

Constitution for Friends of the Flitch Way and Associated Woodlands

Original Constitution adopted on the 24th day of January 2006

Revised Constitution adopted on the 10th day of July 2006

Revised Constitution adopted on the 12th August 2014

Revised Constitution adopted on 3rd May 2019

1. Name

The association shall be called Friends of the Flitch Way and Associated Woodlands (and in this document is called “the Friends”).

2. Administration

Subject to the matters set out below, the Friends shall be administered and managed in accordance with the constitution by the members of the Executive committee, constituted by clause 8 of this constitution.

3. Objects

The aims and objectives of the Friends shall be:

- 3.1 in conjunction with Essex County Council (ECC) Country Parks Service, to work for the benefit of the public in the conservation, protection and improvement of the physical and natural environment with particular regard to the Flitch Way (formerly the Braintree to Bishops Stortford railway line), Garnetts Wood near Barnston, Levelly Wood near Shalford, Tarecroft Wood near Rivenhall, Border Wood near Little Waltham, the Blackwater Rail Trail (formerly the Witham to Maldon railway line), the Colne Valley Linear Park, White Colne, all within the County of Essex, and any other sites which may come under the management of the Flitch Way Ranger Service.
- 3.2 To advance the education of the public in the conservation, protection and improvement of the physical and natural environment.
- 3.3 to act as a channel whereby members of the public can give user feedback to ECC Country Parks Service.
- 3.4 to carry out specific projects designed to enhance the facilities of the Flitch Way and Associated Woodlands subject to the approval of the site manager and the head of ECC Country Parks service.
- 3.5 to provide opportunities for members and supporters to meet and socialise.

4 Powers

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

- 4.1 to raise funds and to invite and receive contributions towards the work of the Friends. In doing so, the Executive Committee must not undertake any substantial or permanent trading activity and must comply with any statutory regulations,
- 4.2 to buy, take on lease or in exchange any property or equipment necessary for the achievements of the Objects and to maintain and equip it for use,
- 4.3 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them,
- 4.4 to set up one or more sub-committees containing not less than two members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty. Sub-committees may include non-members

of the Friends and all acts and proceedings shall be fully and promptly reported to the Executive Committee.

- 4.5 to do all such other lawful things as are necessary for the achievement of the Objects.

5 Membership

- 5.1 Membership is open to any person over the age of eighteen interested in supporting and furthering the Objects.

5.2

- a) The Trustees may refuse an application for membership but only if, acting reasonably and properly, they consider it to be in the best interests of the Friends to refuse the application.
- b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
- c) The Trustees must consider any representations in writing which the applicant may make about the decision. The Trustees' decision following any such representations must be notified to the applicant in writing but shall be final.

- 5.3 Every member shall have one vote.

- 5.4 In order to avoid any potential conflict of interests, current employees of Essex County Council or persons within 12 months of being employed by Essex County Council are not allowed to be members.

- 5.5 The Executive Committee will keep a register of names and addresses of all members.

6 Termination of membership

The Executive Committee may, by unanimous vote and for good reason, terminate the membership of any individual. The individual concerned shall have the right to be heard by the Executive Committee accompanied by a friend (who need not be a member of the Friends) before a final decision is made.

7 Honorary Officers

At the annual general meeting of the Friends, the members shall elect from amongst themselves a Chair, a Secretary and a Treasurer who shall hold office for a period of twelve months from the conclusion of that meeting. Any officer shall be eligible for re-election at the annual general meeting except that a Chair who has served in that position for five consecutive years may not be re-elected as Chair until after an interval of one year.

8 Executive Committee

- 8.1 The Executive Committee shall consist of:

- a) the officers specified in clause 7, together with
- b) not less than two and not more than seven members elected at the annual general meeting and who shall hold office from the conclusion of that meeting

- 8.2 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number nor by any failure to appoint or any defect in the appointment or qualification of a member.

- 8.3 All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

9 Determination of membership of Executive Committee

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

- a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- b) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs
- c) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated
- d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.

10 Executive Committee members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Friends (otherwise than as a trustee of the Friends) or receive remuneration for or be interested in any contract entered into by the Executive Committee (otherwise than as a member of the Executive Committee) except repayment of out of pocket expenses.

