

CONSTITUTION

THE FRIENDS OF ST GEORGE'S RAF CHAPEL OF REMEMBRANCE, BIGGIN HILL

Adopted on the 29th day of April 2018

1. Name

The name of the Association shall be The Friends of St George's RAF Chapel (previously known as The Friends of St. George's Royal Air Force Chapel of Remembrance, Biggin Hill; from 1991-2018 hereinafter in this document, referred to as 'The Friends').

2. Administration

Subject to the matters set out below The Friends and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause 7 of this constitution ('the Committee of Management').

3. Objects

The Friends' objects ('the objects') are: -

- (a) To provide a means by which members and friends can demonstrate support for the continued existence of St George's RAF Chapel of Remembrance as a living, active church;
- (b) The upkeep, improvement of non-public property, maintenance of the Remembrance Garden and adornment of the fabric of St. George's RAF Chapel of Remembrance, Biggin Hill;
- (c) The furtherance of the religious, commemorative, and charitable work of St. George's RAF Chapel of Remembrance Biggin Hill;
- (d) The provision of information about the events, life, and circumstances of St. George's RAF Chapel of Remembrance, Biggin Hill.

4. Powers

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

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- (a) Power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) Power to co-operate with RAF charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advice with them;

- (c) Power to support any charitable trusts, associations or institutions that are established for the support of the RAF and other military forces.
- (d) Power to appoint and constitute such advisory committees as the Committee may think fit;
- (e) Power to do all such lawful things as are necessary for the achievement of the objects.

5. Membership

Membership of The Friends shall be open to: -

Individuals (over the age of 18 years) who are interested in furthering the work of The Friends and who have paid any annual subscription as determined under clause 10 (c) **AND** any body corporate or unincorporated association which is interested in furthering The Friends' work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').

- (a) Every member shall have one vote.
- (b) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of The Friends'; and may appoint an alternate to replace its appointed representative at any meeting of The Friends' if the appointed representative is unable to attend.
- (c) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation he or she shall forthwith cease to be the representative of the member organisation.
- (d) The committee has the right to decline membership if it is considered by the committee that such member or organisation is working against the objects stated in 3 Objects.
- (e) The committee may unanimously, and, for good reason, terminate the membership of an individual or member organisation; provided that the individual concerned, or the appointed representative of the membership organisation concerned (as the case may be) shall have the right to be heard by the committee, accompanied by a friend, before a final decision is made.

6. Officers

At the Annual General Meeting of The Friends' the members shall elect from amongst themselves a chairman, secretary, a treasurer, and a social secretary who shall hold office from the conclusion of that meeting. In the event of anyone of the four office bearers resigning or ceasing for whatever reason to hold office, the other three members may invite another person to fill the office. This appointment will then be ratified at the next AGM. In the event that two of the four office bearers should cease to hold office the remainder will call a Special General Meeting of The Friends to elect new office bearers.

7. Committee of Management ('the Committee')

The Committee shall consist of not less than 4 members nor more than 6 members being: -

- (a) The honorary officers specified in the previous clause; not more than 2 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
(Total of 6 members on committee)
- (b) All elected members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office. They may be re-elected.
- (c) The proceedings of the Committee 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, as specified in 6 of the constitution.
- (d) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (e) No person shall be entitled to act as a member of the Committee whether on a first or on any subsequent entry into office until after signing the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of The Friends.

8. Membership of Committee:

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

- (a) Is disqualified from acting as a member of the Committee through an illegal action resulting in prosecution.
- (b) Becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs:
- (c) Is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
- (d) Notifies to the Committee a wish to resign.

9. Meetings and Proceedings of the Committee.

- (a) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Committee upon not less than 7 days' notice being given to the other members of the Committee of the matters to be discussed.
- (b) The chairman shall act as chairman at meetings of the Committee.
- (c) There shall be a quorum when at least four members of the Committee are present and notice of the meeting has been given in due form.

- (d) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote. In the event that only the Chairman and one other are at the meeting then the Chairman must maintain the status quo.
- (e) The Committee shall keep minutes.

10. Subscriptions, Receipts and Expenditure

- (a) The funds of The Friends, including all donations, contributions, and bequests, shall be paid into an account operated by the Committee in the name of The Friends at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.
- (b) The funds belonging to The Friends shall be applied only in furthering the objects.
- (c) Subscriptions shall be determined at the Annual General Meeting upon the recommendation of the Committee.

11. Accounts

The Committee shall comply with their obligations as set out in the objects with regard to:-

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

12. Annual Report

The Committee shall comply with their obligations as set out in the objects with regard to the preparation of an annual report.

13. Annual General Meeting

- (a) There shall be an annual general meeting of The Friends which shall be held in St. George's Chapel or such other venue as the Committee may decide.
- (b) Every annual general meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of The Friends. All members of The Friends shall be entitled to attend and vote at the meeting or to register a postal or e-mail vote to be sent to the secretary prior to the AGM meeting
- (c) The Committee shall present to each annual general meeting the report and accounts of The Friends for the preceding year.

14. Special General Meetings

The Committee may call a special general meeting of The Friends at any time or if at least fifteen members request such a meeting in writing stating the business to be considered. At least 21 days' notice must be given. The notice must state the business to be discussed.

15. Procedure at General Meetings

- (a) The secretary or other person specially appointed by the committee shall keep a full record of proceedings at every general meeting of The Friends.
- (b) There shall be a quorum when at least one tenth of the numbers of The Friends for the time being, or the committee and three others, whichever is the greater, are present at any Annual General Meeting.

16. Notices

Any notice required to be served on any member of The Friends shall be in writing and shall be served by the secretary of the committee on any member in person or by sending it through the post in a pre-paid envelope 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.

17. Alterations to the Constitution

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.

18. Dissolution

If the Committee decides that it is necessary or advisable to dissolve The Friends it shall call a meeting of all members of The Friends 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 those voting, the committee shall have 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 only RAF charities or other military forces charities as the committee may decide, having due regard to the purposes of the association.

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