

**FRIENDS OF PAGHAM HARBOUR LNR**

**CONSTITUTION**

**PART 1**

- NAME:** 1. The name of the organisation shall be '**FRIENDS OF PAGHAM HARBOUR**' (*abbreviated to **FoPH***) an autonomous body managed by a Committee (as defined in Part 3).
- OBJECTS:** 2. For the benefit of the public to conserve and assist in the conservation of all forms of wildlife, flora and fauna and Pagham Harbour Nature Reserve (the Nature Reserve) and to advance the education of the public in all flora and fauna and all matters relating to the Nature Reserve.
- POWERS:** 3. In furtherance of the said objects the Committee shall have the following powers to:-
- (a) Provide voluntary assistance to the warden in the running of the Nature Reserve.
  - (b) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payments of pensions and superannuation to or on behalf of employees and their widows and other dependants.
  - (c) Establish where necessary local branches (whether autonomous or not).
  - (d) Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
  - (e) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and the useful results thereof.
  - (f) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
  - (g) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
  - (h) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by Friends of Pagham Harbour.
  - (i) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets, or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
  - (j) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of Friends of Pagham Harbour.
  - (k) Make regulations for any property which may be so acquired.
  - (l) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of Friends of Pagham Harbour.

- (m) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed necessary.
- (n) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT Friends of Pagham Harbour shall not undertake permanent trading activities in raising funds for the said objects.
- (o) Invest the moneys of Friends of Pagham Harbour not immediately required for the said 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.
- (p) Do all such other lawful things as are necessary for the attainment of the said objects.

## **PART 2**

### **MEMBERSHIP**

1. *The following categories of membership shall be available:*
  - (a) Single membership is open to any person over the age of 18.
  - (b) Joint membership is open to any two persons over the age of 18 sharing a postal address and receiving shared communications, e.g. newsletters and notification of General Meetings.
  - (c) Family membership is open to any parents over the age of 18 sharing a postal address and receiving shared communications, e.g. newsletters and notification of General Meetings, and entitles their children to attend meetings.
  - (d) Junior member up to the age of 18.
  - (e) Corporate Membership is open to organisations that are approved by the Committee.
  - (f) The committees shall be empowered to grant Honorary Membership.
  - (g) Annual subscriptions shall be determined at the Annual General Meeting (AGM).
2. **TERMINATION OF MEMBERSHIP:** *Membership is terminated if:*
  - (1) *the member dies or, if it is an organisation, ceases to exist.*
  - (2) *The member resigns by written notice to the FoPH unless, after the resignation, there would be less than two members.*
  - (3) *Any sum due from the member to the FoPH is not paid in full within six months of falling due.*
  - (4) *The member is removed from membership by a Resolution of the Trustees that it is in the best interests of the FoPH that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:*
    - (a) *the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the Resolution will be proposed and the reasons why it is to be proposed;*
    - (b) *the member, or, at the option of the member, the*

*member's representative (who need not be a member of the FoPH) has been allowed to make representations to the meeting.*

3. **SUBSCRIPTIONS:** *Annual subscription rates shall be determined at the Annual General Meeting.*
  - (a) *Life membership shall be available for the 'single' and 'joint' membership categories at twenty times the annual subscription.*
  - (b) *Annual subscriptions shall be due on the 1<sup>st</sup> October of each year.*
  
4. *Members may bring guests to any function of FoPH unless otherwise determined by the Trustees.*

### **PART 3**

#### **COMMITTEE:**

1. The Committee shall consist of seven (7) members elected at the AGM wherever possible representing the following areas of interest:-
  - (a) Local farming interests.
  - (b) Hunston, Mundham and Runcton.
  - (c) Pagham.
  - (d) Sidlesham.
  - (e) Bognor Regis.
  - (f) Selsey.
  - (g) Other Areas
2.
  - (a) The Committee shall co-opt a maximum of three (3) additional members *who shall have voting rights.*
  - (b) The Committee shall co-opt a nominated representative of the Pagham and West Sussex Wildfowling and Conservation Association.
3. At the first meeting of the Committee after the AGM the following officers shall be elected:-
  - (a) Chairman
  - (b) Vice-Chairman
  - (c) Secretary
  - (d) Treasurer
  - (e) *Membership Secretary*
  - (f) *Events, Publicity and Communications Secretary*
  - (g) *Roster Secretary*
  
4. In addition the Committee welcomes the attendance ex-officio of the Nature Reserve *Manager*, Warden and County Council Representatives.

