



THE FRIENDS OF TRURO CATHEDRAL

Constitution

Revised May 2011

The Constitution

1. **NAME.** The name of the Charity shall be *The Friends of Truro Cathedral*.
2. **DEFINITIONS.** In these rules:
 - a. the expression *The Friends* means the Association constituted by these rules;
 - b. the expression *the Council* means the Council for the time being of The Friends as hereinafter constituted;
 - c. the expression *the Secretary* means the Secretary for the time being of The Friends;
 - d. the expression *the Treasurer* means the Treasurer for the time being of The Friends;
 - e. the expression *the Constitution* includes any amendment or alteration thereof for the time being in force;
 - f. the expression *the Chapter* means the Chapter of The Cathedral Church of The Blessed Virgin Mary in Truro;

3. **AIMS.**

The aims of the Friends shall be to assist and support the Chapter in furthering the religious and charitable work of this Cathedral by:

- a. assisting and supporting the Chapter in arousing and maintaining public interest in the Cathedral;
- b. assisting and supporting the Chapter in maintaining, improving and adding to the fabric, fittings, furniture, ornaments, monuments, services and music of the Cathedral, and in maintaining, adding to, and improving the precinct thereof (excluding houses of residence), and in the publication of literature having reference to the Cathedral;
- c. such other means which, with the agreement of the Chapter, the Council from time to time thinks fit.

4. **PATRONS.**

The Lord Bishop of the Diocese or any other appropriate person may be invited to be a Patron of The Friends.

5. **PRESIDENT.**

There shall be a President of The Friends who shall be nominated by the Council and elected at the Annual General Meeting.

6. **MEMBERSHIP.**

Membership shall be open to all in sympathy with the aims of The Friends and shall consist of:

- a. Honorary Life Members: as may be elected by The Friends at an Annual General Meeting.
- b. Life Members: those making a single agreed minimum donation;
- c. Annual Members: those paying an agreed minimum donation annually;
- d. Corporate Members: any body of persons making application for membership, and, if granted by the Council, being entitled to nominate one representative who will receive all the rights and benefits of an individual member;
- e. The minimum donation for each class of member shall be fixed from time to time at an Annual General Meeting.

7. **ANNUAL AND GENERAL MEETINGS.**

- a. An Annual General Meeting shall be held as close as practicable to 20 May and in any case not later than 31 July each year.
- b. An Extraordinary General Meeting shall be called if requested, in writing by a majority of Council Members, or by no fewer than fifteen members of The Friends. Notice of such a meeting must be issued within ten days of the receipt of the request, and the meeting must be held within twenty eight days of the date of the notice.
- c. The Secretary shall give at least twenty one clear days notice in writing of General Meetings with the purpose thereof to all members.
- d. The Chairperson of any General Meeting shall be the President of the Friends, or in their absence the Chair of the Council, or in their absence the Deputy Chair of the Council, or in their absence, the members present shall elect a Chairperson from amongst themselves.
- e. At a General Meeting each member shall have one vote, voting shall be by the show of hands only, unless a ballot is demanded by no fewer than fifteen members present. Elections shall always be by ballot.
- f. The Chairperson's direction as to how a ballot is to be taken, the declaration as to the result of any voting, and the decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equal vote the Chair shall have the casting vote.
- g. No vote may be cast by proxy.

h. No business shall be transacted at any General Meeting of The Friends unless a quorum of members is present at the time when the meeting proceeds to business. Twenty five members present shall constitute a quorum. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case it shall stand adjourned to a convenient date, fixed by a majority, but within twenty eight days. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

8. COUNCIL.

Membership.

- a. All Members of Council shall be elected.
- b. The Council shall consist of 12 Members, a Secretary, a Treasurer, a Membership Secretary, Members of Chapter and non-Chapter Members. At no time shall there be more than 3 Members of Chapter on Council. Members shall be elected at an Annual General Meeting to serve for three years. At expiry they may stand for a further period of three years, after which each must stand down for a period of at least one year before being eligible to stand again, (but see below).
- c. The Chairperson will be elected at an Annual General Meeting for a period of three years.
- d. The Deputy shall be elected by Council at their first meeting subject to the principle that the Chairperson and the Deputy shall not both be members of Chapter.
- e. If, during a second consecutive period as a member of Council, a person is elected Chairperson or Deputy, they may, if necessary, exceed the maximum period stated above by up to two years.
- f. A member shall cease to be a member of the Council on the occurrence of any of the following events:
- i. Giving notice in writing of resignation;
 - ii. Ceasing to be a Friends of Truro Cathedral;
 - iii. In the event of serious misconduct being proven;
 - iv. Death, or becoming incapable by reason of mental disorder, illness or injury, of managing and administering their own affairs.

Powers of Council.

The Council shall be empowered to manage the organisation, business, policies and finances of The Friends, and form such sub committees for those purposes as it thinks appropriate. The powers of the Council are:

- a. to co-opt if deemed necessary up to three members who shall serve for such period and on such terms as shall be determined by the Council,
- b. to appoint and employ as necessary staff on such terms and conditions including their remuneration, as they think fit. No member of the Council shall be entitled to any remuneration solely by virtue of being a member of the Council,
- c. to prepare a report of the work of the Council for the year ending 31 December for submission to the Annual General Meeting,
- d. to prepare the financial accounts of The Friends for the year ending 31 December. These shall be examined by an Independent Examiner, and presented for adoption at the Annual General Meeting.
- e. to ensure that The Friends comply with all relevant provisions of current Charity Legislation.

Procedures of the Council.

Elections.

