

18 NOTICES

Any notice required to be served upon any member of the Charity shall be in writing and shall be served by the secretary or the Council 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.

19 ALTERATIONS TO THE CONSTITUTION

(1) 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.

(2) No amendment may be made to clause 1, clause 3, clause 9, clause 20 or this clause without prior consent in writing of the Commissioners

(3) No amendment may be made which would have the effect of making the Charity cease to be a charity in law.

(4) The council shall promptly send to the Commissioners a copy of any amendment made under this clause.

20 DISSOLUTION

If the Council decides that it is necessary to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Council shall have power to realise any assets held by or on behalf of the Charity. 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 objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

End



CONSTITUTION of THE FRIENDS OF COVENTRY CATHEDRAL

Adopted on the 28th day of September 1996

1 NAME

The name of the Association is The Friends of Coventry Cathedral ("The Charity").

2 ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by members of the Council, constituted by Clause 7 of this Constitution ("The Council").

3 OBJECTS

The Charity's objects ("the objects") are to promote the restoration, maintenance, repair and improvement of the fabric, ornaments and furniture of the Cathedral Church of St. Michael, Coventry ("Coventry Cathedral") and to maintain public worship therein and to support the ministry of Coventry Cathedral.

4 POWERS

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall conform to any relevant requirements of the law;
- (ii) power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the ob-

jects or of similar charitable purposes and to exchange information and advice with them;

(iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(iv) power to appoint and constitute such advisory committees as the Council may think fit;

(v) power to do all such other lawful things as are necessary for the achievement of the objects.

5 MEMBERSHIP

(1) Membership of the Charity shall be open to:

(i) individuals who are interested in furthering the work of the Charity and who have paid either the annual subscription laid down from time to time by the Council or the single subscription laid down by the Council to entitle an individual, to life membership and,

(ii) any body or unincorporated association which is interested in furthering the work of the Charity and which has paid the subscription laid down for such membership by the Council (any such body being called in this constitution a 'member organisation').

(iii) The Provost of Coventry (who may delegate this position to a Residentiary canon of the Cathedral).

(iv) Vice-Presidents elected for life by simple majority at a general meeting, being persons who have given long or outstanding service to the Charity or to Coventry Cathedral provided that the number of Vice-Presidents may never exceed five at any one time

(v) the following persons ex-officio in the capacities indicated:

Patrons

The Lords Lieutenant of the Counties of Warwickshire and the West Midlands

President

The Lord Bishop of Coventry

Vice-President

The Bishop of Warwick

(2) Every member has one vote

15 ANNUAL GENERAL MEETING

(1) There shall be an annual general meeting of the Charity 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 Council. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.

(3) The chairperson shall chair the annual general meeting, but if he or she is not present, before any business is transacted, the persons present shall appoint someone present to chair the meeting.

(4) The Council shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

(5) Nominations for election to the Council must be made by members of the Charity in writing and must be in the hands of the secretary of the Council at least 14 days before the annual general meeting. In exceptional circumstances, and with the majority agreement of members present, nominations for election may be taken without notice during the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

16 SPECIAL GENERAL MEETING

The Council may call a special general meeting of the Charity at any time. If at least twenty 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.

17 PROCEDURE AT GENERAL MEETINGS

(1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Charity.

(2) There shall be a quorum when at least a tenth of the number of the United Kingdom resident members of the Charity for the time being or ten members of the Charity, whichever is great, are present at any general meeting.

(8) The Council shall prepare an annual report of the membership and activities of the Charity to include details of all matters involving expenditure and that report shall be presented with the audited accounts to the members of the Charity at the annual general meeting.

11 RECEIPTS AND EXPENDITURE

(1) The funds of the Charity, including all donations, contributions and bequests. Shall be paid into an account operated by the Council in the name of the Charity at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council.

(2) The funds belonging to the Charity shall be applied only in furthering the objects.

12 ACCOUNTS

The Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification thereof) with regards to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of the account for the Charity
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

13 ANNUAL REPORT

The Council shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

14 ANNUAL RETURN

The Council shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

(3) Every member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

(4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or the alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

(5) The Council may unanimously and for good reasons terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.

(6) The Council may in its own discretion by simple majority create additional categories of membership in the interests and furtherance of the objects.

6 HONORARY OFFICERS

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairperson, a Deputy Chairperson, A Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

7 THE COUNCIL

(1) The Council shall consist of not less than 9 members nor more than 13 members being:

- (a) the chairperson;
- (b) the honorary officers specified in the preceding clause;
- (c) not less than 5 and not more than 9 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting

(2) The Council may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Council

would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council called under Clause 10 (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.

(3) All members of the council (save the Chairperson) shall hold office for three years but they may be re-elected or re-appointed for a further period of three years after which they must cease to be a Council member for at least one year. The members of the Council shall retire in rotation so that three vacancies shall be filled by election at each annual general meeting.

(4) The proceedings of the Council 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 Council whether on a first or any subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Charity.

8 DETERMINATION OF MEMBERSHIP OF THE COUNCIL

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

- (a) is disqualified from acting as a member of the Council by virtue of section 45 Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of a mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) is absent without permission of the Council from all their meetings held within a period of nine months and the Council resolve that his or her office be vacated;
- (d) notifies the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

9 COUNCIL MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Council shall acquire any interest in property be-

longing to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

10 MEETINGS AND PROCEEDINGS OF THE COUNCIL

(1) The Council shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any two members of the Council upon not less than four days' notice being given to the other members of the Council of the matters to be discussed but if the matters include the appointment of a co-opted member then not less than 21 days' notice must be given.

(2) The Chairperson shall chair meetings of the Council. If the Chairperson is absent from any meeting, the members of the Council present shall choose one of their number to chair the meeting before any other business is transacted.

(3) There shall be a quorum when there are half the number of elected members of the Council present at the meeting.

(4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in case of equality of votes the chairperson of the meeting shall have a second or casting vote.

(5) The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committees.

(6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.

(7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.