

# CONSTITUTION OF FRIENDS OF LIVERPOOL MONUMENTS

## 1. Name

The name of the Charity is Friends of Liverpool Monuments

## 2. Objects

The Objects of the Charity are for the public benefit for the following purposes in Liverpool and the surrounding area of Merseyside, which area shall hereinafter be referred to as "the area of benefit"

- (i) To promote high standards of planning and architecture in or affecting the area of benefit.
- (ii) To educate the public in the geography, history, natural history and architecture of the area of benefit.
- (iii) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.

## 3. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To promote or carry out research.
- 3.2 To provide advice.
- 3.3 To publish or distribute information.
- 3.4 To co-operate with other bodies.
- 3.5 To support, administer or set up other charities.
- 3.6 To raise funds (but not by means of taxable trading).
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 3.8 To acquire or hire property of any kind.
- 3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 3.10 To make grants or loans of money and to give guarantees.
- 3.11 To set aside funds for special purposes or as reserves against future expenditure.
- 3.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 3.13 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 3.14 To pay for indemnity insurance for the Trustees.
- 3.15 Subject to sub-clause 9.3, to employ paid or unpaid agents, staff or advisers.
- 3.16 To enter into contracts to provide services to or on behalf of other bodies.
- 3.17 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 3.18 To pay the costs of forming the Charity.
- 3.19 To do anything else within the law which promotes or helps to promote the Objects.

#### 4. Membership

- 4.1 Membership is open to any individual or organisation interested in promoting the Objects.
- 4.2 The Trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 4.3 The Trustees must keep a register of members.
- 4.4 A member whose subscription is six months in arrears ceases to be a member but may be reinstated on payment of the amount due.
- 4.5 A member may resign by written notice to the Charity.
- 4.6 The Trustees may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.
- 4.7 Membership of the Charity is not transferable.

#### 5. General Meetings

- 5.1 Members are entitled to attend general meetings of the Charity either in person or (in the case of a member organisation) through an authorised representative.
- 5.2 General meetings are called on at least 21 clear days' written notice to the members specifying the business to be transacted.
- 5.3 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 3 (or 33% of the members if greater).
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 5.5 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the members present in person or (in the case of a member organisation) through an authorised representative.
- 5.6 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or (in the case of a member organisation) through an authorised representative is entitled to one vote on every issue.
- 5.7 Except at first, an AGM must be held in every year. The first AGM may be held at any time within 18 months after the formation of the Charity.
- 5.8 At an AGM the members:
  - (1) receive the accounts of the Charity for the previous financial year;
  - (2) receive the report of the Trustees on the Charity's activities since the previous AGM;
  - (3) accept the retirement of those elected Trustees who wish to retire or are retiring by rotation;
  - (4) elect elected Trustees to fill the vacancies arising;
  - (5) elect from among the members a Chair to hold office from the end of the AGM until the end of the next AGM;
  - (6) appoint an auditor or independent examiner for the Charity where required;
  - (7) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
  - (8) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

- 5.9 Any general meeting which is not an AGM is an EGM.
- 5.10 An EGM may be called at any time by the Trustees and must be called within 14 clear days after a written request to the Trustees from at least 50% members.

## 6. The Trustees

- 6.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 6.2 The Trustees when complete consists of at least 3 and not more than 12 individuals, all of whom must be members or authorised representatives
- 6.3 The Trustees consist of:
- (1) the Chair;
  - (2) 9 elected Trustees. One third (or the number nearest one third) of the elected Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots;
  - (3) up to 2 co-opted Trustees, appointed by resolution of the Trustees to hold office until the end of the next AGM.
- 6.4 A retiring Trustee who remains qualified may be re-appointed for a maximum of 3 consecutive terms of office.
- 6.5 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 6.6 A Trustee's term of office automatically terminates if he or she:
- (1) is disqualified under the Charities Act from acting as a charity trustee;
  - (2) is incapable, whether mentally or physically, of managing his or her own affairs;
  - (3) is absent without notice from 3 consecutive meetings of the Trustees;
  - (4) ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other members of the Trustees on resuming membership of the Charity before the next AGM);
  - (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
  - (6) is removed by a resolution passed by all the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 6.7 A retiring Trustee is entitled on written request to an indemnity from the continuing Trustees at the expense of the Charity in respect of any liabilities properly incurred while he or she held office.
- 6.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 7. Trustees' proceedings

- 7.1 The Trustees must hold at least 6 meetings each year.
- 7.2 A quorum at a meeting of the Trustees is 3 Trustees.
- 7.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Trustees chosen by the Trustees present presides at each meeting of the Trustees.

- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Trustees but a resolution which is in writing and signed by all the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 7.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.

## 8. Trustees' powers

The Trustees have the following powers in the administration of the Charity:

- 8.1 To appoint a Treasurer and other honorary officers from among their number.
- 8.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees).
- 8.3 To make standing orders consistent with this Constitution to govern proceedings at general meetings.
- 8.4 To make rules consistent with this Constitution to govern their proceedings and proceedings of committees.
- 8.5 To make regulations consistent with this Constitution to govern the administration of the Charity (including the operation of bank accounts and the commitment of funds).
- 8.6 To resolve, or establish procedures to assist the resolution of, disputes within the Charity.
- 8.7 To exercise any powers of the Charity which are not reserved to a general meeting.