- a. Nominations to fill vacancies amongst elected members of the Council shall be in writing signed by any two Friends and shall be forwarded together with the Nominee's written consent to serve, so as to reach the Secretary not later than fourteen days before the date of the Annual General Meeting.
- b. In the event of the number of persons nominated exceeding the vacancies for any elected office, a ballot of those attending the Annual General Meeting shall take place.

Meetings.

The Council shall hold no fewer than two meetings in each year, and if not more than two meetings are held, then they shall be at half-yearly intervals as far as is possible.

Power to call Meetings.

- a. Meetings shall be convened by the Chairperson, or in his or her absence the Deputy.
- b. If a requisition has been signed by no fewer than four members of Council and has been presented to the Chairperson or, in his or her absence, the Deputy, and if either refuses, or neglects to convene a meeting within 10 days, and a meeting held within 28 days, then those members may do so.

c. Meetings shall be held at such place as the Council may direct or, in the absence of such directive, as the convenors of the meetings shall choose.

Notice of Meetings.

Not less than seven days before a meeting, a notice thereof, signed by or on behalf of the Secretary, shall be sent to each member of Council. The notice should specify the date, time and place of the meeting and be accompanied by an Agenda. In the case of emergency the period of notice can be reduced to not less than three days. (See also Quorum and Agenda below.)

Agenda.

Members of Council must submit any notice of motion for inclusion on the Agenda to be received by the Secretary not less than fourteen days before the meeting. No other business shall be transacted than that on the Agenda, except as a matter of urgency, and then only with the agreement of three quarters of the members present (see also Notice above and Quorum below).

Quorum.

A quorum shall consist of not less than six members of Council, provided that at least half the number of those present are not office holders.

Order of Business.

The business of a Meeting of the Council shall be transacted in the order set forth in the Agenda unless the Council by resolution otherwise determines.

Majority to Decide.

Subject to the foregoing Rules, any motion proposed by a Member of the Council present at a Meeting shall be submitted to the Meeting, and shall be decided by a majority of votes of the Members present and voting thereon.

Voting.

Only Members of Council are permitted to speak and vote at Council Meetings. Others who are not Council Members may attend; and may speak if invited by a majority of Members present, but may not vote.

Casting Vote.

In the case of an equal division of votes, the Chairperson of the Meeting shall have a second or casting vote.

Election of Chairperson.

In the absence of the Chairperson and Deputy the Members present shall elect a Chair for that particular Meeting from among their number in his or her place.

9. THE SECRETARY.

There shall be a Secretary of The Friends. The Secretary shall be elected at the Annual General Meeting of the Friends, and shall serve for a period of three years, which may be renewed at expiry for a further period of three years by the Annual General Meeting, after which he or she must stand down for a period of at least one year before being eligible to stand again.

The Secretary shall take minutes of all General Meetings of The Friends, and of The Council, and ensure that minutes are taken at the meetings of all other committees and sub-committees.

10. THE TREASURER.

There shall be a Treasurer of The Friends. The Treasurer shall be elected at the Annual General Meeting of The Friends, and shall serve for a period of three years, which may be renewed at expiry for a further period of three years by the Annual General Meeting, after which he or she must stand down for a period of at least one year before being eligible to stand again.

The Treasurer shall ensure that proper accounts are kept of all transactions made by The Friends, and that such accounts are examined and certified by a qualified Independent Examiner prior to being presented to Council and then presented to the Annual General Meeting for adoption.

11. PROPERTY.

All monies and property of The Friends shall be applied only to furthering the aims of The Friends.

The monies and property of The Friends not immediately required for the aims of The Friends may be held or invested as the Council may from time to time determine, and the Council may appoint two or more members of the Council as Trustees to hold any such monies or property upon trust for The Friends. Trustees shall not be liable personally for any bona fide action that they take as Trustees.

Appropriate Bank accounts should be maintained, and cheques on behalf of The Friends shall be signed by two persons, one of whom must be an officer of the Council, and one other person who shall be a member of the Council.

12. DISSOLUTION.

The Friends may be dissolved by resolution passed by two thirds majority of those present and voting at a General Meeting. Such resolution may give instruction for the disposal of the assets held by, for, or in the name of The Friends, provided that if any property

remains after satisfaction of all debts and liabilities, such property shall not be paid to or distributed amongst the members of The Friends, but shall be given as the Charity Commissioners may direct.

13. AMENDMENT OF THE CONSTITUTION.

No amendment shall be made to this Constitution except by and with the authority of a Resolution of The Friends passed at a duly convened General Meeting (of which meeting and proposed amendment, at least twenty one day's notice shall have been given to all members) by not less than two thirds majority of those present and voting at such Meetings. The approval of the Charity Commissioners shall be obtained to any amendment to Clause 3, 12 and 13 thereof but not otherwise, except that no amendment may be made which would have the effect of causing The Friends to cease to be a charity in law.

14. NOTICES.

If a member has given to the Secretary or Membership Secretary a postal address within the British Isles, or an email address, for the giving of notices (other than for an Emergency Meeting) each shall be entitled to receive notices of all meetings of The Friends. The notice may be given by The Friends to any member either by delivering it by hand to him, or to his address, or by sending it by post to his address, or by use of the email system. Where a notice is sent by post, it will be deemed to have been effective 48 hours after it had been properly addressed, stamped and posted.

15. INFORMALITIES.

No action or decision of the Council, or of any meeting of The Friends, shall be invalidated by reason only of informality or neglect in any service of notices, or in any matter or matters of procedure, unless in the opinion of the Council or the Meeting such informality or neglect has resulted in a situation which is unjust.

This revised Constitution was adopted at the Annual General Meeting of the Friends of Truro Cathedral on 21 May 2011.