

The Friends of Abingdon
Registered Charity No 225880
Rules of the Society as adopted by Annual General Meeting 16th June 2000

(1) NAME

The Society shall be called "The Friends of Abingdon"

(2) ADMINISTRATION

The Trust Property shall be administered by or on behalf of the said Society, subject to the rules and in the manner herein provided

(3) OBJECTS

The objects of the said Society shall be:

- (a) To arouse in all the people of Abingdon and neighbourhood a lively and practical interest in the town and its setting
- (b) To help preserve what is best worth retaining amongst its old buildings and to encourage new building worthy of its civic traditions and character, and
- (c) For the purpose of carrying the above mentioned objects into effect but without limiting the generality thereof
 - (i) To hold acquire, by purchase or otherwise, restore and maintain lands or buildings of historic or architectural interest or of natural beauty, to make such grants of money or otherwise to assist in the restoration or maintenance of such lands or buildings or in the erection of new buildings, and so far as may be consistent with the use or occupation of such lands or buildings to make the same available for the instruction and recreation of the people of Abingdon and the neighbourhood and of the general public
 - (ii) To sell lease mortgage or exchange such lands or buildings and to use the proceeds of such sale lease mortgage or exchange for the purposes of the said Society and
 - (iii) To promote meetings lectures discussions and such cultural or other activities as shall promote the dissemination of historical artistic and aesthetic interest and knowledge

(4) MEMBERSHIP, SUBSCRIPTIONS AND VOTING

- (a) Membership of the Society shall be open to any person resident in or interested in the Town of Abingdon and its environs
- (b) There shall be the following classes of membership
 - (i) Ordinary Members
 - (ii) Life Members
 - (iii) Family Members i.e. parent or parents and their children under 18. Each parent shall have the same rights as an Individual member, ie the family can have two votes.
 - (iv) Junior Members, being persons under the age of 18 years
 - (v) Corporate Members, being societies, associations, educational institutions or businesses, recognised by the Executive Council as corporate members whether they are legal corporations or not. A body which is a Corporate Member of the Society shall have the same rights as one Individual member, ie having one vote.
- (c) The rate of subscription payable by each class of member shall be such as shall be recommended from time to time by the Executive Council and approved by a general meeting
- (d) Voting at a general meeting shall be limited to members who have paid their current subscriptions as follows:
 - (i) Each ordinary member and each life member one vote
 - (ii) Each parent in a Family Membership one vote
 - (iii) Each corporate member one vote to be cast by an accredited representative
- (e) The Secretary shall not be obliged to send notices of meetings to any member whose subscription is more than three months in arrears
- (f) The rights and privileges of members shall be determined from time to time by resolution of the Council notified to members in the next following newsletter

(5) PRESIDENTS AND VICE-PRESIDENTS OF THE SOCIETY

A President and such number of Vice-Presidents as the Society may from time to time determine may be elected at a General Meeting of the Society, to serve for periods as determined by the meeting. The President and in his absence a Vice President may take the Chair at all General Meetings of the said Society

(6) OFFICERS

The Officers of the said Society shall be a Chairman, a Vice-Chairman, a Treasurer and a Secretary, who shall retire annually but shall be eligible for re-election at the Annual General Meeting. The Chairman and in his absence the Vice-Chairman shall take the chair at all meetings of the Executive Council. No person shall at the same time hold more than one of the offices of Chairman of the Council, Treasurer, and Secretary. The Chairman and Vice Chairman of the Council shall not be paid anything for their services but the Treasurer and Secretary may either be appointed to act without any salary or at such salary and upon such terms as to notice and otherwise as the said Society may think fit. The President and Vice-Presidents may attend any meeting of the Executive Council, but shall not vote at such a meeting.

(7) TREASURER

The Treasurer shall receive give receipts for and pay into the Banking Account of the said Society all subscriptions of members donations and other monies payable to the Trustees or Trustee or the said Society. He shall make such payments for rent rates taxes wages and other outgoings as the Council shall from time to time determine. He shall keep the accounts of the said Society and present at the Annual General Meeting a Statement of Account and Balance Sheet, in a form satisfying the requirements of the Charities Acts showing the income and expenditure of the said Society for the preceding year which for this purpose shall end on the Thirty first day of December. He shall produce for inspection at such meeting and when required to do so by the Council the Bank Passbook sheets of the account of the said Society

(8) SECRETARY

The Secretary shall attend and keep minutes of all General Meetings of the said Society and meetings of the Executive Council and shall issue all notices and conduct the correspondence of the said Society

(9) MEETINGS OF MEMBERS

- (a) An Annual General Meeting of the members shall be held in or about June of each year. Ordinary General Meetings of the members may be held at any time by direction of the Council.
- (b) A Special General Meeting shall be held within twenty-eight days of the delivery to the Secretary of a written requisition signed by at least ten members whose subscriptions are fully paid up and stating the purpose for which such meeting is required
- (c) General Meetings may be held at such time and place as the Council may determine

