

# Friends of the Porter Valley Constitution

## 1 Name

The name of the Association is **Friends of the Porter Valley**, Sheffield (“the Charity”)

## 2 Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the Trustees of the Charity, constituted by clause 7 of this constitution (“the Board of Trustees”).

## 3 Objects

The Charity’s objects (“the objects”) are to promote the conservation, protection and restoration, for public benefit, of the natural and physical environment within the Porter Valley, Sheffield.

## 4 Powers

In furtherance of the objects, but not otherwise, the Board of Trustees may exercise the following powers:

- i) To raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law:
- ii) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them:
- iii) To establish or support any charitable trusts, associations or institutions formed for all or any of the objects:
- iv) To appoint and constitute such advisory committees as the Board of Trustees may think fit:
- v) To do all such other lawful things as are necessary for the achievement of the objects.

## 5 Membership

- i) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Board of Trustees.
- ii) Every member shall have one vote.
- iii) The Board of Trustees may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.

*Adopted on the 21st day of March 1995 - Amended on 24<sup>th</sup> day of August 2022*

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## 6 Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

## 7 Board of Trustees

- i) The Board of Trustees shall consist of not less than 5 members nor more than 15 members being:
  - a) The honorary officers specified in the preceding clause:
  - b) Not less than 2 and not more than 12 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- ii) The Board of Trustees may in addition appoint not more than 3 co-opted members but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board of Trustees and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- iii) All the members of the Board of Trustees shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- iv) The proceedings of the Board of 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.
- v) Nobody shall be appointed as a member of the Board of Trustees who is aged under 18, or who would if appointed be disqualified under the provisions of the following clause.

## 8 Determination of Membership of Board of Trustees

A Trustee shall cease to hold office if he or she:

- i) Is disqualified from acting as a member of the Board of Trustees by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision):
- ii) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs:
- iii) Is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated: or
- iv) Notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

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## 9 Trustees not to be personally interested

No Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by Board of Trustees.

## 10 Meetings and proceedings of the Board of Trustees

- i) The Board of Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Board of Trustees upon not less than 4 days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- ii) The chairman shall act as chairman at meetings of the Board of Trustees. If the chairman is absent from any meeting, the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- iii) There shall be a quorum when at least one third of the Trustees are present at a meeting.
- iv) Every matter shall be determined by a majority of votes of the Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- v) The Board of Trustees shall keep minutes of the proceedings at meetings of the Board of Trustees and any sub-committee.
- vi) The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- vii) The Board of Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.

## 11 Receipts and expenditure

- i) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two Trustees.
- ii) The funds belonging to the Charity shall be applied only in furthering the objects.

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## 12 Property

- i) Subject to the provisions of sub-clause ii) of this clause, the Board of Trustees shall cause the title to:
  - a) All land held by or in trust for the Charity which is not vested in the official Custodian for Charities: and
  - b) All investments held by or on behalf of the Charity:  
to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.
- ii) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Board of Trustees may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board of Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

## 13 Accounts

The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- i) The keeping of accounting records for the Charity;
- ii) The preparation of annual statements of account for the Charity;
- iii) The auditing or independent examination of the statements of account of the Charity; and
- iv) The transmission of the statements of account of the Charity to the Commissioners.

## 14 Annual Report

The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## 15 Annual Return

The Board of Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

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## 16 Annual General Meeting

- i) There shall be an annual general meeting of the Charity which shall be held in the month of November in each year or as soon as practicable thereafter.
- ii) Every annual general meeting shall be called by the Trustees. Members of the Charity shall be given at least 21 days' notice of the annual general meeting. All the members of the Charity shall be entitled to attend and vote at the meeting.
- iii) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- iv) The Board of Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- v) Nominations for election to the Board of Trustees must be made by members of the Charity in writing and must be in the hands of the secretary of the Board of Trustees at least 14 days before the annual general meeting. Should nomination exceed vacancies, election shall be by ballot.

## 17 Special General Meetings

The Board of Trustees may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## 18 Dissolution

- i) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- ii) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- iii) The Trustees must apply any remaining property or money: (a) Directly for the object; (b) By transfer to any charity or charities for purposes the same as or similar to the Charity; (c) In such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- iv) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- v) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).

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- vi) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

This constitution was amended on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed:

G. Jones (Secretary)

A. le Sage-Cridland (Chairman)

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