



# The Friends of Hednesford Park

## 'Run by the Community for the Community'

The Friends of Hednesford Park Constitution was amended at an Extraordinary General Meeting on Thursday 5<sup>th</sup> March 2020.

### **1. Name:**

The name of the organisation shall be: *'The Friends of Hednesford Park'*

### **2. Administration:**

Subject to the matters set out below the Organisation shall be administered and managed in accordance with this Constitution by members of the Management Committee constituted by Clause 6 of this Constitution ('the Management Committee').

### **3. Objects:**

The objects of The Friends of Hednesford Park are:

- 3.1 To conserve, enhance and promote the park area for the benefit of people and wildlife.
- 3.2 To promote and encourage the local community to take an interest in the protection, upkeep and enjoyment of the park.
- 3.3 To work with the Cannock Chase Council and all other relevant organisations to help in achieving the aims in (3.1) and (3.2) above.
- 3.4 To actively involve the children and young people of Hednesford's Communities through working with the local schools and youth organisations in the development of the park. To offer children and young people personal and social development opportunities through linked projects with youth organisations and the community.
- 3.5 To support, promote and deliver activities related to dementia, mental health and wellbeing

### **4. Powers:**

In furtherance of the objects the Management Committee may exercise the following powers:

- 4.1 Power to raise funds and to invite and receive contributions;
- 4.2 Power to buy or lease and to maintain any equipment or materials necessary for the achievement of the objects;
- 4.3 Power to buy, take on, lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.4 Power to sell, lease or dispose of all or any part of the property of the Organisation with repayment of the money so borrowed;



- 4.5 Power to borrow money and to charge all or any part of the property of the Organisation with repayment of the money so borrowed;
- 4.6 Power to employ such paid workers (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for paid workers and their dependants;
- 4.7 Power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, and to hold intellectual property rights in any such material;
- 4.8 Power to organise conferences, debates, seminars, and such other special events as the Management Committee may determine;
- 4.9 Power to co-operate with other organisations in furtherance of any of the objects or of similar purposes;
- 4.10 Power to provide Indemnity Insurance cover for the members of the Management Committee (or any of them) out of the funds of the Organisation. Provided that any such Indemnity Insurance shall not extend to any claim arising from any act or omission which the members of the Management Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed in reckless disregard of whether it was a breach of duty or breach of trust or not;
- 4.11 Power to do all such other lawful things as is necessary for the achievement of the aims and objectives of the Friends group.
- 4.12 The Friends of Hednesford Park may liaise with any another organisation with similar objectives to The Friends of Hednesford Park.

## **5. Membership of Friends of Hednesford Park:**

- 5.1 Membership shall be open to any person or group, who supports the objectives of the Friends group. Any person needing a friend to accompany them to meetings, for their individual needs will be accommodated where possible, but that friend must have read, and sign to agree that they will abide by the rules of the constitution.
- 5.2 Young people may be members of The Friends of Hednesford Park but due to reasons of accountability, responsibility, liability and insurance, can not have voting rights. The Friends of Hednesford Park will support young people's protection and participation rights where possible and ensure that they will be accommodated and appropriately represented on all decisions.
- 5.3 Prospective members should apply to the chairperson or secretary who shall inform the Management Committee of their names no later than the next meeting of that group. The Management Committee will confirm membership. The secretary shall be responsible for ensuring membership records are kept up to date and any subscription that are incoming are passed to the treasurer.



- 5.4 The Management Committee shall have the right to refuse or revoke membership of any individual or group member, after giving the member concerned the right to be heard by the Management Committee. Provided that the member or a representative of the Group Member concerned, shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made. A simple majority vote of the Management Committee shall be sufficient to refuse or revoke membership.
- 5.5 An annual membership subscription will not be charged. It will be the responsibility of all members to support events where possible to raise funds for *The Friends of Hednesford Park*.

## **6. The Management Committee:**

- 6.1 The Management Committee shall have the sole responsibility for policy decisions and general management of *The Friends of Hednesford Park*.
- 6.2 The Management Committee shall have the power to delegate any of its responsibilities to a Sub-Committee appointed by and responsible to the Management Committee.
- 6.3 The Management Committee shall comprise not more than 15 but not fewer than 5 individuals and all shall be members of *The Friends of Hednesford Park*.
- 6.4 At the Annual General Meeting all members of the Management Committee shall retire but shall be eligible for re-election.
- 6.5 Nominations for any new Management Committee members must be received in writing by the Secretary of the Friends not less than fourteen days before the Annual general meeting. The proposer and seconder must both be members of the Friends.
- 6.6 The Management Committee may co-opt up to 5 additional members during the year to fill any existing vacancies.
- 6.7 Five members of the Management Committee present in person shall be the minimum number of members to set a quorum for the meetings of the Management Committee.

## **7. The Management Committee Officers:**

At the Annual General Meeting the members shall elect from among themselves the following minimum Committee Officers, who shall hold office from the conclusion of that meeting; Chairperson, Secretary, Treasurer and any specialist positions. The specific roles and responsibilities of each officer are defined in the Governance policy.

