



CONSTITUTION

1. NAME

The name of the group shall be Friends of Mill Road Cemetery located in Cambridge, UK, (hereinafter 'The Friends').

2. OBJECTS

- i) To protect and enhance Mill Road Cemetery for the public benefit as a place of remembrance, spirituality, history and nature,
- ii) To ensure continued public access to, and to increase awareness, appreciation and enjoyment of Mill Road Cemetery within the local community and the wider city,
- iii) To speak and act with the Church authorities (the incumbents of the parishes whose burial grounds comprise Mill Road Cemetery and any Church group or committee established by the incumbents or with their consent to act in the management of the Cemetery), Cambridge City Council and other organisations on behalf of all who care for Mill Road Cemetery as such, particularly those who cherish the memory of one buried there.

3. POWERS

i) The Friends shall have power to employ staff, acquire property and equipment, to raise money (including by applying for and receiving grants) and to do all such lawful things as are necessary for the achievement of its Objects..

ii) The Friends shall respect the nature of the Mill Road Cemetery as consecrated ground and recognise that any works to be carried out within the Cemetery (including its perimeter walls and the access road) require the approval of the person or persons with title to the area concerned (which may be the incumbent(s) or the Bishop of Ely), and it may also be necessary to obtain a faculty from the Consistory Court of the Diocese. The Friends similarly respect the interests of the Cambridge City Council as the body with the legal obligation to maintain the Cemetery.

4. MEMBERSHIP

a) Eligibility:

- i) Membership of the Friends shall be open to all who support the objects of the organisation, regardless of age, sex, religion or sexual orientation, as set out in Schedule 1.

ii) All individual and group members, hereinafter 'Members' and groups shall pay such subscriptions for membership and affiliation fees as determined by The Committee from time to time.

b) Termination:

Members shall cease to be members of The Friends:

- i) if the subscription is not paid,
- ii) if The Committee as defined below votes to end their membership on the grounds that the actions or expressions of opinion of the member are inimical to the attainment of The Friends' objects, provided that the Member concerned or their representative has had the right to be heard by The Committee before the final decision is made,
- iii) if they resign.

5. COMMITTEE

- i) The Friends shall be managed by people directly nominated by and from the membership and elected at the Annual General Meeting to a Committee (hereinafter referred as 'The Committee'). Nominations for the election of Executive Officers shall be given in writing to the secretary at least five working days before the AGM. Such nominations shall be supported by a proposer and a seconder, and the consent of the proposed nominee must first have been obtained.
- ii) The Executive Officers shall be as follows. A Chair, Secretary and Treasurer. Other Officers will be appointed from time to time as deemed appropriate by The Committee (see Appendix X).
- iii) The Executive Officers shall be elected by all those eligible to attend the AGM. In the event of any vacant position having more than one candidate, a secret ballot using the single transferable vote electoral system shall be used. Should any vacancies occur among the Executive Offices, The Committee shall have the power to fill them. Such appointees shall hold office until the next AGM is held.
- iv) The Committee shall be comprised of not fewer than five Committee members and not more than twelve.
- v) In addition to the elected members, The Committee may co-opt up to three members.
- vi) The Committee may also invite people to attend Committee meetings on an *ex officio* basis. Such persons shall not have the power to vote.
- vii) The Committee shall have the power to set up subcommittees or working parties and ad hoc committees consisting of at least one member of The Committee to address specific tasks that may be raised during the lifetime of The Friends. All acts and proceedings of such committees shall be reported back to The Committee to ratify significant actions or agree significant policy.
- viii) The Committee shall have the power to appoint individuals to fill any casual vacancies that may occur. Such appointees shall hold office until the next AGM is held.
- ix) Executive Officers are elected for terms of office as follows:
 - a) Chair for up to three years with the possibility of re-election for one further term of three years.
 - b) Secretary and Treasurer for up to two years with the possibility of re-election.

6. COMMITTEE MEETINGS

- i) The Committee shall meet at least three times a year.
- ii) Notice of the meeting stating the time, date and venue shall be sent by the Secretary or their delegate to all Committee members a minimum of seven days before the date of the meeting.
- iii) The Secretary shall be responsible for the preparation and distribution of agendas and notices of the meetings and for keeping a proper record of minutes.
- iv) Quorum: a minimum of three, or one half of the elected Committee (whichever is the greater) must be present for a Committee meeting to be quorate.
- v) Staff employed by The Friends may attend and address Committee meetings but shall not be entitled to vote.
- vi) Committee meetings shall be conducted according to any rules drawn up and revised as necessary by The Committee.

