**THE FRIENDS OF CHARTRES**

**CONSTITUTION**

*(Incorporating amendments agreed at Annual General Meeting*

*held on 22nd March 2022)*

1. NAME

The Name of the Association shall be The Friends of Chartres.

The status of the Association is an unincorporated not for profit organisation.

2. ABBREVIATONS

AGM - Annual General Meeting

EGM - Extraordinary General Meeting

3. OBJECTS

The Association is established for the following purposes:

(a) To promote and maintain friendly relations and to encourage economic, cultural and social exchanges that may draw the citizens of Chichester and Chartres to each other; and

(b) To encourage the citizens of Chichester and Chartres to speak each other's language, to appreciate each other's history, traditions and customs, and thus pave the way to an even better understanding between the peoples of Great Britain and France.

The Association is hereafter referred to as 'The Friends'.

4. MEMBERSHIP

Membership of The Friends shall be open to residents of Chichester and district and all others who are interested in actively furthering the interests of The Friends.

Classes of membership: -

The classes of membership shall be Individual, Family (here meaning two adults and children less than 18 years of age), Corporate, Honorary and such other classes as shall be determined from time to time by the Executive Committee.

No member shall have power to vote at any meeting of The Friends if his or her subscription is in arrears at the time.

Voting by proxy is not permitted.

Members less than 18 years at the time their subscription is due shall not be entitled to vote at any meeting of The Friends.

5. SUBSCRIPTIONS

Subscriptions shall be payable on or before the 1st day of January of each year.

In the case of a new member joining The Friends, paying their subscription in the 3 months preceding January, that subscription shall be regarded as covering membership for the year commencing 1st January following the date of joining.

Membership shall lapse if the subscription is unpaid by the 1st April, i.e.: 3 months after it is due.

Subscriptions for each of the classes of membership shall be determined from time to time by the Executive Committee with the exception of Honorary Membership in respect of which no subscription shall be payable.

Students who are studying full-time in places of learning which have Corporate Membership may attend events of The Friends without charge.

6. EXECUTIVE COMMITTEE

(a) The President of The Friends shall be the Mayor of Chichester for the time being, and shall be entitled to attend any meeting of The Friends, but not to have the right to vote thereat. Vice-Presidents may also be elected at an AGM or EGM of The Friends for a period to be decided at such a meeting, and shall be entitled to attend any meeting of The Friends but not to vote thereat.

(b) In addition to the President the other Officers of The Friends shall be the Chair, the Vice-Chair, the Honorary Secretary and the Honorary Treasurer. The outgoing Chair shall be invited to be an ex-officio member of the Executive Committee for one year.

(c) The management and administration of The Friends shall be entrusted to an Executive Committee which shall consist of the President, the Chair, the Vice Chair, the Honorary Secretary, the Honorary Treasurer, the Immediate Past Chair plus not more than 6 other members elected annually at the AGM and 2 members nominated by the City Council.

(d) All committee members, except the President and Council nominees, should stand down at the AGM.

No member shall be Chair for more than 3 years in succession.

Casual vacancies in the offices of Honorary Secretary and Honorary Treasurer may be filled by the Executive Committee until the next AGM.

(e) Nominations for Officers and Executive Committee Members to be elected at the AGM shall be made in writing at least 10 days prior to the AGM in a proposal signed and seconded by eligible members. The consent of all nominees must first have been obtained in writing.

Officers and Executive Committee Members wishing to be re-elected must indicate in writing their willingness to stand for re-election at least 10 days prior to the AGM.

If the nominations exceed the number of vacancies a ballot shall take place in such manner as the meeting shall agree.

(f) The Executive Committee shall have power to co-opt not more than 4 members, and to invite other persons to serve in an advisory capacity for specific purposes.

(g) All policies set in place for the safe and satisfactory running of The Friends should be reviewed annually at the first Executive Committee meeting after the AGM.

7. MEETNGS OF THE FRIENDS

(a) The Executive Committee shall meet not less than 4 times a year at regular intervals at dates to be agreed by the Committee. The Honorary Secretary shall give members of the Executive Committee not less than 7 days' notice of each meeting.

(b) At meetings of the Executive Committee 5 shall form a quorum, and, in the case of an equality of votes the Chairman shall have a second or casting vote.

(c) The Executive Committee shall have power to appoint such Sub-committees as may be deemed necessary and to regulate their activities or to dissolve them. The Chair shall be an ex-officio member of all Sub-committees.

(d) Executive Committee Officers, other than the President, acting together may be delegated such powers of decision as may be considered necessary to enable The Friends to function effectively and efficiently between Executive Committee meetings. Any delegated decisions so made shall be formally reported to the next meeting of the Executive Committee.

