



Society of Friends of Malvern Priory

Constitution

Introduction

The Society shall be known as The Friends of Malvern Priory ('The Friends'). Its activities are focused on the preservation of the heritage of Malvern Priory Church founded in 1085 and now incorporating, amongst other important features, some of the finest medieval and Victorian stained glass in Europe. The Priory is a notable attraction to tourists, both from the UK and from overseas, which in turn contributes significantly to the local economy. The church continues to be used for Civic Services and for secular and educational functions.

The Friends was formed in 1949 to draw together a like-minded body of people; 'Friends' who all love the Priory Church and are willing to share in achieving its Mission.

Mission. The Mission of The Friends is to preserve and enhance the ancient beauty of Malvern Priory and to hand on its glories for the future.

Objectives. The Friends was registered with the Charity Commission under charity number 503383 on 13 November 1974 with the objectives 'to maintain the fabric, furnishings and adornment of Malvern Priory. Continuation of this support together with its enhancement remains at the forefront of The Friends objectives.

General

The Friends are governed by a Constitution. The initial Constitution was adopted at the first general meeting on 16 July 1949. This provides for a Council that is responsible for the policy and management of the Friends including decisions relating to grants to the Parochial Church Council (PCC). All the members of the Council are Trustees of the Charity. Since February 1983 the Constitution has also provided for three additional Trustees who are specifically responsible for the management of the Martin Radford Bequest as well as being members of the Council. Day to day management is delegated to the Management Committee comprising the elected Officers of the Friends.

Although The Friends are independent of the Priory, being a separate registered charity, close contact is maintained with the Vicar and the PCC through the Churchwardens who together with the Vicar are ex officio members of the Council. Working with the PCC who request The Friends to make grants, the Council seeks to ensure that grants made to meet the charity objectives are useful, beautiful and long-lasting. While The Friends tend not to be involved with routine maintenance, they may play a major role in funding restoration work and refurbishment.

The Friends raises funds primarily through membership subscriptions, donations, legacies and investments. The Friends hold an annual service and such other gatherings as may be arranged.

The Friends Council

The policy, management and administration of the Society is the responsibility of The Friends Council elected at the AGM and presided over by a Chairman, Honorary Secretary and Honorary Treasurer. It comprises:

- Three elected Officers; Chairman; Honorary Secretary; Honorary Treasurer elected at the Annual General Meeting (AGM). They must not be members of the Priory PCC.
- Three independent 'Radford Bequest Trustees' appointed by the Council (to meet the requirements of the Charity Commission). They must not be members of the Priory PCC.
- Three ex-officio members of the Priory Church (Vicar and two Churchwardens).
- Two ex-officio members nominated by the Priory PCC.
- A maximum of six and not less than four other members elected at the AGM. These may include the ex-officio PCC nominees.

The Council shall meet at least once a year and shall present to the AGM a statement of the activities of The Friends. The accounts presented shall have received an independent examination or audit in line with relevant Charity Commission requirements.

The Council shall act as an advisory body to decide upon the development of the Society and the spending of its funds; it may receive suggestions from the PCC.

In the event of equality in the votes cast at meetings the Chairman shall have a second or casting vote.

Four members of the Council shall form a quorum which, for independence, must not comprise a majority of PCC members.

The Council shall delegate matters of detail and urgency to an Executive Committee, consisting of the Chairman, Honorary Secretary and Honorary Treasurer of the Council, plus two other members of the Council agreed annually at the first Council meeting after the AGM.

Martin Radford Bequest Sub-Committee

The Friends were bequeathed a share of the residue of the estate of Martin Radford who died on 30 January 1982 (the Bequest). It was resolved at the AGM on 3 December 1982 to leave the handling and usage of the Bequest to a Sub-Committee who were appointed to act. These funds are restricted in that they can only be used for the preservation and beautification of the fabric of the church.

Since February 1983 the Constitution has provided for three additional Trustees who are specifically responsible for the management of the Bequest.

The Sub-Committee, comprising the three elected Officers and the three independent Radford Bequest Trustees, is responsible for ensuring the assets of the charity are invested in accordance with this Constitution and the Trustee Act 2000. The overall objectives are to create sufficient income and capital growth to enable the charity, in line with the terms of the Bequest, to carry out its purposes. The independent Trustees may take account of the wishes of the wider Council in forming investment and expenditure decisions.