11. Meetings and proceedings of the Executive Committee

- 11.1 The Executive Committee shall meet as required but not less than three times per annum.
- 11.2 A member of ECC Country Parks Service should attend all meetings of the Executive Committee.
- 11.3 The Chair may at his or her discretion call a special meeting and shall do so on receiving a written request signed by three members of the Executive Committee. Every member of the Executive Committee shall receive not less than seven day's notice of the matters to be discussed but if the matters include the appointment of a co-opted member, then not less than twenty one days notice must be given.
- 11.4 The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- 11.5 The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- 11.6 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or four members of the Executive Committee, whichever is the greater, are present at a meeting.
- 11.7 Every matter shall be determined by a majority of the members of the Executive Committee present and voting on the question. In the case of equality of votes, the Chair of the meeting shall have a second or casting vote.

12. Special General Meeting

A Special General Meeting shall be called at any time if requested by either the Executive Committee or by twenty or more members of the Friends who have duly signed, and transmitted to the Secretary, a request to that effect. The Secretary shall

advise all members of such a meeting setting out the subjects proposed for consideration and giving not less than twenty one days clear notice. The meeting will have no powers to act on any topic other than those originally stated.

13. Annual General Meeting

- 13.1 There shall be an Annual General Meeting which shall be held not later than three months after the close of the financial year, at a time and place to be decided by the Executive Committee.
- 13.2 Every Annual general meeting shall be called by the Executive Committee. At least twenty one days' clear notice shall be given in writing by the Secretary to all members of the Friends. All members of the Friends shall be entitled to attend and vote at the meeting.
- 13.3 The Chair shall be the chair of the Annual general meeting but if he or she is not present, the other persons present shall appoint a chair before any other business is transacted.
- 13.4 The Executive Committee shall present to each Annual general meeting the report and accounts of the Friends for the preceding year.
- 13.5 The business shall include election of all Officers and other members of the Executive Committee.
- 13.6 Nominations for election to the Executive Committee must be made in writing by members of the Friends and must be in the hands of the Secretary of the Executive Committee at least fourteen days before the Annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- 13.7 An auditor, who need not be a member of the Friends, shall be elected at the Annual general meeting.
- 13.8 A member of ECC Country Parks Service shall attend all Annual General Meetings.

14. Finance

- 14.1 The financial year of the Friends shall run from 1st April to 31st March the following year.
- 14.2 The funds of the Friends, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the friends at such bank or building society as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee who are not connected and who are authorised signatories to the account. (Examples of a person connected to a Trustee would include a child, parent, grandchild, grandparent, brother, sister or spouse or any person living with the Trustee as his or her partner) Authorised signatories will be the Chair, Secretary and Treasurer for the time being. All funds given and belonging to the Friends shall be applied only in furthering the Objects.

15. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) the keeping of accounting records for the Friends
- b) the preparation of annual statements of account for the Friends
- c) the auditing or independent examination of the statement of account of the Friends

- d) the transmission of the statements of account of the Friends to the Charity Commission.

16. Annual Report and Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and its transmission to the Charity Commission.

17. Alterations to the Constitution

- 17.1 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 the terms of the proposed alteration.
- 17.2 No amendment may be made to clause 1, clause 3, clause 10, clause 19 or this clause without the prior consent in writing of the Charity Commissioners.
- 17.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 17.4 The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

18. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Friends, it shall call a meeting of all the members of the Friends, of which not less than twenty one days notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a two thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Friends. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to any such other charitable institution or non-profit making organisation having Objects similar to those of the Friends or, failing that, shall be applied by the Friends Trustees for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Friends must be sent to the Charities Commission.

19. Liability of Trustees and Executive Committee members.

The liability of each Trustee for any debts or charges arising from, or incurred by, the Friends activities is limited to one pound (£1).

20. Rules

- 20.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business
- 20.2 The bye-laws may regulate the following matters but are not restricted to them:
 - a) the admission of members of the Friends (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the Friends in relation to one another;
 - c) the procedure at general meetings and the meetings of the Trustees in so far as such procedure is not regulated by this constitution;
 - d) the keeping and authentication of records;

- e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 20.3 The Friends in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- 20.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Friends.
- 20.5 The rules or bye-laws shall be binding on all members of the Friends. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.