



Bembridge Friendship Circle

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Charity No: 268522

Constitution of the Bembridge Friendship Circle

1. **Name:** the name of the Club shall be the BEMBRIDGE FRIENDSHIP CIRCLE (hereinafter called 'The Circle').
2. **Object:** the object of the Circle shall be to promote the welfare of the aged in any manner which now is or hereafter may be deemed by law to be charitable, within the parish of BEMBRIDGE (hereinafter called the 'area of benefit').
3. **Membership:** Honorary Officers and Members elected at the Annual General Meeting.
4. **Annual General Meetings:** an Annual General Meeting of the members of the Circle shall be held within six months of the end of each financial year for the purposes of receiving the annual report of the Committee, of considering the audited accounts and of electing Honorary Officers, Auditors and members of the Committee.
5. **Ordinary General Meetings:** the Chairman or the Committee may in their discretion call an ordinary general meeting.
6. **Honorary Members:** at the Annual General meeting the members of the Circle shall appoint a, Chairman, Treasurer, Secretary and such other officers as they may decide. Casual vacancies amongst the officers shall be filled by the Committee until the next annual appointment of officers.
7. **Paid Officers:** the Committee may appoint and dismiss such paid officers as they consider necessary.
8. **The Committee:** the Circle shall be managed by a Committee consisting of the Honorary Officers (Trustees, Secretary and Treasurer) and two members selected at the Annual General Meeting. The Committee may co-opt up to three persons with special knowledge or experience of the needs of the elderly. Co-opted members shall serve for such period as the Committee shall decide and shall be honorary members of the Circle during their term of office.
9. **Procedure at meetings:**
 - I. The Chairman or person presiding at any meeting shall have a second or casting vote
 - II. A quorum at any general meeting of the Circle shall be three and at any Committee meeting shall be three
 - III. The Secretary shall keep minutes of meetings of the Circle and of the Committee
10. **Finance:**
 - I. The financial year shall run from 1st April to 31st March
 - II. The Treasurer shall keep proper accounts of the finances of the Circle
 - III. The income and property of the Circle, whencesoever derived, shall be applied solely towards the promotion of the object of the Circle as set out in Clause 2 and no payment shall be made to any member or honorary officer except the repayment of out-of-pocket expenses by the treasurer as approved by the Committee
 - IV. At the end of each financial year the accounts shall be audited by one independent auditor

11. **Trustees:** the Committee may appoint a custodian trustee or a trust corporation or not less than three persons to hold any property held by or in trust for the Circle or may with the agreement of the Official Custodian for Charities transfer to him personal property (within the meaning of Section 16 (2) of the Charities Act, 1960) so held and make application for an order vesting in him any other property so held.
12. **Dissolution:** if the Committee decides that on the grounds of expense or otherwise it is desirable that the Circle shall be dissolved, it shall call a Special General Meeting of the Circle by giving twenty-one days' notice stating the terms of any Resolution to be proposed thereat. If it is decided at the Special General Meeting by a simple majority of those present and voting that the Circle shall be dissolved, the Committee shall wind up the Circle's affairs. Any assets remaining after satisfaction of any liabilities properly payable thereout shall not be distributed amongst the members but shall be given to such other charitable organisation or organisations for the benefit of the elderly as the Committee shall, with the approval of the Charity Commissioners, decide.
13. **Amendments to the Constitution:** this Constitution may be amended by a Resolution passed by a simple majority of those present and voting at any general meeting of the Circle provided that notice of the meeting in writing, stating the terms of the Resolution to be proposed thereat. Provided that no amendment of Clause 2 shall be made without the approval of the Court or the Charity Commissioners or other authority having jurisdiction under the Charities Act 19.60.

This Constitution was adopted at a meeting held on:

26th July 2018 at Parish Office, Bembridge

Signed: **Chairman**

Signed: **Secretary**