



The Friends of Mount Edgcumbe Country Park

Registered Charity No. 295261



CONSTITUTION

Constitution Amendment Record

Note: Constitution updates prior to 2017 are unknown, so version number has been set to 1.0 with no account of previous updates

Date	Version No. & Status	Reason for Amendment	Revised Status
4/12/2017	1.0 draft	Annual review	Draft
4/3/2018	1.0	Approved at AGM	Approved
25/11/20	1.1	Annual review	Draft
28/11/20	1.2	Annual review	Draft
4/12/20	1.3	Adding in reasons	Draft for review by committee
25/1/21	CC25.1.21	For review by CC	For upload to CC site showing revisions.
30/11/21	1.4	Annual Review	Draft
28/02/22	1.5	Annual Review	Draft
03/04/22	1.6	Approved at AGM	Approved
10/01/22	1.7	Agreed at committee	Draft
02/04/23	1.8	Approved at AGM	Approved

CONSTITUTION OF THE FRIENDS OF MOUNT EDGCUMBE COUNTRY PARK

Registered Charity Number 295261

1. NAME

The name of the organisation shall be "The Friends of Mount Edgumbe Country Park" (hereinafter referred to as "The Friends").

2. OBJECTS

The object of The Friends of Mount Edgumbe Country Park shall be to preserve and enhance, or assist in the preservation and enhancement of Mount Edgumbe Country Park, Cornwall, for the benefit of the public, as a place of historical, botanical, horticultural, architectural and natural beauty.

In furtherance of the above object but not further or otherwise The Friends through their Executive Committee shall have the following powers:-

- a. Promote and maintain public interest in and use of the present and future Mount Edgumbe Country Park area;
- b. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, event fees, donation and otherwise, provided that The Friends shall not undertake any primary trading activities in raising funds for the charitable object of the organisation;
- c. Provide by way of gifts any amenity or facility acceptable to the Mount Edgumbe Joint Committee (Joint Committee);
- d. Provide such assistance to park officers and other providers offering facilities within the Park as may from time to time prove practicable;
- e. Liaise as necessary with the Joint Committee and other local authorities, government departments and other bodies and organisations in regard to matters affecting Mount Edgumbe Country Park or, where The Friends have expended large sums of money, the provision of such amenities and facilities to the Park;
- f. Represent as far as possible all persons and organisations interested in Mount Edgumbe Country Park and in conjunction with the Joint Committee to encourage the legitimate use of Mount Edgumbe Country Park;
- g. Provide feedback and insight on existing and proposed amenities and facilities at Mount Edgumbe and the allocation and use of these and to urge reconsideration of anything that might restrict the public's full use of amenities and facilities;

- h. Make constructive suggestions from time to time as to the use of Mount Edgcumbe Country Park;
- i. To borrow money or enter into other contracts on behalf of The Friends and, subject to such consents as may be required by law, charge all or any of the property of the Friends;
- j. To do all such other lawful things as shall further the above object.

3. SUBSCRIPTION

Subscription fees, payable on the first day of January in each year, will be as agreed by the Members at a General Meeting. The different types of membership will be as follows:

- a. **Individual persons**
- b. **Family Membership:** up to 2 adults and children under the age of 18
- c. **Joint Membership:** 2 adults resident at the same address
- d. **Life Membership:** 1 adult
- e. **Joint Life Membership:** 2 adults resident at the same address
- f. **Honorary Membership:** Honorary Membership (for life) may be granted to a member who is considered to have provided exceptional service to FoMECP. Nomination can be made by any member and the decision will be taken by the Trustees. A member granted honorary membership will be exempt from payment of the membership fee and their partner will have the same exemption subject to production of a valid membership card. The membership fee paid for the year in which honorary membership is granted will not be re-funded. The honorary member will be presented with a certificate and the granting of honorary membership will be mentioned at the following AGM.

Persons who apply to join after the House has closed to the general public at the season's end will be granted free membership for the remainder of the year with a full year's membership commencing on the following 1 January.

4. DEFINITIONS

- a. In this Constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - a physical meeting
 - a video conference, an internet video facility or similar electronic method allowing simultaneous video and/or audio participation

5. OFFICERS

The Officers of The Friends shall be:

Chairman
Vice Chairman
Secretary
Membership Secretary
Treasurer

and other such Officers as The Friends may from time to time appoint.

6. EXECUTIVE COMMITTEE

- a. Membership of the Executive Committee shall be open to all those who qualify under the Charities Act and are members of the Charity unless co-opted under **Article 6g**.
- b. The Executive Committee shall comprise the Chairman, Vice Chairman, Secretary, Membership Secretary and Treasurer of The Friends and not more than ten other members and representatives of members' organisations/ groups/firms; such members and representatives to be elected at the Annual General Meeting of The Friends.
- c. Term of Office. Officers and Members of the Executive Committee will be elected year by year on an annual basis at the Annual General Meeting.
- d. Nominations for membership of the Executive Committee shall be notified in writing to the Secretary of the Friends by the 1st February in any year. In the event of no nominations or insufficient nominations being received by the Secretary the Annual General Meeting shall be entitled to appoint members to the Executive Committee without prior nomination.
- e. The Secretary shall give notice of meetings to members of the Executive Committee not less than seven clear days before the date of meetings and the Secretary shall keep minutes of the proceedings of all meetings of the Executive Committee.
- f. Minutes of all meetings of the Executive Committee shall be kept securely for the statutory period. At every meeting the minutes of the last meeting shall be read and if confirmed by the meeting shall be signed by the Chairman.
- g. The Executive Committee shall have power to co-opt up to five persons who need not be members and can include ex officio members for service from the date of the next Committee meeting until the next Annual General Meeting of The Friends.
- h. A quorum for a meeting shall consist of 40% of the Standing Executive Committee subject to a minimum of 4 Members, whichever is the greater.
- i. The Executive Committee may appoint and pay such legal, professional and financial advisers as shall from time to time be necessary for carrying out the work of The Friends.
- j. The Executive Committee shall maintain such banking account or accounts in the name of the charity as it thinks fit into such of which as may be appropriate shall be paid forthwith all sums of cash for the time being belonging to The Friends.

