- (c) The Honorary Officers of the Friends shall hold office until the conclusion of the third Annual General Meeting after their election. They shall then be eligible for election to the same Honorary Officer post for one year or a different Honorary Officer post but no Honorary Officer shall hold the same office for more than 4 consecutive years. On the expiration of such period 1 further year must elapse before any former Honorary Officer shall be eligible for re-election to that office.
- (d) The Chairman and Honorary Officers shall be ex-officio members of any committee.

5. EXECUTIVE COMMITTEE

- (a) Subject as hereinafter mentioned the policy and general management of the affairs of the Friends shall be directed by an Executive Committee (hereinafter called "the Committee") which shall meet not less than 4 times a year.

- (b) The Committee when complete shall consist of:
- i. The Honorary Officers;
- and
- ii. A representative of the Parochial Church Council of the Parish of St Peters, Titchfield who should be the Fabric Member,
- and
- iii. Not less than (6) or more than (9) elected members.
- (c) The elected members of the Committee shall be elected at an Annual General Meeting held in accordance with Clause 6. Those elected under clause 5(b)(iii) shall be elected for a single year with no restriction on how many times they may be re-elected.
- (d) In addition to the members so elected and serving by virtue of clause 5(b), the Committee may co-opt up to 3 further members being members of the Friends who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.
- (e) Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that Meeting.
- (f) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (g) The Committee may appoint such subordinate committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such subordinate committees shall be reported back to the Committee as soon as possible.
- (h) The Committee shall appoint one or more independent examiners or qualified auditors as appropriate and may determine their remuneration (if any).

6. MEETINGS OF THE ASSOCIATION

- (a) An Annual General Meeting shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Executive Committee shall determine. At least 21 clear days' notice shall be given by displaying such notice on the St Peter's and village notice boards and by such other means as the Secretary thinks fit. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Committee; the consideration of

an annual report of the work done by or under the auspices of the Committee and of the independently examined accounts; and the transaction of such other matters as may from time to time be necessary.

- (b) The Executive Committee may at any time, at its discretion, call a Special General Meeting. A Special General Meeting may also be called if 20 members or 10 percent of the members, whichever is the greater, request it.

7. NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS

Only members of the Friends shall be eligible to serve as Honorary Officers or members of the Committee. Candidates need to be nominated by two current members.

8. RULES OF PROCEDURE AT ALL MEETINGS

- (a) **Quorum.** There shall be a quorum at the meeting of the Friends (including Extraordinary General Meetings and Annual General Meetings) when at least 10% of the total actual membership of the Friends for the time being are present.
There shall be a quorum at a meeting of the Executive Committee or any Committee appointed under clause 5(g) when at least one third of the number of members of the Committee, are present at the Meeting.
- (b) **Voting.** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present or by proxy and entitled to vote but in case of an equality of voters the Chairman of the meeting shall have a second or casting vote.
- (c) **Minutes.** Minutes shall be kept of all Executive and subordinate committee meetings, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- (d) **Standing Orders and Rules.** The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Friends. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the Friends in a General Meeting and shall not be inconsistent with the provisions of this Constitution.
- (e) (i). Any member who is entitled to vote but who is unable to attend any meeting may appoint another member who is entitled to vote or the Society's Secretary to be a proxy on their behalf.
(ii). The Appointment of a proxy must be made in writing and delivered or sent electronically to the Secretary before the commencement of the meeting.

9. FINANCE

- (a) All monies raised by or on behalf of the Friends shall be applied to further the objects of the Friends and for no other purpose provided that nothing herein contained shall prevent the repayment to members of the Committee or of any committee appointed under clause 5(g) hereof of reasonable out-of-pocket expenses.
- (b) The Honorary Treasurer shall keep proper accounts of the finances of the Friends.
- (c) The accounts shall be independently examined at least once a year by the independent examiners or auditors appointed by the Committee.
- (d) An independently examined statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- (e) A bank account shall be opened in the name of the Friends. The Committee shall authorise the Treasurer and up to 3 members of the Committee to sign cheques on behalf of the Friends. All cheques must be signed by not less than two of the authorised signatories.

10. ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of at least ten percent (10%) of the full membership of the Friends for the time being whether individual or representative present or by proxy and voting at a meeting specially called for the purpose provide that notice of any such alteration shall have been received to the secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Friends provided that no alteration shall be made which would have the effect of causing the Friends to cease to be a Charity in law.

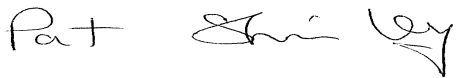
11. DISSOLUTION

If the Committee by a simple majority decide at any time that on the grounds of expense, or otherwise, it is necessary or advisable to dissolve the Friends it shall call a meeting of all members of the Friends who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed) shall be given. If such decision shall be confirmed by a (two-thirds) majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Friends. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the object of the Friends as the Committee may determine.

12. NOTICES

Any notice may be served by the Secretary on any member of the Friends either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom or by electronic means to his or her last known email address or similar and any letter or electronic message so sent shall be deemed to have been received within three working days of posting or sending.

Signed



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Pat Shirley

Constitution as amended by Special General Meeting on 8th May 2018