(10) AGENDA FOR GENERAL MEETINGS

The Agenda for General Meetings shall be settled by the Chairman but shall include any matter which any member may desire to bring before the said Society of which notice shall have been given to the Secretary not less than fourteen days before the date of the Meeting. At the Annual General Meeting and Special General Meetings no business shall be transacted except such as is contained in the Agenda but at other meetings such business may be transacted if a majority of the members present consent

(11) NOTICE OF GENERAL MEETINGS

- (a) At least twenty-one days notice in writing shall be given to all members of the Annual General Meeting and of any Meeting called at the request of members
- (b) Such notice shall be deemed to have been duly given if sent by prepaid post or otherwise delivered to the last known address of members.
- (c) Subject to Rule (22) notice of other General Meetings shall be given in such manner and at such time as the Council in their discretion shall consider adequate
- (d) The Agenda for all General Meetings shall either (i) accompany or be contained in such notice or (ii) be available to members at the offices of the Society not less than seven days before the meeting

(12) EXECUTIVE COUNCIL

- (a) The Trust property shall be administered and the business of the Society shall be conducted by an Executive Council in accordance with any standing orders made from time to time and approved by a general meeting
- (b) The Executive Council shall consist of the following members
 - (i) The officers of the Society i.e. the Chairman the Vice Chairman the Secretary and the Treasurer
 - (ii) Any Custodian Trustees appointed under Rule 21 before the adoption of these revised Rules
 - (iii) Ten members to be elected at the Annual General Meeting of whom five shall retire annually in rotation but shall be eligible for re-election
- (c) Subject to any Standing Orders in force for the time being and to such directions as may be given by a general meeting from time to time the Executive Council shall have the following powers:
 - (i) To manage and control the affairs of the Society
 - (ii) To give directions to any Custodian Trustees as to the control and disposition of the property of the Society
 - (iii) To appoint such Committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary of each committee shall be appointed by the Executive Council and all actions and proceedings of each committee shall be reported to and confirmed by the Executive Council as soon as possible. Members of the Executive Council may be members of any committee. Committees shall be subordinate to and may be regulated or dissolved by the Executive Council
 - (iv) To appoint officers to fill casual vacancies occurring between General meetings of the Society
 - (v) To recommend to the Annual General Meeting the various rates of subscriptions for the ensuing year
 - (vi) SUBJECT to the approval of a General Meeting to amend any Standing Orders from time to time PROVIDED ALWAYS that the Council shall not: (a) Authorise or incur expenditure in any financial year exceeding the sum last set by an Annual General Meeting unless such expenditure has been authorised by a General Meeting. (b) Direct the sale letting mortgaging pledging or other dealing with the lands or buildings of the Society or any part of them without the authority of a General Meeting (c) Do anything which might involve the Charity Trustees or Custodian Trustees in a breach of Trust
 - (vii) To co-opt further members, who shall attend in an advisory and nonvoting capacity
 - (viii) To fill up to three casual vacancies occurring among members of the Executive Council between General Meetings of the Society

(13) MEETINGS OF EXECUTIVE COUNCIL

The Executive Council shall meet as often as they consider necessary but at least once a quarter and a Special Meeting may be summoned at any time by the Chairman or at the request of two or more members of the Council. In the absence of the Chairman or Vice-Chairman the Chair shall be taken by such member as the members present elect

(14) NOMINATION AND RETIREMENT

No person shall be elected as President or Vice-President nor as a member of the Executive Council unless he or she has accepted nomination and unless a nomination in writing signed by two members of the said Society shall have been received by the Secretary at least fourteen days before the Annual General Meeting. Retirement shall in all cases take effect at the conclusion of the Meeting at which the persons concerned are due to retire

It shall be the duty of any person proposed for election as an officer or member of the Executive Council to declare any disqualification under the Charities Acts against becoming or continuing as a charity trustee

It shall be the duty of any member who is in any way directly or indirectly interested financially or professionally in any item discussed at any meeting of the Society (including any meeting of any Committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) or vote thereon

The above numbers of members shall include the President and Officers and they shall be present when the Chair is taken but no meeting shall become incompetent to transact business for want of a quorum arising not less than one hour after the Chair is taken

(15) QUORUM AND CASTING VOTE

The number of members required to constitute a quorum shall be:

- (a) At a General Meeting - twelve
- (b) At a Special General Meeting summoned at the request of members - twenty
- (c) At a meeting of the Executive Council - five

The above numbers of members shall include the President and Officers and they shall be present when the Chair is taken but no meeting shall become incompetent to transact business for want of a quorum arising not less than one hour after the Chair is taken. In case of an equality of votes on any question at any Meeting of the said Society or of the Executive Council the Chairman shall have a second or casting vote

