



Friends of
HISTON ROAD CEMETERY
www.histonroadcemetery.org

Constitution

1. Name

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

2. Aims

- 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 organisations 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 contract individuals and organisations, 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 Aims of the organisation.
- b) Individuals shall become members of the Friends at the discretion of the Committee, hereinafter described, and must subscribe to the aims of The Friends.
- c) All members shall pay such subscriptions for membership 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) All Officers shall automatically be members of the Committee.

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 organisations 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**
 - a) An Annual General Meeting (AGM) shall be held within nine months of the end of the financial year.
 - b) At the Annual General Meeting the business shall include:
 - i. the receipt of the Annual Report and the Accounts for the preceding financial year from the Committee;
 - ii. the annual appointment of an Independent Examiner;
 - iii. the election of the Officers and the members (other than co-opted members) to serve on the Committee;
 - iv. the notification of the annual membership subscription as determined by the Committee under clause 4.i.c; and
 - v. the transaction of such other matters as may from time to time be necessary.

ii) **Special General Meetings**

- a) A Special General Meeting (SGM) may be called at any time by the Committee, or following a written request to the Secretary from not fewer than ten percent (10%) of the members, stating the business to be considered.
- b) The Committee shall announce such a meeting within twenty-one (21) days of receiving a valid request, and the meeting shall be held no later than twenty-eight (28) days after that announcement.

iii) **Procedure for all General Meetings**

- a) General Meetings may be held in person or conducted by correspondence.
- b) The quorum for a General Meeting shall be eight (8) members, whether the meeting is held in person or by correspondence.
- c) At least twenty-one (21) days' notice shall be given to all members of any General Meeting. 14 days before the said meeting, members will be sent the agenda and any reports or proposals to be considered and information about how the meeting and voting will take place.
- d) Where a General Meeting is conducted by correspondence, members shall be given a clearly stated consultation period (normally at least fourteen (14) days) during which they may submit questions, comments, and votes.
- e) Decisions at General Meetings shall be made by a simple majority of votes cast, unless otherwise provided in this Constitution. In the event of an equality of votes, the Chair (or acting Chair) shall have a second or casting vote. Decisions properly taken shall have the same standing and validity whether the meeting is held in person or by correspondence.
- f) Where a General Meeting is conducted by correspondence, votes shall be submitted during the consultation period by electronic or postal means.
- g) Where a General Meeting is held in person, a member who is unable to attend may appoint another member of The Friends as a proxy to attend and vote on their behalf, in addition to the proxy's own vote. This shall not apply to Clauses 9 and 10. No person may exercise more than one proxy vote.
- h) Following each General Meeting, the Secretary (or another officer appointed by the Committee in consultation with the Chair) shall prepare a written record of the discussion, votes, and decisions, which shall be circulated to members within a reasonable time.

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 each 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 aims 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.
- v) Payments for costs incurred by The Friends shall require the authorisation of two Officers of the Committee.

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 Aims 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 aims similar to some or all of the Aims 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 organisation 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 & Dated on approval by the AGM on behalf of The Friends by the Chair, Secretary, Membership Secretary and Treasurer.

Chair Michael Zeitlyn

Signed _____ Date: _____

Secretary Susan Griffith

Signed _____ Date _____

Membership Secretary Lesley Dodd

Signed _____ Date _____

Treasurer Rebecca Archer

Signed _____ Date _____