In the event of equality in the votes cast at Sub-Committee meetings the Chairman shall have a second or casting vote.

A quorum of the Sub-Committee shall comprise two of the elected Officers and two independent Trustees. For independence, this must not comprise a majority of PCC members.

Under the Council minutes of 9 April 1984 the accounts of the Martin Radford Bequest are to be approved by the Sub-Committee.

All actions and proceedings of the Sub-Committee shall be reported to the Council on a regular basis.

The Sub-Committee shall meet at least once a year and shall approve all grants made from the Bequest as being in line with the terms of the Bequest.

Responsibilities of Trustees

The Trustees are responsible for:

- The management and administration of the charity on behalf of its beneficiaries.
- Assessing the major strategic, business and operational risks to which the Charity is exposed, ensuring that systems are established to enable regular reports to be produced so that the necessary steps can be taken to lessen any risks.
- Setting the level of membership subscription.

The Trustees role:

- The Trustees serve as volunteers and receive no payment for their work.
- The Trustees and the way they should be appointed are set out in this Constitution.
- Should The Friends acquire any freehold or leasehold property, this shall be vested in Trustees who shall deal with such property as the Council may from time to time direct. In such an event, it will be necessary to add to the Constitution rules to cover for the appointment and duties of these Trustees.

Election of Officers and Council Members

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the AGM. Nominations must be supported by a seconder and the consent of the proposed nominee must first have been obtained.

The election of Officers shall be completed prior to the election of further Council members.

The Council can co-opt members to fill any vacancies occurring within the year. Co-opted members are not eligible to vote or make up a quorum.

The Chairman shall not serve as Chairman for more than four years continuously.

To ensure a constant flow of new blood and ideas, elected Council members must retire by rotation every four years and cannot serve for more than eight years. In the event of a shortage of volunteers, members should be eligible for re-election.

The Radford Bequest Trustees appointed by Council shall be re-appointed every 5 years.

Meetings

An AGM shall be held in June of each year to receive reports from the Officers, the accounts for the year ended 31 December and to elect Officers and Members of the Council. The accounts are to comply with the Charity's Constitution and the Statement of Recommended Practice 'Accounting and Reporting by Charities' issued in March 2005.

The Council shall decide when ordinary meetings of The Friends are to be held.

Special Meetings of The Friends may be held at the written request of ten or more members.

Membership of The Friends

Life and Annual membership shall be open to all who are interested in actively furthering the purposes of The Friends.

The subscription shall be such reasonable sum as the Council shall determine from time to time.

Annual subscriptions are to be paid on or before 1st October each year. Membership shall lapse if the subscription is unpaid three months after it is due.

Funds and Expenses

The Friends shall raise funds by inviting and receiving from any person or persons whatsoever by way of an annual or life membership subscription, donation or other means, providing that The Friends shall not undertake any permanent trading activities in raising funds for its primary purpose.

The Council shall authorise all proper expenses of administration and management out of the funds of The Friends.

All funds belonging to The Friends and not required for immediate application for its purposes shall be invested by the Council as it may think appropriate.

It is the policy of the charity to maintain funds at a level to provide sufficient reserves to fund the ongoing repairs and maintenance of the Malvern Priory in accordance with the Mission and Objectives of the charity and in line with any plans it agrees. Also to fund the governance costs of the charity.

Amendments

The Constitution may be amended by a two-thirds majority of fully paid-up members present at an AGM or Special General Meeting of The Friends provided that:

- 28 days notice of the proposed amendment has been given to all members.
- Nothing herein contained shall authorise any amendment the effect of which would be to cause The Friends at any time to cease to be a Charity in law.
- No amendment shall be made to the mission or objectives of The Friends as defined above, the rules for winding up The Friends or to this clause covering amendments until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

All changes are to be registered by the Charity Commissioners.

Dissolution of The Friends

In the event of The Friends being dissolved the funds and any other assets owned by The Friends at the date of dissolution shall be handed over to the Malvern Priory PCC to be used by the PCC for the fabric, furnishing and adornment of the Priory.