

Constitution - Friends of Jubilee Gardens Ely

1. **Name**

The name of the organisation shall be "Friends of Jubilee Gardens Ely" ("the Friends")

2. **Definitions and Interpretation**

- 2.1 In this Constitution, unless the context otherwise requires, words importing one gender import any other gender, and words importing the singular include the plural, and vice versa;
- 2.2 Any reference in this Constitution to a notice, document or other communication being sent, despatched, given, delivered or served shall include its being: (a) transmitted to an electronic address; (b) published on a website; or (c) otherwise communicated, in a manner and form which, in relation to the particular notice, document or other communication, is approved by the Committee from time to time and complies with any applicable requirements of the Constitution.

2.3 **Definitions**

'**Rules**' means the collection of clauses that make up this Constitution or as amended;

'**Electronic Communication**' means an electronic communication as defined by the Electronic Communications Act 2000 the processing of which on receipt is intended to produce writing;

'**Electronic Platform**' means such electronic and/or telecommunications facilities as may be approved by the Committee from time to time that enable members to attend and participate simultaneously in a meeting without attending a physical meeting place;

'**Register**' means the Register of Members of the Friends maintained pursuant to the Constitution showing the name and postal address of each Member, any phone number and electronic address notified by the Member and the purposes for which it has been notified and whether each Member is a Corporate Subscriber, an Honorary Lifetime Member or other Member;

'**Appointed Officer**' means the officer, who must be an adult, appointed by a General Meeting of the Friends, or an individual appointed by a meeting of the Committee to act as the deputy or assistant to or in the stead of the officer if the last holder of the same office has vacated their office under the Clause below for handling a Casual Vacancy;

'**Secretary**' means the Appointed Officer appointed to act as the Secretary of the Friends and its Committee and who shall arrange for their meetings to be called and for their minutes to be taken and for maintenance of the constitution and for its publication on a web page;

'**Membership Secretary**' means The Appointed Officer appointed to maintain the Register of the Friends, including derived lists of members for electronic communication;

'**Chairperson**' means The Appointed Officer appointed to act as the one who takes the chair and presides at all meetings of the Friends or its Committee at which they are present;

'**Deputy Chairperson**' means The Appointed Officer appointed to deputise for The Chairperson who shall do so when a meeting of the Friends, its Committee or The Chairperson so decide;

'**Treasurer**' means The Appointed Officer appointed to maintain the financial accounts of the Friends and cause a statement of accounts to be presented to General Meetings;

'**Public Relations Officer**' means The Appointed Officer appointed to handle relations with the public and media and who causes to be maintained electronic or other communication publications.

3. **Aims and Powers**

3.1 The Aims of the Friends shall be:

- 3.1.1 Provide a forum for continuing public participation, in partnership with the Gardens' owners, in the development and maintenance of the Gardens;
- 3.1.2 Extend awareness and encourage pride in the Gardens;
- 3.1.3 Ensure that the Gardens provide public enjoyment for present and future generations;
- 3.1.4 Replace and act as successor to any previously founded organisation(s) of the same name.

3.2 In furtherance of such aims but not otherwise the Friends may:

- 3.2.1 with the co-operation of the Gardens' Owners, arrange and provide for, or join in arranging and providing for, working parties to assist with the maintenance of the Gardens;
- 3.2.2 arrange and provide for, or join in arranging and providing for, the holding of events such as but not limited to exhibitions, meetings, lectures, plant & produce sales and social gatherings;
- 3.2.3 collect and disseminate information on all matters affecting such aims and exchange such information with other bodies having similar aims;

- 3.2.4 procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects;
- 3.2.5 accept gifts or raise money for such aims;
- 3.2.6 procure contributions to the Friends by personal or written appeals, public meetings, donations, annual subscriptions or otherwise (provided that the Friends shall not undertake any permanent trading activities in raising funds);
- 3.2.7 invest or apply the money of the Friends not immediately required for such aims in on-line or High Street banks or building societies licensed to operate in UK by its regulatory authorities;
- 3.2.8 do all such other lawful things as are necessary for the attainment of such aims.

