

Constitution of The Friends of St James The Great, Westerleigh

1. **Name.** The name of the association is The Friends of St James The Great, Westerleigh (hereinafter called "The Friends").
2. **Objects.** The Friends is established to assist in the restoration, preservation, repair, maintenance, improvement and beautification for the benefit of the public the fabric of the Church of St James the Great, Westerleigh (hereinafter called "St James") and its churchyard and other amenities within the boundaries of the village as approved by The Friends; also to encourage greater use of the church building by the wider community.
3. **Powers.** In the furtherance of these objects but no further or otherwise, The Friends
 - a. may obtain, collect and receive money and funds by way of contribution, donations, subscriptions, covenants, legacies, grants and appeals or by application to any person, body or organisations.
 - b. may do all such other lawful things as are necessary for the achievement of the objects.
4. **The Management of The Friends** shall be in the hands of a Committee appointed as follows: up to ten members appointed at a general meeting of The Friends to be replaced or re-elected at each annual meeting of The Friends. The Committee shall appoint annually from among its number a Chairman, a Treasurer and a Secretary; and a quorum of the Committee shall be four members.
5. **Conduct of Committee Members.**
 - 5.1 All Committee Members are deemed to be Trustees.
 - 5.2 All Committee Members shall undertake duty of care in managing the affairs of the Friends.
 - 5.3 No Committee Member shall be liable for any act or failure to act unless he or she has failed to discharge the duty of care.
 - 5.4 No Committee Member shall receive remuneration or any other benefit from the Friends.
 - 5.5 A Committee Member must absent themselves from any formal discussion when it is possible that a conflict of interest may arise between their duty to act solely in the interest of the Friends and any personal interest.
6. **Membership of The Friends.** Any person interested in the objects of The Friends who has signed the membership form shall become or remain a member of The Friends on payment of the annual subscription of £10 per individual or £15 per family.
7. **Annual General Meeting.** A general meeting shall be held each year at which, inter alia, audited/examined accounts for the previous financial year shall be presented by the Committee. The Committee may convene special meetings and shall be required to convene such a meeting upon request from not less than four members, who shall state the business to be considered at the meeting. Not less than fourteen days notice of all meetings shall be given.
8. **The Chair of the Committee** shall act as Chair of the Annual General Meeting or any other special meeting. Subject to paragraph 6 above, every membership, including the Chair, shall have one vote and, in the case of equality of votes the Chair shall have a

second and casting vote. The quorum at any general meeting of The Friends (excepting meetings of the Committee) shall be seven members.

9. **The Incumbent (or Priest in Charge)**, Churchwardens, the District Church Council, and the Parochial Church Council of Yate New Town, retain all their rights, and all ecclesiastical law continues to apply to the church.
10. **The Financial Year** of The Friends shall be the calendar year.
11. **The Dissolution of The Friends** may be effected only by a resolution passed by a three-fourths majority of the members present or by proxy at a Special General Meeting convened for that purpose and of which notice has been served upon every member of The Friends at the last known address. If a motion to dissolve The Friends is carried by the said majority, the surplus funds, property and assets of the Friends (if any) shall not be distributable among the membership, but shall be transferred to some or all of the objects of the Friends
12. **A Bank Account** shall be held in the name of The Friends and all cheques or other documents relating thereto shall require the signature of two members of the Committee, of whom one shall be the Treasurer.
13. **Limits to Authority:** It is clearly acknowledged that **The Friends** has no right to authorise any expenditure or improvement to the church building without the express approval of the District Church Council, and the Parochial Church Council of Yate New Town.
14. **These rules** may be varied, deleted or added to by a resolution passed by a three-fourths majority of the members of The Friends present in person or by proxy at a Special General Meeting convened for that purpose and notice of which has been served upon every member of The Friends in accordance with Clause 7

Dated: 16th February 2012 at St James.