



# *The Friends of St Mary's Lenham*

## **CONSTITUTION**

### **1. NAME**

The name of the association is The Friends of St Mary's Church, Lenham. Kent. ME17 2PJ.  
Hereinafter called The Friends of St Mary's Lenham.

### **2. OBJECTS AND POWERS**

- a) The Friends of St Mary's Lenham is established to maintain and beautify the Parish Church of St Mary's Lenham in the Diocese of Canterbury for the benefit of the public.
- b) In furtherance of the said objects but not otherwise the Friends of St Mary's Lenham may:
  - (i) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
  - (ii) Collect and disseminate information on all matters affecting the objects. Cause to be written and printed or otherwise circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documentation or films, websites or recorded tapes (whether audio or visual or both) as shall further the objects.
  - (iii) 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 of St Mary's Lenham shall not undertake permanent trading activities in raising funds for the objects.
  - (iv) Make grants of money and gifts or other property to the clergy, Churchwardens and Parochial Church Council of the Parish of St Mary's Lenham, exclusively for the purpose of the said objects and generally assist those responsible for the care and maintenance of the church.
  - (v) Invest the monies for the Friends of St Mary's Lenham not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
  - (vi) Do all such other lawful things as are necessary for the attainment of the said objects.

### **3. MEMBERSHIP**

- a) Membership of the Friends of St Mary's Lenham shall be open to all who are interested in furthering the work of the Friends and who have paid the annual subscription as laid down 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:
  - (i) To approve or reject applications for membership and
  - (ii) 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 Mary's Lenham or, if the parish is vacant, the priest or curate in charge of the Parish of St Mary's Lenham shall be president of the Friends of St Mary's Lenham and a member of the Executive Committee ex officio.
- b) At the Annual General Meeting, the Friends of St Mary's Lenham shall elect a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other Honorary Officers as the Friends of St Mary's Lenham shall from time to time decide.
- c) The Chairman and Honorary Officers shall be ex-officio members of the Friends of St Mary's Lenham, The Executive Committee and of any other committee.
- d) The Friends of St Mary's Lenham shall appoint one or more qualified auditors and may determine their remuneration (if any).

#### **5. EXECUTIVE COMMITTEE**

- a) The general management of the affairs of the Friends of St Mary's Lenham shall be directed by an Executive Committee which shall meet not less than 4 times per year.
- b) The Executive Committee when complete shall consist of:
  - (i) The Honorary Officers;
  - (ii) Two members of the Parochial Church Council of the Parish of St Mary's Lenham appointed annually by the Parochial Church Council at its first meeting after the Annual General Meeting of the Friends of St Mary's Lenham; and
  - (iii) Not less than 6 members.
- c) The elected members of the Executive Committee shall be elected at the Annual General Meeting in accordance with Clause 6.
- d) Election of the Executive Committee shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election. The members to retire being those who have been longest in office since the last election but not including ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- e) In addition to the members so elected and to those serving by virtue of clause (a) or (d) the Executive Committee may co-opt up to 3 further members being members of the Friends of St Mary's Lenham 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 Executive Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Executive Committee.
- f) Any casual vacancy in the Executive Committee may be filled by the Executive 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.
- g) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- h) The Executive Committee may appoint such special or standing committees as may be deemed necessary by the Executive Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such standing committees shall be reported back to the Executive Committee as soon as possible.

## 6. MEETINGS OF THE ASSOCIATION

- a) The first General Meeting of the Friends of St Mary's Lenham shall be held not later than the 31 January 2012 and once in each year thereafter. The Annual General Meeting of the Friends of St Mary's Lenham 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 days' clear notice shall be given by displaying such notice on the Church notice board and by any 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 Executive Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Executive Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- b) The Chairman of the Executive Committee may at any time at his/her discretion call a Special General Meeting: the Secretary shall call such a meeting within 21 days of receiving a written request so to do, signed by not less than 10 members and giving reasons for the request.

## 7. NOMINATIONS OF HONORARY OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

Only members of the Friends of St Mary's Lenham shall be eligible to serve as Honorary Officers or members of the Executive Committee. Nominations for Honorary Officers or members of the Association must be made by members of the Association in writing and must be in the hands of the Secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by show of hands.

## 8. RULES OF PROCEDURE AT ALL MEETINGS

- a) **Quorum.** There shall be a quorum at the meeting of the Friends of St Mary's Lenham (including Extraordinary General Meetings and Annual General Meetings) when at least 10% of the total actual membership of the Friends of St Mary's Lenham 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 and entitled to vote but in case of an equality of votes the Chairman of the meeting shall have a second casting vote.
- c) **Minutes.** Minute books shall be kept by the Executive Committee and all other committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- d) **Standing Orders and Rules.** The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the Friends of St Mary's Lenham. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Friends of St Mary's Lenham in a General Meeting and shall not be inconsistent with the provisions of this Constitution.

## **9. FINANCE**

- a) All monies raised by or on behalf of the Friends of St Mary's Lenham shall be applied to further the objects of the Friends of St Mary's Lenham and for no other purpose PROVIDED THAT nothing herein contained shall prevent the repayment to members of the Executive 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 of St Mary's Lenham.
- c) The accounts shall be audited at least once a year by the auditor or external examiner appointed at the Annual General Meeting.
- d) An audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting as aforesaid.
- e) A bank account shall be opened in the name of 'The Friends of St Mary's Lenham' with NatWest Bank plc, 130 Ashford Road, Bearsted, Kent or such other bank as the Executive Committee shall from time to time decide. The Executive Committee shall authorise in writing the Treasurer, the Secretary of the Friends of St Mary's Lenham and two members of the Executive Committee to sign cheques on behalf of the Friends of St Mary's Lenham. All cheques must be signed by not less than two of the four authorised signatories.

## **10. ALTERATION TO THE CONSTITUTION**

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full membership of the Friends of St Mary's Lenham for the time being whether individuals or representatives present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by 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 of St Mary's Lenham PROVIDED THAT no alteration shall be made which would have the effect of causing the Friends of St Mary's Lenham to cease to be a Charity in law.

## **11. DISSOLUTION**

If the Executive Committee by a simple majority decided at any time that on the grounds of expense, or otherwise, it is necessary or advisable to dissolve the Friends of St Mary's Lenham it shall call a meeting of all members of the Friends of St Mary's Lenham 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 a decision shall be confirmed by a two-thirds majority of those present and voting at such a meeting the Executive Committee shall have power to dispose of any assets held or on behalf of the Friends of St Mary's Lenham. Any assets remaining after the satisfaction of any proper debts shall be given or transferred to such other charitable institution or institutions as have objects similar to the objects of the Friends of St Mary's Lenham as the Executive Committee determines.

**12. NOTICES**

Any notice may be served by the Secretary on any member either personally or by sending it through the post in a prepaid envelope to such member at his or her last known address in the UK and any letter so sent shall be deemed to having been received within three working days of posting.

THIS CONSTITUTION WAS ADOPTED BY FORMAL RESOLUTION AT THE INAUGURAL MEETING OF THE FRIENDS OF ST MARY'S LENHAM ON THE 8 MARCH 2012 AT LENHAM SOCIAL CLUB, HIGH STREET, LENHAM.

AND THE ORIGINAL GOVERNING INSTRUMENT OF WHICH THEY ARE A TRUE COPY IS INCORPORATED IN THE MINUTE BOOK OF THE FRIENDS OF ST MARY'S LENHAM

Signed.....  
Chairman