

# THE FRIENDS OF ST GEORGE'S MEMORIAL CHURCH, YPRES

## CONSTITUTION

### **1. NAME**

The name of the Charity is The Friends of St George's Memorial Church, Ypres.

### **2. OBJECTS**

- (a) To promote interest in and knowledge of the history, traditions, life, work and mission of St George's Memorial Church.
- (b) To assist in preserving and maintaining the fabric of the Church, and its associated buildings.
- (c) To make such gifts as will maintain and improve the furnishings of the Church, and enhance the spiritual life of the related British Community, congregation and visitors.
- (d) To ensure that the Memorial aspect of the Church is preserved and cherished.
- (e) To provide a link between the Church and those in the United Kingdom and overseas, who support the Objects as stated above.
- (f) To co-operate with all other relevant bodies for the benefit of the Church and the Ypres British Settlement.
- (g) To do all other things which are conducive to the attainment of the Objects as stated above.

### **3. MEMBERSHIP**

Membership is open to all persons and corporate bodies who support the Objects of the Charity, and who pay the minimum annual subscription, determined by the members at the Annual General Meeting.

### **4. OFFICERS**

- (a) The officers will be the President, Vice-President, Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Secretary. All officers shall serve in an Honorary capacity.
- (b) The President shall be the Bishop of Gibraltar in Europe.
- (c) The Vice-President, Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Secretary shall be elected annually from among the members. This election shall take place at the Annual General Meeting.
- (d) If any Office in (c) falls vacant between two Annual General Meetings, the Committee may fill the vacancy on an acting basis until the next Annual General Meeting.

### **5. COMMITTEE**

- (a) The business of the Charity shall be administered by a Committee elected at the Annual General Meeting, from the members of the Charity.
- (b) The membership of the Committee shall be the Officers in 4(a), together with not less than six ordinary members.
- (c) No person shall be a member of the Committee who is not a member of the Charity.
- (d) The Committee may co-opt not more than three additional members.
- (e) The Committee may confer life membership of the Committee and the Charity on any member who has given distinguished service to the Charity and to the Church.

- (f) Each ordinary member shall be elected for a period of two years.
- (g) Retiring members of the Committee shall be eligible for re-election.
- (h) If a vacancy occurs during the Charity year, the Committee may elect any member of the Charity to fill the vacancy until the next Annual General Meeting.
- (i) A meeting of the Committee shall be quorate if five members are present.
- (j) The Committee shall meet at least twice in each year. Votes shall be decided by a simple majority. When necessary, the chairman of the meeting shall have a casting vote.
- (k) The Secretary shall give written notice of meetings.
- (l) Minutes of all meetings shall be properly kept.
- (m) The Committee shall appoint an Honorary Minutes Secretary, an Honorary Tour (Pilgrimage) Organiser, and an Honorary Investment Adviser. They shall all be ex-officio members.
- (n) The Committee shall be responsible for the preparation of an annual Report on the Charity's activities, and a Statement of Accounts for submission to the Annual General Meeting.

## **6. MEETINGS**

- (a) Annual General Meeting
  1. An Annual General Meeting shall be held each December, on a date of which at least 14 days prior notice shall be given. Votes shall be decided by a simple majority. When necessary, the chairman of the meeting shall have a casting vote. No vote may be cast by proxy.
  2. Five members constitute a quorum.
  3. Auditors shall be appointed, who are remunerated as necessary.
  4. The Investment Adviser shall be confirmed to act for the Charity on a discretionary basis.
  5. The annual subscription, payable by members, shall be determined.
- (b) Extra-Ordinary General Meeting
  1. An Extra-Ordinary General Meeting may be called by the Committee, subject to 14 days prior notice being given to members.
  2. Six members constitute a quorum.
- (c) General Meeting
  1. Notice of a motion to be submitted to a General Meeting of the Charity shall be given in writing to the Secretary not less than 14 days before the date of the meeting. If the motion requires the calling of an Extra-Ordinary General Meeting, at least three calendar months notice must be given.
  2. A General Meeting shall be quorate if six members are present.

## **7. FINANCE**

- (a) The Charity shall maintain a General Account and such other accounts as are necessary.
- (b) The Treasurer shall be responsible for keeping the Accounts, and, in co-operation with the Secretary, making such payments as are authorised by the Committee.
- (c) The Committee may delegate to the Treasurer and the Secretary, authority to make payments for ongoing expenses, without specific referral to the Committee.
- (d) The Investment Adviser shall advise the Treasurer on investment of the Charity's funds.

- (e) No expenditure of more than £20,000 may be made without approval of the Committee, or at the Annual General Meeting.
- (f) Expenditure from the Charity's bank accounts shall be subject to the signatures of any two of the Chairman, Treasurer, Secretary and Assistant Secretary.
- (g) The officers shall be eligible for reimbursement of their postal, telephone and other incidental expenses, including travel. In the case of query, The Chairman, Treasurer or Secretary shall adjudicate.
- (h) The audited Accounts for the year ended 30th June shall be submitted to the Annual General Meeting.

#### **8. NEWSLETTER**

The Charity shall issue a Newsletter to members twice yearly.

#### **9. AMENDMENTS TO CONSTITUTION**

Changes to the Constitution shall require a two thirds majority of the members present at the Annual General Meeting, or an Extra-Ordinary General Meeting, provided that notice of intention to propose such changes has been made at the time of the calling of the said meeting.

#### **10. INTERPRETATION OF ARTICLES OF THE CONSTITUTION**

- (a) If any difference of opinion on the interpretation of these Articles arises at a Committee meeting, or a General Meeting, the matter will be determined by the chairman of the meeting.
- (b) If any query arises on the interpretation of these Articles between meetings, the matter shall be determined by the Chairman.

28<sup>th</sup> November, 2016