



*Friends of*  
**HISTON ROAD CEMETERY**  
[www.histonroadcemetery.org](http://www.histonroadcemetery.org)

## **Constitution**

### **1. Name**

The name of the group shall be The Friends of Histon Road Cemetery ("The Friends").

### **2. Objects**

- i) To protect and enhance Histon Road Cemetery for the public benefit as a place of remembrance, spirituality, history and nature.
- ii) To ensure continued public access to, and to increase awareness, appreciation and enjoyment of, Histon Road Cemetery within the local community and the wider city.
- iii) To speak and act with Cambridge City Council and other organizations on behalf of all who care for Histon Road Cemetery as such a place, particularly those who cherish the memory of one buried there.

### **3. Powers**

The Friends shall have the power to employ staff, to acquire property and equipment, to raise money, and to do all such other lawful things as are necessary for the achievement of its aims.

### **4. Membership**

#### **i) Eligibility**

- a) Membership of The Friends shall be open to all who support the objects of the organization.
- b) Groups fulfilling the above criteria may apply to affiliate to The Friends.

- c) Individuals and groups shall become members and affiliates of the Friends at the discretion of the Committee, hereinafter described, and must subscribe to the aims of The Friends.
- d) All members and groups shall pay such subscriptions for membership and affiliation as determined by the Committee.

## **ii) Termination**

Individuals shall cease to be members of The Friends:

- a) If the subscription is not paid;  
  
OR
- b) If there is good and sufficient reason to terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Committee before the final decision is made;  
  
OR
- c) If the member resigns.

## **5. Officers**

- i) At the Annual General Meeting hereinafter mentioned, The Friends shall elect a Chairperson, a Secretary, a Membership Secretary and a Treasurer (hereinafter called the Officers), being persons who are members of The Friends.
- ii) If no suitable candidate comes forward at the Annual General Meeting for any of the Officer posts, the Committee may subsequently elect one of its own members to that post.
- iii) The Officers shall hold office until the conclusion of the next Annual General Meeting after their election but shall be eligible for re-election.
- iv) Officers shall be ex-officio members of the Committee hereinafter constituted.

## **6. Committee**

- i) Save as otherwise herein provided, the policy and general management of the affairs of The Friends shall be directed by the Committee hereinafter constituted.
- ii) The Committee shall consist of the Officers and not less than two nor more than twelve other members of The Friends elected by the Annual General Meeting hereinafter mentioned.

- iii) In addition to the Officers and the members so elected, the Committee may co-opt to serve on the Committee in an advisory capacity other interested individuals or representatives of statutory or voluntary agencies active in the locality or of such other organizations as the Committee may determine, provided that no such co-opted Committee member shall be entitled to vote.
- iv) The members of the Committee shall hold their posts until the conclusion of the next Annual General Meeting after their election or co-option, as the case may be, but shall be eligible for re-election or re-cooption.
- v) The Committee shall meet not less than three (3) times per year.
- vi) Four (4) members of the Committee (or one third of the Committee members for the time being, whichever is the greater) shall constitute a quorum.
- vii) Minute books shall be kept by the Committee and the Secretary shall enter therein a record of all proceedings and resolutions of the Committee.

## **7. General Meetings**

### **i) Annual General Meetings**

The Annual General Meeting of The Friends shall be held not later than once in each year. This shall be held at such a time (not normally being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At such Annual General Meetings, the business shall include:

- a) The receipt of the Annual Report and the Accounts for the preceding year from the Committee.
- b) The annual appointment of an Independent Examiner
- c) The election of the Officers and the members (other than co-opted members) to serve on the Committee.
- d) The determination of the annual membership subscription payable under 4.i.d. thereof.
- e) The transaction of such other matters as may from time to time be necessary.

### **ii) Special General Meetings**

The Committee may at any time, and the Secretary shall within 21 days of receiving a written request to do so, signed by not less than one quarter of the members for the time being of The Friends (or such other members of The Friends the General Meeting may from time to time determine) and giving reasons for the request, call a Special General Meeting of The Friends.

### **iii) Procedure for all General Meetings**

- a) Notification of a General Meeting shall be given in writing by the Secretary to all members not less than 28 days prior to the meeting.
- b) The quorum for a General Meeting shall be eight (8) members.
- c) Save as otherwise herein provided, questions arising at General Meeting shall be decided by a simple majority of those present and voting thereat. A member of The Friends shall be entitled to appoint a proxy, who shall be a member of The Friends, to attend any General Meeting that s/he is unable to attend and to exercise the vote of the member in whose stead s/he is attending in addition to her/his own vote; provided that no such entitlement shall apply in respect of clauses 9 and 10 thereof. Save as aforesaid, no person shall exercise more than one vote, but in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

## **8. Finance**

- i) The Treasurer shall keep proper accounts of The Friends and shall prepare accounts for the last calendar year for submission to the members at the Annual General Meeting.
- ii) The Accounts shall be examined at least once a year by the Independent Examiner appointed by the Committee to report to the Annual General Meeting.
- iii) The funds of The Friends shall be applied in furtherance of its objects and no payment shall be made to any members except for services actually rendered and regarded by the Committee as reasonable and proper out-of-pocket expenses.
- iv) A bank account shall be opened in the name of The Friends with Lloyds TSB Bank, or such other bank as the Committee may from time to time determine. The Committee shall authorize in writing the Secretary, the Treasurer and two other members of the Committee (not being co-opted members) to sign cheques on behalf of The Friends. All cheques must be signed by not less than two (2) out of the four (4) authorized signatories, at least one of whom shall be an Officer.

## **9. Alteration to the Constitution**

No alteration or addition to this Constitution shall be made except at a General Meeting or Special General Meeting of The Friends called at least in part for this purpose. No alteration or addition shall be made to Clause 2, this Clause 9 or Clause 10 which would alter the charitable purposes of The Friends as set out in the Objects of this Constitution. Proposals for alterations or additions to the Constitution must receive the assent of not less than two thirds of the members present and voting at that General Meeting.

## 10. Dissolution

The Friends may be dissolved by a resolution passed by a two thirds majority of those present and voting at a Special General Meeting convened for the purpose, of which 21 days' notice shall be given to the members. Such a resolution may give instructions for the disposal of any assets held by or in the name of The Friends, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed among the members of The Friends but shall be given or transferred to such other charitable institutions or institutions having objects similar to some or all of the objects of The Friends as The Friends may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

## 11. Point of Clarification

The Friends is not a registered charity. Text implying that it is a 'charity' should be taken to mean that the organization should always be able to apply to become one if it so wishes. There is, however, no present intention to do this.

To be Signed and Dated on approval by the AGM on behalf of the FHRC by the Chair, Secretary, Membership Secretary and Treasurer.

Chair (Acting)

Signed *NR French*

Date 01-01-2021

Secretary ANNE LONSDALE

Signed *Anne Lonsdale*

Date 17. 01. 2021

Membership Secretary LESLEY DODD

Signed *Lesley Dodd*

Date 5.1.2021

Treasurer *PAB LA FILIPPUCI*

Signed *PAB LA FILIPPUCI*

Date 10-1-21