(16) INVESTMENTS

All moneys at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Executive Council in or upon such investment, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Council

(17) POWER TO SELL LET OR BORROW

The said Society shall have power by resolution passed at a General Meeting with such consent (if any) as may be required by law to sell let on lease or license the use of the said lands and buildings or any part thereof or with such consent as aforesaid to borrow money on the security of the lands buildings or other property of the Trust or to mortgage charge or pledge the same provided that the proceeds of such sale letting or user and all monies borrowed shall be applied and used for the purposes of the said Society and upon the trusts herein declared and not otherwise. A notice in writing that such a resolution has been passed signed by the Secretary shall be sufficient evidence that such resolution has been duly passed and the Trustees or Trustee shall sell let assign or otherwise deal with the lands buildings funds investments or property intended to be sold assigned let mortgaged charged or pledged so as to give effect to such resolution

(18) APPLICATION OF CAPITAL AND OF MONIES RECEIVED

(a) The said Society shall have power by a resolution passed at a General Meeting to raise out of the capital of the Fund such sum or sums as may from time to time be required for the furtherance of their objects as herein declared or (notwithstanding anything contained in Clause 16 hereof) to treat as income and apply in furtherance of such objects any sums which may from time to time be received by way of donations subscriptions interest on investments or otherwise for the said Society

(b) Save as is provided in Clause (6) members of the said Society shall not receive payment either direct or indirect for their services or for other than legitimate expenses incurred in its work

(19) BANKING ACCOUNT

A Banking Account shall be kept in the name of the said Society at such Bank as may from time to time be determined by the Council and all monies of the said Society shall be paid into such account. All cheques to make necessary payments therefrom shall be signed by the Treasurer or Secretary and one other member of the Council on production of vouchers

(20) ACCOUNTS

The Executive Council shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to: (1) the keeping of accounting records for the Society (2) the preparation of the annual statements for the Society (3) the auditing or independent examination of the statements of account of the Society; and (4) the transmission of the statements of account of the Society to the Charity Commission.

(21) TRUSTEES

The officers and members of the Executive Council shall, unless lawfully disqualified from doing so, assume the individual and collective duties of Charity Trustees of the Society for the duration of their term of office

Any freehold and leasehold property acquired by the Society shall, and if the Executive Council directs any other property belonging to the Society may, be vested in Custodian Trustees who shall deal with such property as the Executive Council may from time to time direct Any custodian trustees shall be at least three in number or a trust corporation. The power of appointment of new custodian trustees shall be vested in the Executive Council. A custodian trustee need not be a member of the Society but no person whose membership lapses by virtue of Rule 4 hereof shall thereafter be qualified to act as a custodian trustee unless and until reappointed as such by the Executive Council. The Secretary shall from time to time notify the custodian trustees in writing of any amendment hereto and the custodian trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the custodian trustees in their duties (including the proper charge of a custodian trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

For the purposes of these Rules all references to Trustees shall be interpreted as applying to the Charity Trustees, unless specifically stated otherwise.

(22) ALTERATION OF RULES

The said Society shall have power to make alter or rescind any rules with reference to the matters aforesaid as to which duties or powers are vested in them provided that no rule shall be made altered or rescinded otherwise than at an Annual or Special General Meeting of the said Society and by a two-thirds majority of the members then present and voting and provided further that notice containing full particulars of the proposed rule alteration or rescission shall have been sent in writing to the Secretary not less than twenty-eight days before the meeting. Notice of such General Meeting shall include either full particulars of the proposed changes or a summary thereof. In the latter case full particulars shall be available to members at the offices of the Society at least seven days before the meeting.

(23) CUSTODY OF DEEDS

The originals, or in the absence of originals the best available copy, of the Deed of 1953 and any supplemental Deeds and all other Title Deeds and Documents of Title relating to the property and investments constituting the Trust Property shall be kept in the custody of the Society's bank for the time being. The bank shall, on the production of a written request signed by three charity trustees who are authorised signatories for the banking account, produce the same for inspection or removal by the Trustees

The Secretary shall maintain a duplicate set of photocopies of said documents and shall produce them or provide photocopies at the request of the Executive Council or any fully paid up member of the Society.

(24) ANNUAL REPORT

The Executive Council shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

(25) ANNUAL RETURN

The Executive Council shall comply, where appropriate, with their legal obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

(26) WINDING UP

The Society may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous Meeting. The motion for the dissolution of the Society shall be referred to specifically when notice of the Meeting is given.

In the event that a decision to dissolve the Society is taken and confirmed, the trustees shall send copies of all relevant resolutions to the Charity Commission, and comply with any directions given by the Commission. The available funds of the Society shall be transferred to such one or more charitable institutions having objects similar to those hereinbefore declared as shall be chosen by the Executive Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. On dissolution, the minute books and other records of the Society shall be deposited with a local archive to which researchers and the public have access.

(End of the Rules of the Society)