

THE FRIENDS OF WINCHELSEA CHURCH

Registered Charity No 249108

CONSTITUTION

The inaugural meeting was held on 1 July 1966. The Constitution was agreed by the Charity Commissioners on 28 August 1966. It was amended at the AGMs on 8 July 1973, 7 July 1991, 12 July 1992, 6 July 1997, 25 July 1999 and 11 July 2006 and 16 May 2015.

1. NAME. 'The Friends of Winchelsea Church,' hereafter called 'the Friends.'
2. OBJECTS. The objects of the Friends are:
 - a. To arouse and foster interest in the Parish Church at Winchelsea among all persons of goodwill.
 - b. To co-operate with the Parochial Church Council in the preservation and improvement of the fabric furniture, stained glass and monuments of the Church of St Thomas and the Churchyard thereof, and in furthering any other scheme to help in maintaining their safety, beauty and utility.
3. STATUS. The Friends is a registered charity established as a trust to raise, manage and disburse funds in support of its charitable objects. It intends to amend its status, subject to Charity Commission approval, to that of a Company Limited by Guarantee, to better enable it to discharge its financial and fund raising responsibilities and to properly set out the rights and responsibilities of the members, Council Members and those interested in the Friends.
4. MEMBERSHIP. Is open to all individuals, who are able to support these objects, subject to a payment of £10 per annum. Membership confers upon an individual the right to attend and vote at Annual and Special General Meetings (A/SGM), to receive annual accounts, to approve changes to the Constitution and to appoint and remove, by majority vote, the Chairman, members and officers of the Council.
5. THE COUNCIL. Shall be comprised as follows:
 - a. President: Being the Rector of Winchelsea, in post at the time, as of right, in a non-executive capacity, but having a key advisory role on canon law.

- b. Vice President: Being the Mayor of Winchelsea, in post at the time, as of right, in a non-executive capacity.
 - c. Council Members: Being a maximum of 6 members of the Friends and elected by majority vote at the AGM, they themselves electing a Chairman from amongst them, by majority vote with the chairman in post at the time holding a casting vote. They will vote on and appoint a Treasurer from amongst the council members elected by the members.
 - d. A Secretary, being elected by majority vote at the AGM, who will act in a non – executive capacity, but with powers delegated by the Council.
 - e. Church Wardens and Treasurer of Winchelsea Parish Church are entitled to attend in a non-executive capacity and speak at all meetings of the Council.
6. THE EXECUTIVE. The six elected members of the Council are responsible for the Friends and will act as the executive of the organisation and their duties and responsibilities as the executive are set out below, subject to the principles of charity law.
7. DUTIES AND RESPONSIBILITIES. The Council Members as trustees have, and must accept ultimate responsibility for directing the affairs of the charity, ensuring that it is solvent and well run and delivering the charitable outcomes for the benefit of the objects for which it was established. They must ensure compliance with Charity Law, with the Charity Commission as regulator and, in particular, must ensure that the Charity prepares reports on its work and submits annual returns and accounts as required by Law. This includes a duty of Prudence to remain fully informed and aware of the financial position of the charity. Ensuring charitable funds and assets are used wisely and only to further the purposes of the charity, take special care when investing funds of the charity. It also includes a duty of Care in exercising reasonable care and skill as trustees, using personal knowledge and experience to ensure that the charity is well run and efficient.
8. ANNUAL GENERAL MEETING. The AGM shall be held, if possible, in May annually, its procedure being governed as follows:
- a. The Council shall submit, with a copy being sent to all members, a report of the work of the Council and a Financial Statement of the Funds of the Friends for the previous year.
 - b. At least 14 days' notice shall be given to all Members of the date, time and place of the AGM and of any special resolutions.
 - c. The Chairman shall call a SGM when necessary, or when requested to do so by 50% of the current membership.
 - d. Individual members shall have one vote each.
 - e. At any meeting, ten members shall constitute a quorum.

- f. Decisions will be determined by a simple majority of those members present and voting by proxy.
 - g. Additional regulations may be made at any A/SGM for the conduct of the meeting.
9. COUNCIL MEETINGS. All matters concerning the organisation, business and finance of the Society shall be in the hands of the Council, its meetings being governed as follows:
- a. At any meeting of the Council, four Council Members shall constitute a quorum.
 - b. Decisions of the Council shall be taken by a majority of those present and voting, with the Council Chairman holding a casting vote.
 - c. The Council shall present an Annual Report and Financial Statement of Accounts which have been independently examined, to the AGM.
 - d. The Council may make regulations for the conduct of its business, and the management of its bank account.
10. FINANCE. The following rules apply:
- a. The Funds of the Friends shall be used solely for its aforesaid objects and for publicity and expenses incurred in connection therewith. Members shall not receive payment or any other reward directly or indirectly for their services, beyond expenses properly incurred. In no circumstances shall the funds be returned or distributed among the Members.
 - b. The Council may keep in cash on current account at a Bank such sums of money as are reasonably required for the current purposes of the Friends from time to time.
 - c. Funds available for investment may, at the discretion of the Council, be invested in the purchase of stocks, funds, shares, securities, collective investments, real estate or other investments of whatsoever nature and wheresoever situated and whether involving liability or not as the Council may in their absolute discretion think fit to the intent that the Council shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially.
 - d. The Council is empowered on such terms and with such payment as they may think fit to delegate all or any of their powers of investment, management, administration (including the operation of banking accounts connected with the Friends' funds) to any person or persons subject to such conditions as the Council shall think fit to impose, together with power to revoke or modify any such delegation or conditions from time to time.

11. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended or amplified by a resolution of an A/SGM which is passed by a majority of the Members present and voting, or voting by proxy at such Meeting, where the notice given to Members of such Meeting sets out the amendment or amplification intended to be proposed PROVIDED that no amendment to Section 2 of this Constitution shall be made without prior approval of the Charity Commissioners.

12. DISSOLUTION

The Friends may be dissolved by a SGM called to consider a motion to that effect. In the event of dissolution the remaining funds of the Friends shall be passed to the Parochial Church Council of the Church for its use solely and entirely in relation to the objects at Section 2.