- k. All sums of cash at any time standing to the credit of the above-mentioned banking account and not required for immediate working purposes shall be invested by the Executive Committee in the name of the Trustees. Subject to any special trusts attached thereto, any such sum may be invested in securities for the time being authorised by law for the investment of trust funds or in such other investments (including the purchases of freehold or leasehold land) as the Executive Committee shall, on the advice of its financial advisers given at the time of investment, select.
- l. The Executive Committee may receive on behalf of The Friends gifts in the form of materials or money for the general purposes of The Friends and may also receive gifts of materials or money otherwise for any special purpose.
- m. The Executive Committee may from time to time appoint such sub-committees as may be deemed necessary and may determine their terms of reference, powers, duration and composition provided that no sub-committee may be given power to co-opt more than one-fourth of its total membership. Any decision taken by such sub-committee shall be reported back to the Executive Committee as soon as possible.
- n. The management of The Friends shall be vested in the Executive Committee which shall have power to determine any question that may arise on the construction of this constitution and to take such action as the Committee may consider desirable on any matter affecting The Friends not provided for by this constitution.
- o. If for any reason the Chairman's post is relinquished prior to the next Annual General Meeting then the Vice Chairman will assume that post. Should there be no Vice Chairman in post at that time, or the Treasurer's post is relinquished at any time, then a Special General Meeting shall be convened to elect new incumbents to these posts. The Executive Committee shall have the power to elect members to fill any mid-term vacancies for any Officer position other than the Chairman and Treasurer.

7. EXCLUSION FROM MEMBERSHIP OF THE FRIENDS

The Trustees shall have the authority to cancel or refuse membership of The Friends to persons who have in their view undertaken actions that are listed as follows:

- a. Brought The Friends into disrepute
- b. Harassed members of The Friends or members of Park staff
- c. Behaved in a threatening manner to members of The Friends or members of Park staff
- d. Caused damage to property belonging to The Friends or the Park
- e. Contravened the 'Objects' of The Friends

Exclusion will be dealt with in the procedure outlined in the General Policy document of The Friends.

8. MEETINGS OF THE FRIENDS

- a. There shall be an Annual General Meeting of The Friends held between the 1st February and 30th April in each year to deal with the following business:
 - i. To consider the Report of the Executive Committee on the work of The Friends during the previous year;
 - ii. To consider the Treasurer's Report;
 - iii. To elect Officers;
 - iv. To fill, by election, the remaining vacancies on the Executive Committee;
 - v. To consider the Report of the Executive Committee on the review of Policies/Constitution;
 - vi. To deal with any other business of which 21 clear days notice in writing has been given to the secretary, provided that any proposed amendments to this constitution shall only be considered if they have been submitted in writing to the Secretary by the first day of February.
- b. The Friends may meet at such other times as the Executive Committee may consider necessary except that not less than 15 members of The Friends may give 14 days notice to the Secretary requesting him/her to convene a Special General Meeting of The Friends for the purpose of discussing the matter or matters referred to in the notice and the Secretary shall forthwith call a meeting of The Friends.
- c. The Secretary shall give members not less than seven clear days notice in writing of meetings of The Friends and shall keep minutes of the proceedings of all Annual General Meetings or Special General Meetings of The Friends; a copy of the minutes of all Annual Meetings shall be sent to all members.
- d. The quorum for General Meetings of The Friends shall be 10 members (including ex officio members).
- e. Each member of The Friends (but not including ex officio members) shall be eligible to vote at General Meetings of The Friends
- f. Alterations to this constitution shall require the assent of two-thirds of the members present and voting at an Annual General Meeting or Special General Meeting. A resolution for the alteration of this constitution must be received by the Secretary of the organisation at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to clause 2 (objects) clause 8(f) (dissolution) or this clause, until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alterations shall be made which would have the effect of causing The Friends to cease to be a charity in law.

- g. Every matter shall be decided in the first place on a show of hands but the Chairman may order a poll and must do so if it is required by more than five members.

9. FINANCE

- a. The financial year of the Friends shall run from 1st January of each year to 31st December in the same year. The accounts of each year shall be presented to the Annual General Meeting of the following year. The accounts shall be audited or independently examined as appropriate in accordance with charity law requirements for non-company charities.
- b. The Executive Committee may authorise expenditure out of the funds of The Friends for the furtherance of the objects of The Friends.
- c. The Treasurer shall keep proper books of account and shall be responsible for advising and reporting to The Friends and the Executive Committee on all financial matters affecting the activities of The Friends and the Executive Committee. The Treasurer shall have power to give receipts for all moneys paid to him/her on behalf of The Friends and shall administer the funds in accordance with the instructions of the Executive Committee.
- d. The property of The Friends shall be vested in the Members of the Executive Committee. The trustees shall deal with such property as directed by The Friends. Such direction shall be given by a resolution of members of The Friends by a majority of members present at a duly convened meeting. The Secretary's certificate as to the passing of the resolution shall be conclusive.
- e. All proper costs, charges and expenses of the management of The Friends shall first be defrayed out of its income.
- f. The Friends may be dissolved by a Resolution passed by a three-quarters majority of those present and voting at a General Meeting convened for the purpose of which 21 days' notice shall have been given to the members. Such 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 be given or transferred to some other charitable institution 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.