

THE FRIENDS OF PENCARROW

CONSTITUTION

1. NAME

The name of the organisation is **'The Friends of Pencarrow'** or such other name as the trustees may from time to time decide with the approval of the Charity Commissioners. The organisation is governed by the law of England and Wales.

2. OBJECTS

- (i) To advance the education of the public in the history of the House and Estate of Pencarrow, Cornwall, by providing exhibitions, lectures and any other charitable means which the trustees determine.
- (ii) To preserve for the benefit of the public the House and Estate of Pencarrow by contributing to the maintenance, repair and restoration of the buildings and gardens.

3. POWERS

In furtherance of the objects (but not for any other purpose) the trustees may:

- (i) raise funds and invite and receive contributions, but in doing so the trustees must not undertake any substantial permanent trading activity and must comply with relevant statutory regulations;
- (ii) buy, take on lease or in exchange, hire or otherwise acquire property, and maintain and equip it for use;
- (iii) sell, lease, or otherwise dispose of all or any part of the property belonging to the charity subject to any consents required by law;
- (iv) support and co-operate with other charities, voluntary bodies and statutory authorities which have similar objects and to exchange information and advice with them. Organise joint fundraising activities with other local charities where the trustees agree to support their objects;
- (v) appoint and constitute such advisory committees as they think appropriate;
- (vi) do all such other lawful things as are necessary for the achievement of the objects.

4. TRUSTEES

- (i) The control and management of the charity shall be vested in seven to a maximum of nine trustees; the chair, the secretary and the treasurer to serve *ex officio* consequent upon their election to office at the Annual General Meeting of the charity together with up to six further trustees also to be elected at the AGM.

- (ii)** The chair of the trustees shall have a second or casting vote when the number of charity trustees voting for and against a resolution is equal.
- (iii)** Ideally, no trustee shall serve for longer than 5 consecutive years. Should a trustee agree to take on the role of one of the three Officers, the length of time previously served on the committee shall not be a consideration. However, at the end of their term as an Officer, which should be a maximum of 5 years, if the number of years served as trustee totals five, not including the years as an Officer, it will be necessary to find a new Trustee. To that end, the trustees will continually seek and encourage other members of the charity to be co-opted onto the committee.
- (iv)** The proceedings of the trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member. The committee shall have the power to co-opt not more than two members to the committee in any one year to fill vacancies on the committee. Any member so co-opted may then stand for election at the AGM if they wish.
- (v)** No person shall act as a trustee whether on a first or any subsequent entry into office until after the signing in the minute book of the trustees a declaration of acceptance and of willingness to act in the interests of the charity.
- (vi)** The trustees may in addition make such rules as they deem necessary for the proper administration of the charity.
- (vii)** A trustee shall not acquire any interest in property belonging to the charity (otherwise than as a trustee of the charity) or receive remuneration or be interested (otherwise than as a trustee) in any contract entered into by the trustees.
- (viii)** The trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two trustees upon not less than four days notice being given to other trustees of the matter to be discussed, but if the matter includes the appointment of a co-opted member then not less than twenty-one days' notice must be given.
- (ix)** The presence of four trustees shall constitute a valid quorum for any meeting of the trustees.
- (x)** If the chair is absent from any meeting, the trustees present shall choose one of their number to be the chair of the meeting before any other business is transacted.
- (xi)** The trustees shall keep minutes of the proceedings of all meetings, filed and kept in a central archive at Pencarrow.
- (xii)** The trustees may appoint one or more sub committees consisting of two or more of the trustees for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the trustees, would more conveniently be undertaken or carried out by a sub-committee, providing that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the trustees.
- (xiii)** A trustee shall cease to hold office if they:

 - (a) are disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (b) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (c) are absent from 3 consecutive meetings, unless agreed by the remaining trustees, and the trustees resolve that their office is vacated;
- (d) notify the trustees a wish to resign (but only if at least three members of the trustees will remain in office when the notification of resignation is to take effect).

5. PRESIDENT

The Friends of Pencarrow shall have a President, a distinguished figure-head, which is an honorary position, acting as an ambassador to the charity. The President is not a Trustee and has no voting role.

Nominations for the President are made by the Trustees.