4. **Office Bearers and Committee**

- 4.1 The affairs of the Friends shall be managed by a Committee as defined below;
- 4.2 The Committee shall consist of a Chairperson, Deputy Chairperson, Treasurer, Secretary, Membership Secretary, Public Relations Officer, up to six ordinary members and *ex-officio* a representative of the Gardens' owners.
- 4.3 The Chairperson shall take the chair and preside at all meetings of the Committee at which they are present and in the absence of The Chairperson, The Deputy Chairperson shall take their place. If both are absent from a meeting of the Committee or shall both decline to act as The Chairperson, the Committee members present at that meeting shall elect from among their number someone to be The Chairperson for the purposes of that meeting.
- 4.4 The Committee shall meet for the despatch of business as often as it shall find necessary and three of its members present at any Committee meeting shall, subject only to the provisions of the Clause below on Casual Vacancies, form a quorum. Questions arising at a meeting shall be resolved by a majority of votes and, in the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 4.5 The Secretary shall convene a special meeting of the Committee upon the direction in writing of The Chairperson or of any two other Committee Members; if the Secretary fails so to do so within three weeks, The Chairperson or such two Committee Members as the case may be, may convene the meeting. The Secretary may at any time at their own instance convene a special meeting of the Committee. Seven clear days' notice in writing of any special meeting of the Committee shall be given to each of its members and, where appropriate, to the Secretary. It shall not be necessary to give notice to one of its members who is outside the United Kingdom.
- 4.6 The officers and ordinary members of the Committee shall be elected at the Annual General Meeting in accordance with **Clause 5**.
- 4.7 Committee members shall hold office until the commencement of the first meeting of the Committee held after the next Annual General Meeting. Committee members shall share their postal address, telephone and electronic contact details with the Committee which the Membership Secretary shall circulate amongst the committee members. The Committee shall choose from among its non-officer Committee members, members to hold a backup copy of key access information like the Register, electronic contact lists, accounts, electronic platform passwords for social media sites maintained by the Committee Officers so that no one person has sole access to such information. Committee meetings shall regularly include agenda items to admit/refuse/revoke membership, review the constitution for ensuring continuity of future Committee membership and the smooth functioning of the business of the Friends and its meetings.
- 4.8 The Committee shall have the power to co-opt up to a maximum of four additional members as it deems appropriate; such co-opted members will serve until the next Annual General Meeting but may be co-opted for a further year if agreed by the Annual General Meeting. Co-opted members shall not have a vote on the committee.
- 4.9 Casual Vacancies may arise and be dealt with as follows:
 - 4.9.1 The committee may vote by at least a two-thirds majority of those present and voting to remove an Appointed Officer from office temporarily or permanently; a permanent Casual Vacancy shall also be deemed to have arisen if for any reason a Committee Member or an Appointed Officer has died; a temporary Casual Vacancy shall also be deemed to have arisen if a Committee Member or an Appointed Officer is either incapable of acting or declines to act or does not act or is out of the country or has not responded to communications by a Committee member sent to their last known address in the last four weeks;

4.9.2 Any vacancy in the Committee may be filled by the Committee; someone elected by this Clause shall become a voting member of the Committee;

4.9.3 Any person appointed to fill a temporary casual vacancy shall hold office temporarily until the person who had vacated office is able to attend a Committee Meeting and take back their original role as Appointed Officer; any person appointed to fill a permanent casual vacancy shall hold office until the first Committee meeting following the next Annual General Meeting of the Friends; anyone filling a Casual Vacancy shall be eligible to stand for election at the next General Meeting.

4.9.4 Notwithstanding any vacancies on the Committee, the remaining Committee members may continue to act. If at any time the number of Committee members falls below the minimum prescribed by the Constitution, the residual Committee along with any contactable Honorary Life Members together so constituted, even if the number of such members are insufficient to form a quorum, may act by a majority of its members so as to call and arrange a General Meeting for the purpose of holding elections or for dissolution of the Friends, the notice of arrangement of which and stated purpose of which in the absence of access to the Register shall be by public notice published in or on at least two of any local papers or prominent community noticeboards which may be electronic in format.

4.10 The Committee may either appoint or wind-up working parties each being for purposes the Committee chooses.

4.11 Subject to paragraphs in this **Clause 4** above and the approval of the Chairperson of the meeting, all or any members of the Committee, or any working party, may participate in a meeting of the respective Committee or working party, by means of a conference telephone or any other electronic platforms or communications equipment which allows all individuals participating in the meeting to hear, or both see and hear, each other. An individual so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group is assembled or, if there is no such group, where the Chairperson of the meeting is present.

4.12 The Committee of the Friends shall not be liable (otherwise than as members of the Friends) for any loss suffered by the Friends as a result of the discharge of their respective duties on its behalf except for such loss as arises from their respective wilful default. They shall be entitled to be indemnified out of the assets of the Friends for all expenses and other liabilities incurred by them in the discharge of their respective duties.

5. **General Meetings**

5.1 An Annual General Meeting shall be held within four months of the end of the financial year and the business shall include election of committee members and officers, the presentation of the accounts, and the setting of membership fees; the meeting may be postponed by the Chairperson or the Committee, even into some later year in times of urgent need or on the grounds of strife or public health. The Secretary will despatch notice of the meeting and copies of the agenda to members not less than four weeks before the date of the Meeting; additional items may be raised by any members giving one week's notice to the Secretary.

