

CONSTITUTION

1 NAME

The charity's name is 'The Friends of Old Headington'

2 THE PURPOSES OF THE CHARITY ARE

to preserve the rural amenities and village charm of Old Headington and to seek to prevent the village succumbing to urban pressures. It shall work actively to encourage and foster the preservation of the character of the village. At the same time, acknowledging that change is ever with us, the charity shall seek to ensure, when change is being considered, that if made, it is effected only in a sympathetic fashion. The charity shall work in cooperation with the Oxford City Council, the Oxford Preservation Trust and such organisations and individuals as may from time to time be appropriate.

3 TRUSTEES

The charity shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity.

4 CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- (1) raise funds, receive grants and donations
- (2) apply funds to carry out the work of the charity
- (3) cooperate with and support other charities with similar purposes
- (4) do anything which is lawful and necessary to achieve the purposes

5 MEMBERSHIP

The charity shall have a membership.

People aged 18 or over who support the work of the charity, who live in the district or environs of Old Headington Conservation Area, and such others as the trustees may in their absolute discretion agree, after an application to join has been received by the secretary, shall be entitled to be members of the charity.

The rights of a member including the right to vote at General Meetings may be exercised only after the annual subscription has been paid, to be evidenced by the production by the member of his/her membership card of the charity for the then current year. Members shall be eligible to be elected to the trustees and shall be entitled to all such information and advice within the ambit of the aims of the charity as the trustees may in their absolute discretion supply. The payment of the annual subscription shall entitle each individual

member to attend functions upon production of a current membership card and entitle the member to vote at meetings.

Once accepted by the trustees, membership lasts for one year and may be renewed. The trustees will keep an up-to-date membership list.

The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and may be accompanied by a friend.

6 ANNUAL GENERAL MEETING (AGM)

- (1) The AGM must be held every year, not sooner than 11 months and not later than 15 months after the previous meeting, with 14 days' notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.
- (2) There must be at least twenty members present at the AGM.
- (3) Every member has one vote.
- (4) The trustees shall present the annual report and accounts. The treasurer shall present the duly audited statement of the charity's accounts for the previous year for approval and adoption. The charity's financial year shall run from 1 January to 31 December. At every such meeting a member of the charity, not being a member of the trustees, shall be elected to serve as auditor for the ensuing year.
- (5) Any member may stand for election as a trustee.
- (6) Members shall elect between five and nine trustees, each to serve for two years. They will retire at the AGM when this period expires, but may stand for re-election.
- (7) Nominations for trustees shall be received by the secretary up to seven days prior to the commencement of the AGM. Every nominee shall be proposed and seconded, and each must have given their prior written consent to be nominated.

7 TRUSTEE MEETINGS

- (1) Trustees must hold at least three meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. If for any reason the post of secretary or treasurer shall fall vacant during a period of office, the remaining trustees shall elect a successor to act until the next AGM. The trustees shall also have power to fill any other vacancy. Trustees may act by majority decision.
- (2) At least one half of the trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- (3) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (4) During the year, the trustees may appoint up to two additional trustees. They will stand down at the next AGM.
- (5) The trustees may make reasonable additional rules to help run the charity. These rules and any changes to them shall be reported by the trustees to the membership at the next AGM. These rules must not conflict with this constitution or the law.

- (6) The trustees shall have power to invite anyone it pleases for the purpose of giving expert advice.
- (7) In the event of an equality of votes at a trustees' meeting, the chair of the meeting shall have a second or casting vote.

8 MONEY AND PROPERTY

- (1) Money and property must be used only for the charity's purposes.
- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) Trustees may not receive any money or property from the charity, except to refund reasonable out-of-pocket expenses.
- (4) Money must be held in the charity's bank account. All cheques must be signed by two trustees.

9 GENERAL MEETINGS

If the Trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision.

Trustees must also call a General Meeting if they receive a written request from 25 members.

All members must be given 14 days' notice and told the reason for the meeting and/or supplied with an agenda. All decisions require a majority of at least two-thirds of the members voting. Minutes must be kept.

There must be at least twenty members present at a General Meeting.

- (1) **Winding up** - if at any General Meeting a resolution for the winding up of the charity shall be passed by a majority of the members present and at another General Meeting held not less than six weeks thereafter (of which not less than three weeks' notice shall have been given to members) and at which not less than one half of the members shall be present, that resolution shall be confirmed by two-thirds of the members voting thereon, the trustees shall thereupon or as may otherwise be specified in the resolution, proceed to realise and distribute the assets of the charity, having first discharged all the liabilities, in such manner as shall have been specified in the resolution and if not so specified the net assets shall be passed to such charity or other body as the trustees may in their absolute discretion decide, at the relevant time, has the same or similar objects (*mutatis mutandis*) as those of the charity.
- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity.
- (3) Trustees may also call a General Meeting to consult the membership

- (4) **Proxy voting** - members shall be able to cast proxy votes at general meetings by notifying the Secretary/Membership Secretary, in advance, of their wishes. Proxy voting forms shall be sent to members with the other papers for meetings.
- (5) In the event of an equality of votes at any General Meeting, the chair of the meeting shall have a second or casting vote.

10 NOTICES

Notices may be delivered to members in any manner approved by the trustees, which shall seek to balance the costs of delivery and the charity's limited resources, and no member shall be entitled to object in the event of inadvertent mis-delivery or non-delivery.

11 ANNUAL SUBSCRIPTION

The annual subscription shall be fixed at each Annual General Meeting or at any General Meeting in respect of the succeeding year. Subscriptions shall be due upon the 3rd of January of each year.

12 PRESIDENT AND VICE-PRESIDENTS.

The trustees may invite any member to be the President of the charity and may also invite up to three members to be Vice-Presidents.

13 SETTING UP THE CHARITY

This constitution was adopted on 10 September 2014 by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

Signed

Veronica Hurst

David Cartwright

Robert Grimley

Howard Stanbury

Julie Harrod

Hugh Ferris

Sonya Bhatt

John Clarke