## **8. Meetings and Proceedings of Management Committee:**

- 8.1 The Management Committee shall keep adequate written and other records of all meetings, projects and events.
- 8.2 Decisions shall be made by a simple majority vote of those present and eligible to vote. The Chairperson will have a casting vote if required in the event of a tie.
- 8.3 The Management Committee shall hold at least 4 Meetings each year. A special Management Committee meeting may be called by the Chairperson or by any two members of the Management Committee with not less than 7 days' notice being given to the members of the Management Committee of the matters to be discussed.



8.4 The Secretary shall keep minutes of the proceedings of the Management Committee and circulate these to all Committee Members. A Copy of the minutes will be placed in public places for the public to access such as Hednesford Park Notice Board and Hednesford Library.

8.5 In the absence of the Chair or Secretary the first business of any meeting shall be to ensure that a substitute is appointed for the duration of that meeting.

**9. Sub-Committees:**

The Management Committee may appoint such Sub-Committees as it thinks fit for supervising or performing any activity or service, defining the Terms of Reference and determining each Sub-Committee's composition and the duration of its activities. All acts and proceedings of each Sub-Committee shall be reported as soon as possible back to the Management Committee.

**10. Receipts and Expenditure:**

The funds of the Organisation including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Organisation at such bank or other financial institution as the Management Committee shall from time to time decide. Funds belonging to the Organisation shall be applied only in furthering the objects of the group.

**11. Accounts:**

11.1 The Treasurer shall present to each Meeting of the Management Committee an up-to-date statement of the accounts.

11.2 The Treasurer shall be responsible for the day to day administration of the accounts. The financial year shall run from **1<sup>st</sup> April** to the nearest date each sequential year.

11.3 The Treasurer shall prepare annual statements of accounts, which shall be presented to the Annual General Meeting.

11.4 All money raised by *The Friends of Hednesford Park* shall be applied to further the aims of the Friends and for no other purpose. No committee member shall be paid or given any sum of money except in so far as the payment is for re-imburement for outlays actually incurred for the benefit of *The Friends of Hednesford Park*.

11.5 An account or accounts should be opened in the name of *The Friends of Hednesford Park*. Signatories to the account shall be the Treasurer and three designated committee members of *The Friends of Hednesford Park* and all 4 should be registered on the account. Two signatures will be required to authorise cheques.

**12. Indemnity:**

No member of the Management Committee shall be liable:



- (a) for any loss to the property of the Organisation by reason of any improper investment made in good faith (so long as they shall have sought professional advice before making such investment or,
- (b) for the negligence or fraud of any agent employed by them or by any other member of the Management Committee in good faith (provided reasonable supervision shall have been exercised).

No member of the Management Committee shall be held liable by reason of any mistake or omission made in good faith by any member of the Management Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member whom it is sought to make liable. To be liable means that if something goes wrong and money is lost, the Management Committee would have to put the money back out of their own money.

### **13. General Meetings:**

There shall be an Annual General Meeting of the Organisation, which shall be held within the month of September of each year or as soon as practicable thereafter. The Management Committee shall call every Annual General Meeting. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Organisation, who shall be entitled to attend and vote at the meeting.

The business of each Annual General Meeting shall be:

- 13.1 To receive the Annual Report of the Management Committee.
- 13.2 To receive the accounts of the Organisation for the preceding financial year.
- 13.3 To elect the Committee Officers specified in Clause 7 of this Constitution.
- 13.4 To elect the members of the Management Committee specified in Sub-clause 6.3.
- 13.5 To consider and vote on any proposals to alter this Constitution in accordance with Clause 15 of this Constitution.
- 13.6 To consider any other business of which due notice has been given.
- 13.7 The Management Committee may call a Special General Meeting at any time, where all members are invited to attend. If at least two members of the Organisation request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting without delay. At least 21 days' notice must be given, and the notice must state the business to be discussed.

### **14. Procedure at General Meetings:**



- 14.1 All General Meetings shall be chaired by the Chairperson appointed at the preceding Annual General Meeting or, in their absence by a person appointed at the beginning of the meeting.
- 14.2 The Secretary or some other person specially appointed by the General Meeting shall keep a full record of proceedings at every General Meeting.
- 14.3 There shall be a quorum when 25% of the membership is present at a General Meeting.

**15. Alterations to the Constitution:**

This Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. Where the alteration involves a change to Clause 3 (The Aims and Objectives) or Clause 16 (Dissolution) or to this Clause then at least 21 days' prior notice must be given to all members.

**16. Dissolution:**

If the Management Committee decides that it is necessary or advisable to dissolve the Organisation, it shall call a General Meeting of all the members of the Organisation of which not less than 21 days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Management Committee shall have the power to release any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to such other organisation(s) with similar objects to the The Friends of Hednesford Park as the General Meeting may determine.