5.2 The quorum for any vote at a General Meeting of the Friends shall be at least the smaller of five members or one-fifth of the membership.

5.3 If no quorum shall be present within half an hour after the time appointed for the General Meeting, the Chairperson of the meeting shall adjourn it to such hour, date and place as they shall direct, unless it is a ExtraOrdinary General Meeting requested by members whereupon the Chairperson of the meeting shall dissolve it unless the membership of The Friends is so small nor determinable that no larger quorum is reasonably attainable.

5.4 An Extraordinary General Meeting may be called at the written request (giving reasons for the request) to the Secretary of at least the smaller of five members or one-fifth of the membership. Notice of such a meeting shall be despatched by the Secretary to all members not less than twenty-one days before the date of the meeting. Should the position of Secretary be vacant then any other Committee member shall fulfil the requirements of this Clause in their stead.

5.5 The Officers and Committee members shall be elected annually at an Annual General Meeting:

5.5.1 Each shall be elected for a period of a year and may each be so re-elected up to a total of three years in that same position.

5.5.2 If during or at the end of a three year period an ordinary Committee member is elected to an officer post or an officer is elected to a different officer post or Committee position, they may remain in that new post for up to three years.

5.5.3 Exceptionally, however, at the end of the third year from the formation or re-formation of the Friends, up to three ordinary Committee members and three officers, having served three years, may continue in their posts for one further year.

5.5.4 The Agenda for the General Meeting shall state for each candidate known in advance, or the candidate on nomination shall state, the number of years already held continuously in the post and continuously on the committee.

5.5.5 Each year to encourage renewal of the organisation at least one person shall retire from the Committee if all places on it are presently filled; the Committee shall draw lots when the need arises to fulfil this Clause in the absence of such a volunteer or vacancy naturally occurring.

5.6 A Nomination to be elected as an Appointed Officer and or on the Committee must be proposed and seconded by two people, who must give consent for the nomination to be valid; these may be made orally at the General Meeting or in writing in advance; a person who chooses to stand for election for continuation in office or on committee for a successive year may do so without proposer and seconder.

5.7 The meeting shall appoint a Returning Officer when there is no Secretary who is able to act as such.

5.8 The election of the Committee shall be by all members present and voting, other than for casual vacancies as provided for in **Clause 4.9**. It shall be conducted by a show of hands unless three members ask for a secret ballot. For the sake of clarity all members and Corporate subscribers (irrespective of subscription level) shall be entitled to one vote. The members receiving the largest number of votes shall be elected in descending order to fill vacancies.

5.9 Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and voting, including a representative of each Corporate subscriber. The Committee may from time to time make arrangements for proxy voting or a ballot on any matter. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

5.10 The accidental omission to give, send or deliver a statement or notice to, or the non-receipt of a statement or notice by, any individual or Corporate Subscriber entitled to receive a statement shall not invalidate the proceedings at that meeting.

6. **Minutes**

The Committee shall cause minutes to be made of all proceedings at each General Meeting of the Friends and of the Committee, (but not necessarily of a working party). Any such minutes of any meeting if purporting to be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting (or in the case of any Annual General Meeting or Extraordinary General Meeting, by the Chairperson at a Committee meeting following the relevant General Meeting) shall be conclusive evidence without any further proof of the facts stated in those minutes.

7. **Membership and Subscription**

7.1 Membership shall be open to any person or Corporate subscriber who supports the aims of the Friends.

7.2 Membership may be refused or revoked by the Committee with the affected person or Corporate subscriber having a right to attend the meeting with a companion and the right to speak. If the membership is refused/revoked the person or Corporate subscriber affected has rights of appeal to, speaking at and attendance at the next general meeting.

7.3 In recognition of outstanding service to the Friends, Honorary Life Membership may be bestowed by the membership at an Annual General Meeting. Bestowal may be declined. An Honorary Life Member enjoys the same rights and abilities afforded under this constitution as other members except for the requirement to pay an annual subscription.

7.4 The rates and different forms of subscription for the following financial year shall be agreed by the Annual General Meeting. Subscriptions will become due on the first day of each financial year of the Friends; the Membership Secretary shall send a receipt to a member on payment of any non-nil rated subscription, this may be in the form of an electronic acknowledgement or paper receipt. If a nil rate is set for membership then new members can still join and membership continues for all until an Annual General Meeting at which a non-nil rate is set. Non-receipt of an actual non-nil subscription is not a reason for denial of membership where payment can be shown to have been made. Subscriptions shall be deemed only to have lapsed for that year when not paid by the time of the start of the next Annual General Meeting's agenda item for the election of Officers and Committee; thus when an Annual General Meeting is postponed membership continues for however long the postponement lasts.

