

**THE FRIENDS OF THE IVEAGH BEQUEST KENWOOD
CONSTITUTION
AS APPROVED BY THE ANNUAL GENERAL MEETING IN 2012**

NAME

1) The name of the Association shall be the Friends of the Iveagh Bequest, Kenwood. It is herein referred to as 'the Association'.

OBJECT

2) The object of the Association is the education of the public by the promotion, support, assistance and improvement of the Iveagh Bequest, Kenwood, through the activity of a group of Friends.

POWERS

- 3) The Association shall have the power to:
- a) encourage, promote and assist in the formation and development of a group of Friends of the Iveagh Bequest, Kenwood;
 - b) generally further the charitable purposes of the Iveagh Bequest, Kenwood and encourage the development of the facilities afforded by it;
 - c) appoint representatives or delegates to any other body with which the Association may be concerned;
 - d) engage in, support and co-ordinate research, publishing, education, advertising and other work for the furtherance of the above object, providing that no activities of a permanent trading nature shall be undertaken by the Association;
 - e) take any other lawful action to promote the said object.

MEMBERSHIP

4) Full membership of the Association shall be open to all individuals over the age of eighteen years. Non-voting Associate membership shall be open to all individuals under the age of eighteen years. Non-voting Corporate membership shall be open to companies, to include corporate bodies and corporate benefactors, approved by the Council.

OFFICERS

5) At each alternate Annual General Meeting the Association shall elect from amongst the full members of the Association the following Officers:

Chairman
Vice-Chairman
Secretary
Treasurer
Membership Secretary

COUNCIL

6) The Council shall consist of the Officers of the Association together with six other full members of the Association elected at each alternate Annual General Meeting. The Council shall hold office for a period of two years and shall exercise the powers and duties set out in para.10 hereunder. The Chairman and Vice-Chairman of the Association shall be respectively Chairman and Vice-Chairman of the Council.

SUBSCRIPTIONS

7) All subscriptions of the Association shall be such sums as may be fixed in the Annual General Meeting. Annual Membership of the Association runs for a fixed subscription year. Members whose subscriptions are twelve months in arrears shall be automatically excluded from membership.

MEETINGS OF THE ASSOCIATION

8a) **Annual General Meetings.** The Annual General Meeting of the Association, of which at least thirty days notice shall be given to all members by the Secretary, shall be held within fourteen months of the last Annual General Meeting. The business of the Annual General Meeting shall be to receive a report from the Council, to receive the annual accounts and to appoint an Independent Examiner, and to consider any proposal of which twenty-one days notice has been given. In alternate years the business shall also include the election of Officers and other members of the Council.

8b) **Special General Meetings.** The Council may at any time, and shall within thirty days after receiving a request in writing of any ten members, summon a Special General Meeting of which not less than twenty-one days notice shall be given by the Secretary to each member, specifying the business to be transacted. No other business shall be transacted at the Special General Meeting, at which a quorum of twenty-five is obligatory.

ACCOUNTS

9a) All funds and assets in the possession of the Association shall be held, paid and applied as the Council may direct within the Objects of the Association, and pending such direction all funds shall be held in separate bank accounts in the name of the Association with such Bankers as the Council may from time to time direct. All documents and payment of funds shall be sufficiently endorsed by any one of the Chairman, Vice-Chairman or Treasurer, up to a limit directed by the Council; any payment to be made over this limit shall require the authority of any two of the designated signatories; the amount to be reviewed periodically by the Council and amended as deemed necessary.

9b) The accounts of the Association shall be made up to 31 December in each year. The accounts shall be subject each year to an Independent Examination carried out by an Independent Examiner appointed in accordance with this Constitution.

COUNCIL MEETINGS, POWERS AND DUTIES

10a) The Council shall have the general management and direction of the funds and affairs of the Association, and in particular (but without prejudice to the generality of the foregoing):

- i) may nominate representatives or delegates to serve on any other body;
- ii) may pay the whole or any part of expenses of any member in or about the execution of any of his functions and duties on behalf of the Association;
- iii) may make, and from time to time vary, rules not inconsistent with this Constitution;
- iv) may fill casual vacancies from time to time in its membership from amongst the full members of the Association;
- v) may co-opt up to four persons on to membership of the Council for such purposes and such periods as the Council shall determine; such co-options to terminate at the end of the period of office of the Council.

10b) Council meetings shall be held not less than twice in every year. Four members shall constitute a quorum. In the absence of the Chairman and Vice-Chairman, those present may elect a Chairman for the meeting from amongst their number.

INDEPENDENT EXAMINER

11) An Independent Examiner, or any person authorised with a similar function under the rules and guidance of the Charity Commission, shall be elected at the Annual General Meeting to carry out an examination of the annual accounts in accordance with the rules and guidance published from time to time by the Charity Commission. The Independent Examiner may be a member of the Association but may not take an active part in its administration.

ALTERATIONS

12) No alteration shall be made to this Constitution except by and with the authority of a resolution passed by a majority of two-thirds of the members of the Association present and voting at an Annual General Meeting or a Special General Meeting. Any proposal to alter the Constitution must be notified to each member by the Secretary not less than twenty-one days before the meeting at which it is to be considered. No alterations shall be made which would affect the Association's charitable status.

NOTICES

13) Notices to members shall be deemed sufficiently served if sent by ordinary pre-paid post, or by electronic means where this is available and appropriate, to the addresses of the members registered on their subscription forms.

WINDING-UP

14) The Council shall on the winding-up of the Association pay the surplus funds of the Association toward such other charities as the Council shall in its discretion decide, but subject to the approval of the Government Department having jurisdiction of Educational Charities.