6. MEMBERSHIP

- (i) Membership of the charity shall be open on application to the Membership Secretary to any person over the age of eighteen interested in furthering its objects and who has paid the annual subscription laid down from time to time by the trustees. Membership shall be deemed to have lapsed if a subscription is not renewed within 4 weeks of expiry date.
- (ii) Members must undertake to exercise their membership rights only in the interests of the charity and not for any private interest they may have.
- (iii) Every member shall have one vote.
- (iv) The trustees may by unanimous vote and for good reason terminate the membership of any individual, providing that the individual concerned shall have the right to be heard by the trustees, accompanied by a friend if necessary, before a final decision is made.

7. MEETINGS

- (i) Annual General Meeting (AGM):
 - (a) There shall be an annual general meeting of the charity which shall be held in the month of March in each year or as soon as is practicable thereafter.
 - (b) The annual general meeting shall be called by the trustees. The secretary shall give at least twenty-eight days' notice of the meeting to all members of the charity. All members of the charity shall be entitled to attend and vote at the meeting.
 - (c) The trustees shall present to the annual general meeting the report and accounts of the charity for the preceding year.
 - (d) Thirty members shall constitute a quorum.
 - (e) At each AGM, all trustees shall retire from office together but they may be re-elected or re-appointed by a minimum two-thirds majority at the meeting. The agenda will have two proposals for voting: (1) voting for

re-instatement of the current trustees en bloc, unless there are nominations which have been received (see next point), when each trustee role will be voted for separately (2) voting for members who are currently co-opted onto the committee.

If necessary, trustees who have completed their term, as defined in section 4 (iii), may also be voted back in for another term if there are no nominations.

- (f) Nominations, together with a seconder, for new trustees or officers must be made in writing (by post or electronic) by members of the charity and be in the hands of the Secretary at least fourteen days before the date of the annual general meeting. These nominations will be taken into consideration in section (e) above during the AGM itself.
- (g) The secretary or other person specially appointed by the trustees shall keep a full record of proceedings at every general meeting of the charity.
- (ii) Extraordinary General Meeting (EGM):
The trustees may call an EGM of the charity at any time if at least ten members request such a meeting in writing (by post or electronic) stating the business to be considered. At least twenty-eight days' notice must be given and the notice must state the business to be discussed. No change can be made to the constitution or of a substantial nature unless there is a quorum present as defined by clause 7 (i) (d).

8. ACCOUNTS

- (i) The funds of the charity, including all donations, contributions and bequests, shall be paid into an account operated by the trustees in the name of the charity at such bank as the trustees shall from time to time decide. All cheques drawn on the account must be signed by two trustees.
- (ii) The funds belonging to the charity shall be applied only in the furtherance of the objects.
- (iii) The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - (a) the keeping of the accounts of the charity;
 - (b) the preparation of annual statements of accounts for the charity;
 - (c) the auditing or independent examination of the statements of accounts of the charity;
 - (d) the preparation of an annual report and its transmission to the Charity Commission.

9. NOTICES

Any notice required to be served on any member of the charity shall be in writing (by post or electronic) and shall be served by the secretary or the trustees on any member either personally or by sending it addressed to such member at his or her last known address, and any such communication so sent shall be deemed to have been received within 3 working days of sending.

10. AMENDMENTS TO THE CONSTITUTION

- (i) The constitution may be altered by a resolution passed by no less than two thirds of the members present and voting at a general meeting subject to there being present at least 30 members of the charity. The notice of the meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made which would have the effect of making the charity cease to be a charity in law.
- (iii) The trustees must promptly send to the Charity Commission a copy of any amendment under this clause.

11. DISSOLUTION

If the trustees decide that it is necessary or advisable to dissolve the charity, they shall call a general meeting of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the trustees shall have the power to realise any assets held by or on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the charity as the members of the charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the charity must be sent to the Charity Commission.

- **Previous amendments to the original constitution were adopted at General Meetings on 16th March 2016 and 18th March 2020**
- **On 1st November 2023 further amendments were made at an EGM to update, clarify and simplify 15 different points as well as creating a new post of President. More significant changes included changing the number of members constituting a quorum plus rewording the maximum term a trustee can serve and amending the nomination process.**