

## Constitution

### NAME

1. The name of the association shall be 'The Friends of Hylands House'. It is hereinafter referred to as 'The Friends'.

### OBJECTIVES & POWERS

2. The objectives of the Friends shall be the preservation and improvement of the listed building – Hylands House, Chelmsford, together with its associated park, and the promotion of its use by the public, through the activities of a group of Friends.
3. In furtherance of its objectives but not further or otherwise, the Friends shall have power to:
  - A encourage, promote and assist the formation and development of a group of Friends of Hylands House;
  - B generally further the charitable purposes of the public use of Hylands House and its associated park and assist and encourage the development of the facilities which it affords;
  - C appoint delegates and representatives to any bodies with whom the Friends of Hylands House may be concerned;
  - D engage in, support and co-ordinate research, publishing, education, advertising the carrying out of works of maintenance repair and improvement and other charitable work in the furtherance of the above-mentioned objectives;
  - E to raise funds and/or provide any other assistance for the preservation, maintenance, repair and improvement of Hylands House, Chelmsford;
  - F engage in any other lawful activities to promote the said objectives.
4. The Friends shall not engage in any permanent trading activities in raising funds for its charitable objectives.

### MEMBERSHIP

5. ***There shall be five classes of membership:***
  - (i) Life
  - (ii) Adult
  - (iii) Family
  - (iv) Concession
  - (v) Junior
6. Life membership shall be open to any person.
7. Adult annual membership shall be open to any person over the age of 16 years.
8. Family annual membership shall be open to any family of one or two parents and their children under the age of 16. Where any of the following provisions of this Constitution refers to a member, in relation to family membership, the reference means each such parent.
9. Concession annual membership shall be open to any person over the age of 60; any student under the age of 21; and any person claiming state benefit.
10. Junior annual membership shall be open to any boy or girl under the age of 16.

11. All applications for membership shall be made to the Membership Secretary of the Friends.

## **EXECUTIVE COMMITTEE – MEMBERSHIP**

Hereinafter referred to as 'The Committee'.

### **12. *The committee shall consist of the following officers who shall be over the age of 18 and other members;***

- a) a Chairman;
- b) a Vice-Chairman;
- c) a Secretary;
- d) a Treasurer;
- e) a Membership Secretary;
- f) a Press & Publicity Secretary;
- g) a maximum of 8 ordinary members (as the Annual General Meeting shall determine)
- h) A member under the age of 18 (at the direction of the committee)

Every member of the committee shall be elected annually at the Annual General Meeting. Any member of the committee shall be eligible for re-election, except that a Chairman who has been chairman continuously for 3 years shall not be re-elected as chairman until after an interval of 1 year.

13. Every member of the committee must be a fully paid up member of the association of at least 16 years of age.
14. The committee shall have the power to co-opt up to 4 additional persons as full members of the committee, who shall have the right to speak and vote in the committee.
15. The committee shall have the responsibility for the general management and direction of the funds and affairs of the Friends, subject to the provision of the Constitution.

In particular, they may, inter alia:

- organise events designed to encourage the public use of the house & the park
- assist in the promotion of, and access to, Hylands House for as many people as possible, through public or private visits, without detracting from the unique character of the house or the high quality of the restored building
- raise funds for the renovation & maintenance of Hylands House
- provide membership services to the Friends of Hylands House and encourage the expansion and development of the organisation
- engage in research, publishing and educational work in promoting the history and use of Hylands House
- appoint representatives to any other bodies with whom the Friends may be concerned

and any other appropriate activities in furtherance of the aims and objectives of the Friends.

16. The Director of Leisure Services for the time being of Chelmsford Borough Council (or other officer nominated by the Council) shall be entitled to attend all meetings of the committee, and to speak on all matters (but not vote).

## **EXECUTIVE COMMITTEE – POWERS & DUTIES**

### **17. *The Committee***

- a) may nominate any member of the Friends to serve as their representative on another body;
  - b) may pay the whole or part of reasonable and proper expenses of any member of the committee of the Friends in or about the execution of any function or duty on behalf of the Friends;
  - c) may make and from time to time vary, rules for the Friends provided that any such rules are not inconsistent with this Constitution;
  - d)
    - (i) may fill casual vacancies in its membership by additional cooption
    - (ii) may appoint from among its members to any vacant officer position, which may not extend beyond the next occurring General Meeting;
  - e) shall determine the admission of members and any matter of internal discipline including due consideration after the subscription or expulsion of any member for any good cause.
- 18.** The Committee shall have the power at their discretion to exclude any officer or other member (other than a person appointed under paragraph 16) who fails to attend 3 consecutive meetings of the committee.
- 19.** The Membership Secretary shall maintain a Register of Members showing the class of membership, full name and address and subscription record for each member.

