

DATED:

The Association Friends of Holy Trinity Church, Tattershall.

A Charitable Association. Registered Charity Number: XT3932

THE CONSTITUTION originally adopted on the 9th day of February 2007 by the members whose names are set out at the end of this deed was subsequently amended and ratified by the Charity Membership at the Annual General Meeting held on 09.05.07 2008.

1. NAME

The name of the association is The Association of Friends of Holy Trinity Church, Tattershall, (hereinafter called "the Charity") and otherwise known as HTTF or such other name or names as the Trustees may with the consent of the Charity Commission decide.

2. GOVERNANCE & ADMINISTRATION

(a) Subject to the matters set out below, the Charity and its property shall be governed by a Board of Trustees, drawn from individuals of good standing and merit and whose number shall not exceed 6, one being the Rector as ex-officio. (b) Appointments to the Board of Trustees (excepting that of the incumbent Rector as in 2(a)) are by invitation not election and will reflect the needs and aims of the Charity in respect of ecumenical, historic, business and commercial remits. They shall appoint from amongst their number a Secretary. (c) The Trustees shall meet at least once annually following on from the members' Annual General Meeting and may at any time and from time to time draw up such regulations and rules as they shall in their uncontrolled discretion think fit for the administration of the Charity hereby constituted. (d) The Board of Trustees shall produce an Annual Report for submission to the Charities Commission. (e) The day to day administration of the Charity shall be undertaken by an Executive Management Committee which body reports to the Trustees and which shall manage the Charity in accordance with this constitution. (f) A person of suitable standing to be invited to become Patron of the Charity.

3. THE RELATIONSHIP OF THE PAROCHIAL CHURCH COUNCIL.

The Incumbent, Churchwardens and Parochial Church Council (PCC) of Holy Trinity Church, Tattershall retain all their rights (as detailed in the separate Constitution of the PCC) and all Ecclesiastical Law continues to apply to the church of Holy Trinity and its property and surrounds.

4. OBJECTS AND POWERS

4.1 The Charity's objects ("the Objects") are to preserve a place of Christian religion by the restoration, preservation, repair, maintenance, improvement and beautification, for the benefit of the public, of: (a) the Parish Church of Holy Trinity, Tattershall in the Diocese of Lincoln (hereinafter called "the Church") and the Churchyard belonging to the Church and any other buildings, structures and properties which are the responsibility of the Parochial Church Council of the Parish of Holy Trinity (including but not by way of limitation any boundaries, paths, accesses, fences and walls); and (b) the monuments, fittings, fixtures, stained glass, furniture, ornaments and chattels of the Church Properties, whereby in this document the Church, Churchyard and other such structures, buildings and properties are

together called "the Church Properties". 4.2 In furtherance of the Objects, but not otherwise the Charity may: (a) protect from dilapidations, disfigurement, decay, pollution or destruction the Church Properties, subject to Clause 3; (b) encourage public co-operation in the protection of the Church Properties and surrounding areas of natural beauty or interest; (c) collect and disseminate information on all matters affecting the Objects; (d) accept and receive gifts of property of any description for or towards the Objects of the Charity, or for any other purpose approved under the procedures of this constitution, whether subject to any special trusts or not; (e) borrow money or enter into other contracts charging all or any of the property of the Charity (subject to such consents as may from time to time be required by law or by the Trustees of such properties); (f) raise funds by any lawful means and through any lawful activity and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Charity shall not undertake permanent trading activities in raising funds for the Objects unless specifically approved in advance by the Charity Commissions for England and Wales such activities falling properly within the terms of The Charities Act 1993; (g) make grants of money and gifts of other property to the Churchwardens and Parochial Church Council of the Parish of Holy Trinity exclusively for the purpose of the Objects, and generally assist those responsible for the care and maintenance of the Church Properties; (h) invest the monies of the Charity not immediately required for the Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law; (i) buy, take on, lease or exchange any property necessary for the achievement of the Objects and maintain and equip it for use; (j) employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects, and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants; (k) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and exchange information and advice with such organisations; (l) do all such other lawful things as are necessary for the attainment of the Objects.