8. **Funds**

- 8.1 All money raised by or on behalf of the Friends shall be applied to further the aims of the Friends and for no other purpose provided that nothing contained in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Friends or the repayment of reasonable out-of-pocket expenses. No Committee member shall receive any payment save as is authorised by these Rules.
- 8.2 The funds of the Friends shall be held in on-line or High Street banks or building societies licensed to operate in UK by its regulatory authorities and shall be applied as the Committee shall direct in agreement with the Gardens' owners committee representative. The committee shall authorise in writing the Treasurer, and at least two other members of the Committee to have authority to make payments on behalf of the Friends by cheque or electronic means; no two authorised signatories shall be from the same household nor family nor have a conflict of interest arising from some kind of relationship that compromises their independence. All payments must be authorised by not less than two of the authorised signatories.
- 8.3 The Treasurer shall keep proper accounts of the finances of the Friends.
- 8.4 The accounts shall be examined at least once a year by a person appointed by the Committee and not being a member of the Committee.
- 8.5 A statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting along with a signature from the person appointed to examine them.
- 8.6 The financial year shall run from 6th April to the following 5th April.

9. **Means of Participation in Meetings**

- 9.1 The Committee may make arrangements for Members to attend and participate in General Meetings or the Committee or its working party meetings by attendance at a physical meeting place and/or using an Electronic Platform.
- 9.2 A General Meeting or the Committee or its working party meetings may be held: (a) solely as a physical meeting; or (b) by offering Members the option to attend and participate at a physical meeting place or by using an Electronic Platform; or (c) solely as an electronic meeting accessible by using an Electronic Platform.
- 9.3 A Member is present at a General Meeting or the Committee or its working party meetings for the purposes of these Rules if: (a) being an individual, they attend in person; (b) being a body corporate, a Corporate Subscriber Representative attends in that capacity in person; or including in each case, where permitted by the Committee in accordance with these Rules, or by using an Electronic Platform.
- 9.4 Where the Committee decides that Members may attend and participate in a General Meeting or the Committee or its working party meetings by using an Electronic Platform, the notice of meeting given under a Clause above shall set out details of the Electronic Platform for the meeting (and any access arrangements for such Electronic Platform shall be communicated to Members, either in the notice or otherwise).
- 9.5 Details of any physical meeting place, and/or Electronic Platform that shall be stated in a notice of meeting given under a Clause above shall constitute the place of such meeting.
- 9.6 Arrangements shall be made for any documents which are required to be made available for inspection by Members at a General Meeting or the Committee or its working party meetings to be available for inspection (in addition to the principal physical meeting place) and by any Members who attend and participate in the meeting by using an Electronic Platform.
- 9.7 Any persons wishing to attend a General Meeting or the Committee or its working party meetings (whether at any principal physical meeting place, or by using an Electronic Platform) shall be required to comply with any identification procedures and security arrangements as the Committee shall reasonably specify from time to time.

10. **Validity of Acts**

- 10.1 All acts done by the Committee, or any working party or any person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of the Committee or working party or in the election or re-election or appointment of any member of the Committee or working party or person acting as aforesaid or that any person was disqualified from holding office or was not entitled to vote, be as valid as if the Committee or working party had been properly constituted and as if every such person had been duly elected or re-elected or appointed or entitled to vote and, where appropriate, was qualified and had been a Committee Member.

10.2 A resolution in writing signed by all the members of the Committee or any working party shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) any working party duly convened, constituted and held and may consist of several documents (which may be or include Electronic Communications) in a like form each signed by one or more of the respective Members.

11. **Alterations to the Constitution**

No alteration shall be made to this Constitution except by a resolution submitted in writing to the Secretary not less than four weeks before a General Meeting. If such an alteration requires a vote, a majority shall be not less than two-thirds of the members of the Friends present and voting at the Meeting. At least twenty-one days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Friends.

12. **Dissolution**

If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Friends, it shall call an Extraordinary General Meeting of which meeting not less than twenty-one days notice (stating the terms of the resolution to be proposed including arrangement for disposal of any assets remaining after settling all outstanding debts and liabilities) shall be given. A decision to dissolve the Friends shall be confirmed by at least a two-thirds majority of those present and voting.

13. **Adoption**

When this constitution is adopted, those voting in favour of its adoption shall count as the initial membership of the Friends on a nil-rate subscription and shall elect the first set of Officers and Committee and shall set membership rates to apply for the current financial year (which subscription shall fall due at the end of the adoption meeting) and for the following financial years or until the following Annual General Meeting sets a future rate.

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