## 9. Benefits to members and Trustees

- 9.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members or the Trustees.
- 9.2 No Trustee may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:
  - (1) under sub-clauses 3.15 (indemnity insurance) and 9.3 (contractual payments);
  - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
  - (3) interest at a reasonable rate on money lent to the Charity;
  - (4) a reasonable rent or hiring fee for property let or hired to the Charity;
  - (5) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
  - (6) payment to a company in which the Trustee has no more than a 1 per cent shareholding;
  - (7) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).
- 9.3 A Trustee may not be an employee of the Charity, but a Trustee or connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit, but only if:
  - (1) the goods or services are actually required by the Charity;

- (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in sub-clause 9.4; and
- (3) not more than one half of the Trustees are interested in any such contract in any one financial year.

9.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:

- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter;
- (2) be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- (3) not be counted in the quorum for that part of the meeting;
- (4) be absent during the vote and have no vote on the matter.

## 10. Property and Funds

10.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with clause 3.12 until needed.

10.2 Investments and other property of the Charity may be held:

- (1) in the names of the Trustees for the time being (or in the corporate name of the Trustees if incorporated under the Charities Act);
- (2) in the name of a nominee company acting under the control of the Trustees or of a financial expert acting on their instructions;
- (3) in the name of at least two and up to four holding trustees for the Charity who may be appointed (and removed) by resolution of the Trustees;
- (4) in the name of a trust corporation as a holding trustee for the Charity, which must be appointed (and may be removed) by deed executed by the Trustees;
- (5) in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.

10.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.

10.4 Any nominee company acting under sub-clause 10.2(2), any trust corporation appointed under sub-clause 10.2(4) and any custodian appointed under sub-clause 10.3 may be paid reasonable fees.

## 11. Records and Accounts

11.1 The Trustees must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

11.2 The Trustees must keep proper records of:

- (1) all proceedings at general meetings;
- (2) all proceedings at meetings of Trustees;
- (3) all reports of committees; and
- (4) all professional advice obtained.

- 11.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members if the Trustees so decide.
- 11.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## 12. Notices

- 12.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any journal distributed by the Charity.
- 12.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 12.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - (2) two clear days after being sent by first class post to that address;
  - (3) three clear days after being sent by second class post or overseas post to that address;
  - (4) on the date of publication of a journal or newspaper containing the notice;
  - (5) on being handed to the member or its authorised representative personally or, if earlier,
  - (6) as soon as the member acknowledges actual receipt.
- 12.4 A technical defect in the giving of notice of which the members or the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 13. Amendments

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but:

- 13.1 The members must be given 21 clear days' notice of the proposed amendments.
- 13.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Charity.
- 13.3 Clause 9 may not be amended without the prior written consent of the Commission.

## 14. Incorporation

- 14.1 The Trustees may apply to the Commission under the Charities Act for a certificate of incorporation relating to the Trustees but only after consulting the members at a general meeting.
- 14.2 The members at a general meeting may authorise the Trustees to transfer the assets and liabilities of the Charity to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Charity will be entitled to be members.
- 14.3 On a transfer under clause 14.2 the Trustees must ensure that all necessary steps are taken as to:
- (1) the transfer of land and other property;

- (2) the novation of contracts of employment and transfer of pension rights; and
- (3) the trusteeship of any property held for special purposes.

## 15. Dissolution

- 15.1 If at any time members at a general meeting decide to dissolve the Charity, the Trustees will remain in office as charity trustees and will be responsible for the orderly winding up of the Charity's affairs.
- 15.2 After making provision for all outstanding liabilities of the Charity, the Trustees must apply the remaining property and funds in one or more of the following ways:
  - (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - (2) directly for the Objects or charitable purposes within or similar to the Objects; or
  - (3) in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 15.3 A final report and statement of account relating to the Charity must be sent to the Commission.

## 16. Interpretation

In this Constitution:

- 16.1 'AGM' means an annual general meeting of the Charity;  
'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity;  
'beneficiary' means a user of the charity's services;  
'the Chair' means the Chair of the Charity elected at the AGM;  
'the Charity' means the charity comprised in this Constitution;  
'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act;  
'the Charities Act' means the Charities Act 1993;  
'clear day' means 24 hours from midnight following the relevant event;  
'the Commission' means the Charity Commissioners for England and Wales;  
'connected person' means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee or a company of which a Trustee is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital;  
'co-opted Trustees' means those Trustees who are appointed by the Trustees in accordance with clause 6.3(4);  
'custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000;  
'EGM' means a general meeting of the members of the Charity which is not an AGM;  
'elected Trustees' means those Trustees who are elected at the AGM;  
'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;  
'financial year' means the Charity's financial year;  
'firm' includes a limited liability partnership;  
'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Charity;  
'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act;

'material benefit' means a benefit which may not be financial but has a monetary value;

'member' and 'membership' refer to membership of the Charity;

'months' means calendar months;

'the Objects' means the charitable objects of the Charity set out in clause 2;

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

'trust corporation' has the meaning prescribed by section 205(1)(cxxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);

'the Trustee' means a member of the governing body of the Charity and 'Trustees' the members of the governing body;

'written' or 'in writing' refers to a legible document on paper including a fax message;

'year' means calendar year.

- 16.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

ADOPTED AT A MEETING HELD AT.....

ON.....

SIGNED

Name .....

Signature .....

*(name and signature of Chair of meeting)*

WITNESSED

Name .....

Address .....

.....

Occupation .....

Signature .....

*(name, address, occupation and signature of witness)*