5. MEMBERSHIP

(a) Initial membership of the Charity shall comprise the signatories of this document (those individuals being also the Founding Trustees and the First Executive Management Committee) who on the 9th day of February 2007 adopted the First Constitution. Future membership of the Charity shall be open to all who are interested in furthering the work of the Charity and who have paid the subscription as laid down from time to time by the Executive Committee. (b) Every member over the age of 18 years shall have one vote. (c) The Executive Committee shall have the right: (i) to approve or reject applications for membership; and (ii) for good and sufficient reason to terminate the membership of any person PROVIDED THAT the member concerned shall have the right to be heard by the full Executive Committee before a final decision is made.

6. FORMATION, COMPOSITION AND POWERS OF THE EXECUTIVE MANAGEMENT COMMITTEE

6.1 The first members of the Executive Committee shall comprise the Founding Trustees and persons whose signatures are set out at the end of this document. Following the first Annual General Meeting the day-to-day management of the Charity shall be in the hands of an elected Executive Committee: (a) only members of the Charity (other than the Member nominated by the Parochial Church Council of the Parish of Holy Trinity under Clause 6.2(a)(ii) and the incumbent Rector as in 6.2a(i)) shall be eligible to serve on the

Executive Committee. (b) nominations for appointment to the Committee must be made in writing to the Executive Secretary at least seven days before the Annual General Meeting in accordance with the procedures laid down by the Charity. 6.2 The Executive Management Committee shall be constituted as follows: (a) no less than 4 and not more than eight members who shall include amongst their number: (i) the Rector ex-officio (in the event of an interregnum that ex-officio position shall be filled by a member of the Ministry Team or the Rural Dean, failing that a Churchwarden of Holy Trinity Church, Tattershall.);(ii) one member of the Parochial Church Council of the Parish of Holy Trinity nominated annually by the Parochial Church Council, who shall not be a Founding Trustee or Trustee; (iii) not less than two and not more than four further ELECTED members one at least of whom should be appointed from nominees separate from the PCC (the Trustees either individually or collectively are not excluded from sitting on or from holding positions in the Executive Committee). 6.3 Election for members of the Executive Committee shall take place at the Annual General Meeting in accordance with Clause 7 (those appointments subject only to ratification by the Board of Trustees). Charity members shall in accordance with the procedures laid down (by nomination and seconding from amongst the elected members of the Committee) then nominate and elect the Honorary Officers (being a minimum of three) and such other Officers as shall from time to time be necessary. (a) The Honorary Officers shall include: (i) the Chair of the Executive Committee (this appointment may be externally advertised provided such appointment is approved first by the Trustees then by the membership at an Annual General Meeting or specially convened Emergency General Meeting and the said appointee becomes a paid-up member of the Charity); (ii) a Treasurer; (iii) a Secretary. (b) The following conditions apply to all members elected to the Committee: (i) election to any Honorary position of the Committee shall be for two years; (ii) after a maximum of 3 years members of the Executive shall stand down; (iii) any previous member may be returned to the Committee provided that a period of 12 clear months has elapsed between one appointment to the Committee and the next; (iv) any casual vacancy in the Committee may be filled without election, such co-opted person holding office until the next Annual General Meeting where they shall be eligible for election and for a three year maximum term beginning from the date of that meeting. (c) In addition to the members elected to the Executive Committee by virtue of Clauses 6.2a(iii) and 6.3b(iv) the Committee may co-opt up to three further persons being members of the Charity who shall serve until the conclusion of the next Annual General Meeting provided that the number of co-opted members shall not exceed one-third of the total membership of the Executive Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Executive Committee. 6.4 The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member. 6.5 The Executive Committee may appoint such special or standing committees as they may deem necessary, and shall determine their terms of reference, power, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Executive Committee who shall report to the Trustees Secretary within 28 days. 6.6 A member of the Executive Committee shall cease to hold office if he or she: (a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; (c) is absent without the permission of the Executive Committee from all their meetings held within a period of 1 year and the Executive Committee resolves that his or her office be vacated; or (d) notifies to the Executive Committee a wish to resign. 6.7 Any member of the Executive Committee who ceases to hold office whether by virtue of Clause 6.6 above or by retirement under Clause 6.3(b)(ii) shall with all other members of the Executive Committee sign a resolution effecting or