(e) In addition to the Meetings of the Executive Committee there will be an AGM and, where determined, an EGM.

(f) The AGM of The Friends shall be held in or about the month of March each year to receive the Executive Committee's Report and independently examined Accounts for the preceding year ending 31st December and to elect Officers and members of the Executive Committee.

All members of The Friends shall be given at least 14 days' notice of each AGM. The quorum for the AGM will be 10% of the membership or 15 members, whichever is the greater number, whose subscriptions are fully paid and personally present.

(g) An EGM of The Friends shall be held on the instructions of the Executive Committee or at the written request of members representing not less than 10% of the existing membership whose subscriptions are fully paid. No business shall be considered except the special matters for which the meeting has been called with not less than 14 days' notice and of which a brief description is contained in the notice convening such meeting.

(h) The quorum for an EGM will be 10% of the membership or 15 members, whichever is the greater number, whose subscriptions are fully paid up and personally present.

The AGM or EGM may take place electronically at the discretion of the Executive Committee.

Meetings of the Executive Committee may also take place electronically at the discretion of the Chair.

At meetings held by suitable electronic means any member so participating shall qualify as being present at such meeting and shall have the right to communicate with all other participating members.

Meetings held by electronic means must comply with rules for meetings including chairing and taking of minutes.

In the event of equality of votes the Chair shall have a second casting vote at all AGMs or EGMs of The Friends as well as the Executive Committee.

8. HONORARY EXAMINER OF ACCOUNTS

The Honorary Examiner of Accounts of The Friends shall be elected at the AGM each year. In the event of the Examiner of Accounts not being available at the time of the examination of the Accounts, the Executive Committee shall appoint a suitable alternative.

9. DECLARATION OF INTEREST

It shall be the duty of every Officer or member of the Executive Committee who is in any way directly or indirectly interested financially, professionally or personally in any item discussed at any Committee or Sub-committee meeting at which he or she is present to declare such interest and unless invited to do so by all those present shall not discuss such item or vote thereon.

10. BANKERS

The Bankers of The Friends shall be Barclays Bank plc of East Street, Chichester, or such other Bankers as the Committee may from time to time appoint.

11. PAYMENTS & DOCUMENTS

(a) No payments shall be made except under the authority of a resolution of the Executive Committee but the persons referred to herein shall have joint authority to pay all expenses arising out of the management of The Friends' business as and when the same fall due.

(b) All cheques drawn on such Bankers shall be signed by 2 of the 3 following officers namely the Chair, the Honorary Treasurer and the Honorary Secretary for the time being or by such person or persons as shall be designated by the Executive Committee. The Executive Committee shall also designate those persons who may have electronic access to The Friends' bank account for the purpose of viewing payments made and received and shall set the terms upon which electronic payments from the account may be authorised.

(c) Records of income and expenditure will be maintained by the Honorary Treasurer and a financial statement given to each meeting where costs not previously authorised by the Executive Committee will be ratified on acceptance of the financial statement.

(d) No member of The Friends, or any other person, may pledge the credit of The Friends or incur expenses without the express permission of the Executive Committee.

(e) All documents requiring endorsement of The Friends shall be sufficiently endorsed if signed by any 2 of the above-mentioned Officers, the signatories must not be related nor members of the same household.

12. AMENDMENT TO THE CONSTITUTION

This Constitution may be amended by a two thirds majority of members present at an AGM or EGM of The Friends provided that 28 days' notice of the proposed amendment(s) has been given to all members. In the case of an equality of votes the Chair shall have a second or casting vote.

13. NOTICES TO MEMBERS

Any notice required to be given to members shall be deemed to be duly given if delivered electronically, or left at or sent by pre-paid post, to the address of that member last notified to The Friends.

14. WINDING UP

The Friends may be dissolved by a two thirds majority of members voting at an AGM or an EGM of The Friends, confirmed by a simple majority of members voting at a further EGM held not less than 14 days after the previous meeting.

In the case of an equality of votes the Chair shall have a second casting vote.

If a motion for the dissolution of The Friends is to be proposed at an AGM or an EGM this motion shall be referred to specifically when notice of the meeting is given.

In the event of the dissolution of The Friends the available funds of The Friends shall be transferred to Chichester City Council provided such Council is able and willing to accept such funds for objects similar or reasonably similar to those hereinbefore declared and/or to such one or more Institutions having objects similar or reasonably similar as aforesaid as shall be chosen by The Friends and approved by the Meeting at which the decision to dissolve The Friends is confirmed.

On dissolution the Minute Books and other records of The Friends shall be deposited with the County Records Office.