

Constitution

This constitution was adopted on the 27th day of January 1999

1. Name

The name of the Association shall be **The Friends of Gallows Bank Trust** (The Association)

2. Objects

The objects of the Association shall be to assist the Gallows Bank Millennium Green Trust to provide and maintain an open space, to be known as Gallows Bank Millennium Green, for the benefit of the inhabitants and to be used for ever as an area for informal recreation and place for community events, where the said inhabitants can enjoy Nature and wildlife at first hand.

3. Powers

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

- a). Power to raise funds and receive contributions.
- b). Power to organise activities, events, lectures, discussion and to produce leaflets and other publicity material.
- c). Power to consult the public by arranging meetings and surveys.
- d). Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advice with them.
- e). Power to do all such lawful things as are necessary for the achievement of the objects.

4. Membership

- a). Full membership of the Association shall be open to all persons aged 18 or over interested in furthering the objects.
- b). Junior membership of the Association shall be open to all persons under the age of 18 years interested in furthering the objects. Junior members will not be entitled to vote at meetings or to become members of the Executive Committee.
- c). The Executive Committee may for good and sufficient 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.

5. Subscription

All members shall pay such subscription as the Annual General Meeting shall from time to time determine.

6. Executive Committee

- a). The Association shall be managed by an Executive Committee to be elected annually at the Annual General Meeting.
- b). The Executive Committee shall consist of a Chairperson, a Secretary, Treasurer (“the Officers”) and not more than 8 other members.
- c). If vacancies occur among the Officers, the Committee shall have the power to fill them from among its members.
- d). The Committee may co-opt up to three full members of the Association to serve on the Committee until the next Annual General Meeting.
- e). All members of the Executive Committee shall retire from office at the Annual General Meeting following the date on which they came into office but they may be re-elected or re-appointed.

7. Executive Committee Meetings

- a). The Executive Committee shall hold at least three ordinary meetings each year.
- b). There shall be a quorum when at least one third of the members of the Committee or three members of the Committee, whichever is the greater, are present at a meeting.
- c). Every matter shall be determined by a majority of the members of the Executive Committee present and voting. In case of equality of votes the Chairperson shall have a second or casting vote.
- d). Minutes shall be kept as a record of the proceedings of the meetings of the Committee and any of its sub-committees.
- e). The Executive Committee may appoint one or more sub-committees providing that all acts and proceedings of the sub-committees shall be fully and promptly reported to the Executive Committee. Any sub-committee shall have at least 3 members of the Executive Committee and may in addition co-opt up to 2 further people who are full members of the Association.

8. Annual General Meeting

- a). There shall be an annual general meeting which shall be held as soon as practicable after the end of the Association's financial year. Members shall be given at least 14 day notice.
- b). The Executive Committee shall present the report and accounts of the Association for the preceding year.
- c). Nominations for election to the Executive Committee must be made by members of the Association in writing before the commencement of the meeting.
- d). The quorum at a general meeting shall be 10 members, or one quarter of the members, whichever is the greater.

9. General and Special General Meeting

The Executive Committee may at any time call a general or special general meeting of the Association stating the business to be discussed. A special meeting may also be called by the Secretary if a written request is received from at least 10 members. At least 14 days notice shall be given for special general meetings.

10. Finance

- a).** All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- b).** The funds of the Association including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide.
- c).** All cheques drawn on the account must be signed by two Officers and must be approved by the Executive Committee.
- d).** The Executive Committee shall comply with the obligations for trustees Under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - i) The keeping of accounting records.
 - ii) The preparation of annual statements of account.
 - iii) The auditing or independent examination of the statements of account.

11. Amendments

Any amendment to the constitution shall require the approval of a two-thirds majority of those present and voting at the General Meeting at which it is discussed. Any resolution for the amendment of the constitution must be received by the Secretary at least 21 days before the meeting at which the resolution is to be brought forward.

12. Dissolution

- a),** The Association may be dissolved at a Special General Meeting called for that purpose and must be advertised 14 days before the meeting.
- b).** Such proposals to dissolve the Association shall take effect only if agreed by a two-thirds majority of members present and voting at the meeting.
- c).** Surplus funds of the Association, if it is dissolved, shall be given or transferred to such other charitable institution or voluntary organisation having similar objects as the members of the Association may determine or, failing that, shall be applied for some other charitable purpose.