confirming the cessation of his membership of the Executive Committee and such outgoing member shall sign any other necessary documents to secure the proper vesting of property of the Charity in the new and continuing members of the Executive Committee. 6.8 Any person who is elected or nominated to be a member of the Executive Committee shall not be deemed validly appointed until he has signed a resolution formally confirming that he accepts such office, that he has read this document and that he accepts he is bound by the same. Signature of this document by the first Executive members shall be taken as acceptance of Executive office under this clause and approval of this constitution.

7. RESPONSIBILITIES OF EXECUTIVE MANAGEMENT COMMITTEE

(a) The Committee and the elected officers of the Charity will act at all times in the interests only of the Charity and its members. The Executive Committee owes a fiducial duty to the Charity and none of its members shall acquire an interest in property or other assets belonging to the Charity (other than as Trustee for the Charity) or receive remuneration or be interested (other than as a member of the Executive Committee) in any permanent contract entered into by the Executive Committee. (b) In performing their collective duties the Executive Committee are vested with the authority to bind the Charity in its day-to-day administration and to make contractual commitments with suppliers, agencies and staff. (c) Additionally the Executive Committee will: (i) meet a minimum of once every quarter; (ii) maintain a Register of Members; (iii) maintain a Register of Management; (iv) observe all statutory requirements for record keeping; (v) register all constitutional changes; (vi) oversee all management and administrative matters pertaining to the Charity.

8. CHARITABLE OBLIGATIONS OF EXECUTIVE MANAGEMENT COMMITTEE

(a) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the keeping of minutes, accounting records, the preparation of annual statements of account, the auditing or independent examination of the statements of account and the transmission of such statements of account to the Charity Commission. (b) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report for approval by the Trustees and its transmission to the Charity Commission.

9. MEETINGS OF THE ASSOCIATION

(a) The first Annual General Meeting of the Charity shall be held not later than the 1st of May 2008 and once in each year thereafter an Annual General Meeting of the Charity shall be held at such time and place as the Executive Committee shall determine. Notification of at least 28 days shall be given by displaying such information on the Church notice board and by such other means as the Secretary thinks fit. The business of the Annual General Meeting shall include the election of Honorary Officers; the election of full members to serve on the Executive Committee; the appointment of an auditor or auditors or an independent examiner; the consideration of an annual report of the work done by or under the auspices of the Executive Committee, a report of the accounts and the transaction of such other matters as may from time to time by law or otherwise be necessary. (b) A Special or Extraordinary General Meeting may be called within 28 days of receipt by the Executive Committee Secretary of written request signed by six members of the Charity.

10. RULES OF PROCEDURE AT ALL MEETINGS

(a) Agenda. An Agenda for any meeting is to be circulated at least seven days prior to the meeting. A copy of the agenda is also to be displayed on the Church notice board. (b) Quorum. (i) There shall be a quorum at any meeting (including Extraordinary General Meetings and Annual General Meetings) of the members of the Charity when at least five members (including Honorary Members of the Executive Committee) are present. (ii) There shall be a quorum at any meeting of the Executive Committee when at least one third of the number of members of that Committee or three of its members, whichever is the greater, are present. (c) Elections. Nominations for election to the Executive Committee must be made in writing at least seven days in advance of any meeting at which voting shall take place. There shall be a Proposer and a Secunder for all such nominations. (d) Voting. Save as otherwise herein provided, all questions arising at any meeting (including the election of the Honorary appointments to the Executive) shall be decided by a simple majority of those present and entitled to vote but in case of an equality of votes the Chairman of the meeting shall have a casting vote. (e) Minutes. Minute books shall be kept by the Secretary to the Trustees, the Honorary Secretary and Secretaries of all other committees and meetings. A record of all proceedings and resolutions shall be made and regarded as final, subject only to approval of the record.