7. ANNUAL GENERAL MEETINGS

- i) The Committee shall arrange an Annual General Meeting for the purpose of:
 - a) reporting to its members The Friends' activities for the year.
 - b) receipt and approval by membership of The Friends' audited or independently examined accounts.
 - c) accepting resignation of The Committee members.
 - d) electing new Committee members.
 - e) voting on any other motions that members may have submitted.
- ii) The Annual General Meeting shall be held at least once per calendar year.
- iii) Notice of the AGM shall be sent to members no later than 14 days before the date of the meeting. This shall be the responsibility of the Secretary or, in their absence, the Chair. This notice shall give Friends the opportunity to nominate members to The Committee, and to put forward motions or topics for the AGM.
- iv) The Chair of The Committee shall act as Chair at any general meeting. In their absence members present may elect any of The Committee members present to chair the meeting.
- v) Any members of The Friends wishing to include motions at the Annual General Meeting shall be required to submit them to the Secretary at least seven days before the AGM.
- vi) Any motions to be adopted shall require a simple majority of Members present and voting.
- vii) Quorum: a minimum of eight people must be present.

8. SPECIAL GENERAL MEETINGS

The Committee may call a special general meeting of The Friends at any time if at least ten members request such a meeting in writing or via e-mail, stating the business to be considered. The Secretary shall call such a meeting. At least 14 days' notice must be given and the notice must state the business to be discussed.

9. ACCOUNTS/FINANCE

- i) All monies raised by, or on behalf of, The Friends, shall be applied to further the objects of The Friends and for no other purpose.
- ii) The Treasurer shall be responsible for keeping proper books and records of accounts, opening a bank or building society account in the name of The Friends and preparing a statement of accounts for annual general meetings.
- iii) The accounts shall be examined once a year by an auditor or independent examiner.
- iv) The Friends' funds shall be paid into an account operated by The Committee in The Friends' name at such bank or building society as The Committee shall decide. All cheques drawn on the account or other withdrawals must be signed by at least two members of The Committee.

10. COMPLIANCE

The Committee will use its best endeavours to ensure that the policies set out in the Schedules are fully complied with.

11. ALTERATIONS TO THE RULES


- i) Any alterations to this Constitution shall require the approval of two-thirds majority of voting members present at a Special General Meeting or Annual General Meeting.
- ii) Any resolutions for the alteration of the Constitution must be received in writing or via e-mail by the Secretary not less than twenty-eight days before the meeting. The Secretary shall notify Members of the wording of any such resolutions at the time the meeting is called.

12. WINDING UP/DISSOLUTION

If The Committee by a simple majority decides at any time that on grounds of financial difficulties or otherwise it is necessary or advisable to dissolve The Friends then The Committee shall call an Extraordinary General Meeting of all members, giving them at least 14 days' notice, and stating the terms of the resolution to be proposed at the meeting. If the proposed resolution is confirmed by a simple majority of members present and voting at the meeting, The Committee shall have the powers to dispose of any assets held by or in the name of The Friends. Any assets remaining after the satisfaction of any proper debts or liabilities shall be transferred to another voluntary organisation having objects similar to those of The Friends. On dissolution, the minutes and other records of The Friends shall be deposited with the City Council Record Office.

This constitution was adopted as the constitution of The Friends of Mill Road Cemetery at a Public Meeting held at St. Matthew's Church Hall, Cambridge, on 25th October 1999.

Subsequent amendments were made at the Annual General Meeting (AGM) of Friends of Mill Road Cemetery, Salvation Army Centre, Thursday 22nd April 2010 and Tuesday 15 May 2012.

Chair Diana Cook  Cook 15/5/12

Signed

Date May 15th 2012

The Following Schedules are monitored annually at the first committee meeting after the AGM:

- Schedule 1. Equal Opps
- Schedule 2. Data protection and Privacy
- Schedule 3. Child and Vulnerable Adults
- Schedule 4. H and S
- Schedule 5. Environmental
- Schedule 6 Conflict of Interests