5. In the event of a Committee member resigning during the year the Committee may co-opt a replacement.
6. The Committee welcomes the attendance at Committee meetings of trainee warden(s) and education assistant(s).
7. A quorum of 50% shall be necessary, the Chairman to have a casting vote if necessary; a simple majority otherwise being required.
8. The Chairman shall hold office for a term not exceeding three (3) years.
9. Committee members shall hold office for a term not exceeding three (3) years but may seek re-election for a further term at the end of that time.
10. Minutes of the proceedings at each Committee shall be prepared and distributed by the Secretary and shall be submitted for approval as a true record at the next meeting.
11. Committee meetings shall be held at least three (3) times a year.

#### **PART 4**

#### **ANNUAL GENERAL MEETING**

1. An Annual General Meeting (AGM), shall be held during October. *General meetings are open to all members. Members may vote at General Meetings either in person or, subject to the procedures set out below, by proxy.*  
*Membership entitles each member to one vote. Joint and Family Membership categories shall be recognised as representing two members in each case.*  
*Members may, if they wish, request another person who need not be a member of FoPH to vote on their behalf by notifying the FoPH Secretary not less than two days before the meeting is scheduled of the identity of the representative.*
  - (a) *A person thus standing in for another member may attend the Meeting.*
  - (b) *A member who has thus assigned their vote may attend the meeting but may not vote.*
2. A simple majority of members present shall determine all matters put to the vote on a show of hands – the Chairman to have the casting vote if necessary.
3. The Agenda shall be circulated to all members fourteen (14) days before the date of the meeting.
4. The minutes of the meeting shall be circulated to all members and others (as determined by the Committee) and shall be put to the following AGM for adoption as a true record.
5. All members shall have the right to attend and to speak and vote at the AGM.
6. The business of the meeting shall include:-
  - (a) The approval of the minutes of the previous meeting.
  - (b) The discussion of matters arising from the said minutes.
  - (c) A report by the Chairman of the activities of the Committee during the

previous year

- (d) The adoption of the audited accounts for the previous financial year.
  - (e) The appointment of the Auditor
  - (f) Such other business as may properly be brought before the meeting at the Committee's discretion.
7. A quorum of twenty-five (25) members present shall be required.

#### **PART 5**

#### **FINANCIAL:**

1. *The financial year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.*
2. The Treasurer shall be responsible for finances and shall present audited accounts for approval at the AGM.
3. Authority for signing of cheques shall be determined by the Committee. The Committee shall authorise in writing the Treasurer, the Secretary of the Friends of Pagham Harbour and two members of the Committee to sign cheques on behalf of Friends of Pagham Harbour. All cheques must be signed by not less than two of the four authorised signatories.

#### **PART 6**

#### **MISCELLANEOUS:**

1. All money raised by or on behalf of Friends of Pagham Harbour shall be applied to further the objects of Friends of Pagham Harbour and for no other purpose provided that nothing contained in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of Friends of Pagham Harbour or the repayment of reasonable out of pocket expenses.
2. Friends of Pagham Harbour shall not attempt to compete with other Natural History Societies such as the Sussex Ornithological Society, the Sussex Wildlife Trust, the Chichester and West Sussex Natural History Society, the RSPB, the Bognor Regis Natural History Society and others with analogous objects and aims but shall use its best endeavours to co-operate with them. The Friends of Pagham Harbour shall confine itself to matters specifically related to the Nature Reserve area, although these can be as wide as possible – e.g. educational, geological, botanical, ornithological, recreational, etc...

#### **PART 7**

#### **ALTERATIONS TO THE CONSTITUTION**

1. Any alteration to this constitution shall receive the assent of not less than two thirds of the full membership of Friends of Pagham Harbour whether individual or representative present and voting at a meeting specially called for the purpose provided that notice of any such alteration shall be given to the Secretary and received by him in writing not less than twenty one (21) clear days before the meeting at which the alteration is to be brought forward.
2. At least fourteen (14) clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Friends of Pagham Harbour provided that no alteration may be made which would cause Friends of Pagham Harbour

to cease to be a charity at law and provided also that no alteration shall be made to Part 1 – Clause 2 (Objects); to Part 8 (Dissolution) or to this Part (Alterations to the Constitution) without the prior approval of the Charity Commission.

## **PART 8**

### **DISSOLUTION:**

1. If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve Friends of Pagham Harbour, it shall call a meeting of all members of Friends of Pagham Harbour who have the power to vote at such meeting. Not less than twenty one (21) days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any such assets held by or behalf of Friends of Pagham Harbour. 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 Friends of Pagham Harbour as the Committee with the prior approval of the Charity Commission may determine.