## **SUBSCRIPTIONS**

- 20.** The rates of annual subscriptions for the different classes of membership of the Friends shall be such sums as may be set by vote at the Annual General Meeting.
- 21.** Annual subscriptions shall become due on the first day of March each year. Members whose subscriptions are not paid by the start of the Annual General Meeting shall forfeit their right to vote. Members whose subscriptions are twelve months in arrears shall be automatically excluded from membership.

## **FINANCE**

- 22.** All funds and assets in the possession of the Friends shall be held, paid out and applied as the committee may direct in furtherance of the objectives of the Friends. Pending such direction, all funds shall 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.
- 23.** All cheques drawn on such bankers shall be signed by the Treasurer and any one other of the Chairman, Vice-Chairman and Secretary. All documents requiring endorsement shall be sufficiently endorsed if signed by the Secretary and one other of the Chairman, Vice-Chairman or Treasurer.
- 24.** The Committee shall have the power to invest such funds as are not required to be immediately available for meeting the Friends' liabilities. Such investment may be on deposit with a bank or building society or in gilt-edged securities.
- 25.** Two auditors, who need not be members of the Friends, shall be elected at the Annual General Meeting.

## **MEETINGS**

### **26. Annual General Meeting**

- a) The AGM of the Friends, of which not less than 14 days notice shall be given to all Members and the person appointed under paragraph 16, by the Secretary, shall be held during the months of March or April each year. All fully paid up members shall be entitled to attend and vote at the AGM and any special General Meeting. The person appointed under paragraph 16 shall also be entitled to attend and speak (but not vote) at the AGM and any Special General Meeting.
- b) The business of the AGM shall be:
  - (i) to receive reports from the Chairman and officers;
  - (ii) to receive and approve the annual accounts and to appoint auditors;
  - (iii) to elect the officers and other members of the committee;
  - (iv) to appoint, upon the recommendation of the committee, a President of the Friends;
  - (v) to appoint, upon the recommendation of the committee, a Vice-President or Vice-Presidents, being a person or persons who have rendered meritorious services to the Friends;
  - (vi) to consider any matter or proposal of which due notice has been given in writing to the Chairman or Secretary, not less than ten days before the date of the meeting.

### **27. Other General Meetings**

The committee may, at any time, and shall within twenty-eight days of receiving a request in writing specifying the business to be transacted of any twenty members of at least 16 years of age, convene a Special General Meeting. Not less than fourteen days notice shall be given by the Secretary to each member, specifying the business to be transacted

### **28. Committee Meetings**

A committee meeting shall be held not less frequently than once in each quarter.

### **29. Quorum**

A quorum shall consist:

- (i) at a General Meeting of 25 or 1/10th of the Members of at least 16 years of age, whichever is the greater
- (ii) at a committee meeting of 5 of the members of the committee.

**30.** The President shall preside at General Meetings. In the absence of the President, the senior (by date of appointment) of the Vice-Presidents shall preside. In the absence of the President and the Vice-President(s), the Chairman or in his/her absence, the Vice-Chairman, shall preside. In the absence of the President, the Vice-President(s), the Chairman and the Vice-Chairman, those attending the General Meeting shall elect a Chairman for the meeting from among their number.

**31.** The Chairman shall preside at meetings of the committee. In the absence of the Chairman, the Vice Chairman shall preside. In the absence of both, those attending shall elect a Chairman for the meeting from among their number.

### **32. Notice of Meetings**

Notice to members shall be deemed sufficiently served if sent by ordinary pre-paid post or hand-delivered by an authorised member of the Friends, to the address of the member registered in the records of the Friends. Notice of all meetings shall be given to the person appointed under paragraph 16.

**33.** With the exception of business as defined in section 35, any matter to be decided at a

General Meeting shall be decided by a majority vote of eligible members present and voting.

## **WINDING UP**

- 34.** On the winding up of the Friends of Hylands House, the committee shall pay the surplus funds of the Friends to any fund for the time being established for the maintenance and improvement of Hylands House, Chelmsford, and the encouragement of its public use or such other charitable institution or institutions as the committee shall, with the approval of the Charity Commission for England and Wales, determine. 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, only for this purpose, in accordance with the above provisions of this Constitution.

## **AMENDMENTS**

- 35.** No alteration may be made to this Constitution except by, and with the authority of a resolution passed by a three-quarters majority of those members present and voting of at least 16 years of age, in a General Meeting. Any proposal of an amendment must be made in writing to the Secretary in sufficient time to allow details of the proposal to be circulated to the members with the notice of the meeting, and must be so circulated.
- 36.** No alteration shall be made to this Constitution that would cause the Friends to cease to be a charity in law.

Note for information (not forming part of the constitution)

The Friends of Hylands House Constitution was adopted at the inaugural general meeting in March 1996.

This revised constitution was approved at the Annual General Meeting on 22nd March 2000.

Registered Charity Number: 1059969