

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 Membership 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 Membership 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, and not more than 12.
- (c) No person shall be an **elected** 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 Committee 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 Investment Adviser; all should be ex-officio members, who are appointed by the Committee but not elected.
- (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.
- (o) The Priest in Charge of St George's shall be an ex-officio member.

6. MEETINGS

- (a) Annual General Meeting
 1. An Annual General Meeting shall be held within seven months of the end of said Charity's Financial Year, and 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. Six members constitute a quorum.
 3. Auditors shall be appointed, who are remunerated as necessary.
 4. The Investment Adviser shall be appointed 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. 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 and any other nominated officer, making such payments as are authorised by the Committee.

- (c) The Committee may delegate to the Treasurer, the Secretary, or any other nominated officer, 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) In cases of emergency, expenditure may be authorised jointly by three from the Chairman, Vice-Chairman, Secretary and Treasurer, and reported to the Committee at the next Committee meeting
- (f) 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.
- (g) 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 at least 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, after consultation with, and agreement by, at least two officers of the Committee.

11. WINDING - UP OF THE CHARITY

(a) The Charity may be dissolved by a two thirds majority of members voting at an Annual General Meeting or Extra-Ordinary General Meeting of the Charity, and confirmed by a simple majority of members voting at a further Extra-Ordinary General Meeting, held not less than 14 days after the previous Meeting.

(b) On winding-up, any money or property, after payment of debts, must be given to a charity with similar purpose to this one.

24th September, 2019