11. FINANCE

(a) The Financial Year of the Association shall be the calendar year. (b) All monies raised by or on behalf of the Charity shall be applied to further the Objects and for no other purpose provided that nothing herein contained shall prevent the repayment to Trustees and Members of the Executive Committee of reasonable out-of-pocket expenses which are to be properly recorded and accounted. (c) The Executive Honorary Treasurer shall keep proper accounts of the finances of the Charity. (d) A bank account shall be opened in the name of the Charity at the Charities Aid Foundation or such bank as the Executive Committee shall from time to time decide. The Executive Committee shall authorise in writing the Treasurer, the Secretary of the Friends and one other member of the Executive Committee to sign cheques on behalf of the Charity. Any cheque must be signed by not less than two of the three authorised signatories. (e) The Annual Accounts shall be prepared in accordance with the Charities Act 1993 and they shall be examined by an Independent Examiner or Auditor as applicable, appointed at the previous Annual General Meeting.

12. CHANGES TO THE CONSTITUTION

Any alteration of this constitution shall receive the assent of not less than two-thirds of the full membership of the Charity for the time being whether present or representatively voting at a meeting specially called for the purpose PROVIDED THAT: (a) notice of any such alteration shall be given by the Executive Secretary and shall have been received by each member of the Charity not less than 28 days before the meeting at which the change is to be proposed; (b) no alteration shall be made which would have the effect of causing the Charity to cease to be a Charity in Law; (c) No amendment may be made to Naming of the Charity, (Clause 1), The Objects (Clause 4), Executive Responsibilities (Clause 7), Executive Obligations (Clause 8), Dissolution (Clause 14) or this Clause without the consent in writing of the Charity Commission; (d) Those members voting at such a meeting shall have been members of the Charity for a full 28 day period prior to the meeting; (e) The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this Clause.

13. CONSTITUTIONAL CHANGE FROM UNINCORPORATED TO INCORPORATED

TRUST

In the event of the Charity realising income over £10,000.00 in any year or in deciding to undertake permanent trading activity or for any other good reason, the Executive Committee may, with the agreement of the membership, seek permission from the Charity Commission to become a Charitable Company limited by guarantee in order to indemnify its liability and to ensure the continued financial stability of the Charity.

14. DISSOLUTION

Should the Trustees decide at any time that on the grounds of expense, or otherwise, it is necessary or advisable to dissolve the Charity it shall call an Extraordinary General Meeting of all members who have the power to vote, for which meeting not less than 28 days notice (stating the terms of the Resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting, the Trustees shall have power to dispose of 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 Holy Trinity Church, Tattershall for work in accordance with the aims of the Charity. A copy of the statement of accounts, for the final accounting period of the Charity shall be sent to the Charity Commission.

15. NOTICES

Any notice may be served by the Executive Secretary on any member by any standard means of communication; any letter posted 1st Class shall be deemed to have been received within five working days of posting and any email or fax shall be deemed to have been received within 24 hours.

16. THE CONSTITUTION WITH REGARD TO LAW

This constitution shall be governed by, and construed in accordance with English and Welsh Law and within the exclusive jurisdiction of the Courts in respect of any matter arising out of or in conjunction with this constitution.

17. CONTACT DETAILS

The listed address for all communications to the Charity shall be: The Association of Friends of Holy Trinity Church c/o 2, Castleview, Tattershall, Lincs LN4 4JD

