



Friends of Pittville - Constitution

A. Name

The name of the Association is Friends of Pittville ("the Friends ")

B. Administration

Subject to the matters set out below, the Friends Group and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee")

C. Objects

- (1) Recognising the importance of The Pittville Park and The Estate, the Friends aim to promote the public benefit and enjoyment of the park, the green open spaces of the Lawns, including Pittville Gates, the two Pittville Crescent Gardens, and Wellington and Clarence Squares
- (2) Supporting Cheltenham Borough Council in involving local people in protecting, conserving and promoting good husbandry in the park and green open spaces.
- (3) Encouraging more local people to use these areas and take an active interest in their future
- (4) Providing a means of co-ordination for Park Watch

The Friends will work to benefit the community in Cheltenham and surrounding area.

D. Powers

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

- (1) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall confirm to any relevant requirements of the law:
- (2) 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:
- (3) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects:
- (4) power to appoint and constitute such advisory committees as the Executive Committee may think fit:

- (5) power to do all such other lawful things as are necessary for the achievement of the objects:

E. Membership

- (1) Membership of the Friends shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F. Honorary Officers

At the annual general meeting of the Friends the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. Executive Committee

- (1) The Executive Committee shall consist of not less than 5 members nor more than 10 members being:
 - (a) the honorary officers specified in the clause F:
 - (b) A maximum of 7 other members, who have been formally proposed by a member of the Friends of Pittville, and elected at the annual general meeting.
 - (c) The members of the elected Executive Committee shall hold office from the conclusion of that meeting.
- (2) Co-opted Members
 - (a) In addition, the Executive Committee may appoint not more than 4 co-opted members, consisting of one representative of Pittville Park Watch, two Cheltenham Borough Councillors of the Pittville Ward, and one other as determined by the Executive Committee. In doing so, no more than one third of the members of the Executive Committee shall be co-opted members.
 - (b) Each appointment of a co-opted member shall be made at the Annual General Meeting, or at a special meeting of the Executive Committee called under clause J (1), and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
 - (c) No co-opted member shall be eligible to be Chairman the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

- (3) All the members of the executive Committee shall retire from office together at the end of the next Annual general Meeting after the date on which they came into office, although they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the best interests of the Friends.

H. Determination of Membership of Executive Committee

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

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- (2) is absent without the permission of the executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (3) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive committee will remain in office when the notice of resignation is to take effect).

I. Executive Committee Members Not to be Personally Interested

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

J. Meetings and Proceedings of the Executive Committee

- (1) The Executive committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive committee for the time being or three members of the executive Committee whichever is the greater, are present at a meeting.

- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meeting and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint any or more sub committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee or working group; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K. Receipts and Expenditure

- (1) The funds of the Friends, including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Friends at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Friends shall be applied only in furthering the objectives of the Friends.

L. Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all investments held by or on behalf of the Friends:

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Friends, the Executive Committee may permit any investments held by, or in trust for, the Friends to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

The Executive Committee shall comply with their obligations with regards to:

- (1) the keeping of accounting records
- (2) the preparation of annual statements or account
- (3) the auditing or independent examination of the statements of account

N. Annual Report

The Executive Committee shall prepare an annual report and arrange for its transmission and communication to members of the Friends.

O. Annual Return

The Executive Committee shall comply with their obligation to prepare an annual return.

P. Annual General Meeting

- (1) There shall be an annual general meeting of the Friends which shall be held in the month of September in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Friends. All the members of the Friends shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chairman of the meeting. The chairman shall be the Chairman of subsequent annual general meetings, but if he or she is not present before any other business is transacted, the persons present shall appoint a Chairman of the meeting.
- (4) The Executive Committee shall present at each annual general meeting the report and account of the Friends for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Friends in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot or show of hands.

Q. Special General Meetings

The Executive Committee may call a Special General Meeting of the Friends at any time. 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 21 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Friends.
- (2) There shall be a quorum when at least one tenth of the number of members of the Friends for the time being or ten members of the Friends, whichever is the greater, are present at any general meeting.

S. Notices

Any notice required to be served on any member of the Friends shall be in writing and shall be served by the Secretary or the Executive Committee on any member 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 and any letter so sent shall be deemed to have been received within 10 days of posting.

T. Alterations to the 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.

U. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Friends it shall call a meeting of all members of the Friends, of which not less than 21 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 Executive Committee shall have power to realise 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 institutions having objects similar to the objects of the Friends as the members of the Friends may determine or failing that shall be applied for some other agreed charitable purpose.