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# Friends of Marble Hill Constitution

## 1. Name and Registered address

The Friends shall be called and known as “Friends of Marble Hill”.

The registered address of the Friends is:

Friends of Marble Hill  
C/O Marble Hill, English Heritage Rangers Office,  
Marble Hill  
Richmond Road  
Twickenham  
TW1 2NL

Information about the Friends is available at:

<https://friendsofmarblehill.org.uk>

The email address for correspondence with the Friends is

[friends@friendsofmarblehill.org.uk](mailto:friends@friendsofmarblehill.org.uk)

## 2. Meanings of expressions in this Constitution

“AGM”	An Annual General Meeting of the Friends.
“Marble Hill”	Park and House situated on the Richmond Road in Twickenham that falls within the scope of English Heritage <a href="https://www.english-heritage.org.uk/visit/places/marble-hill-house/">https://www.english-heritage.org.uk/visit/places/marble-hill-house/</a>
“Chair”	The person elected to chair meetings of the Committee.
“Committee”	The constituted committee set up to manage the Friends made up of Officers and Members elected at the AGM and or EGM and those Officers and Members appointed by the Committee in between AGM / EGMs.
“Constitution”	This Constitution as set out in clauses 1 to 91.
“EGM”	An Extraordinary General Meeting of the Friends.
“Friends”	Friends of Marble Hill.

“Member”	A person who has applied for Membership of the Friends, paid any applicable annual subscription and been accepted as a Member.
“Officers”	The Chair, Secretary and Treasurer.
“Secretary”	Means the person elected to take and distribute minutes of the Committee’s meetings and carry out other administrative functions on behalf of the Committee and the Friends.
“Special Resolution”	A resolution passed by seventy-five per cent of the Members present and voting and / or who have completed absentee ballot papers (if permitted by the Committee) at a duly constituted general meeting of the Friends.
“Treasurer”	The person elected to the Committee to manage the Friends finances.

### **3. Vision**

The secured future of Marble Hill House and Park as a valued community asset.

### **4. Purpose**

The Purpose of the Friends is to:

- Connect the local community with English Heritage so that Marble Hill is valued and protected for the benefit of all users.
- Provide a communication channel for users of Marble Hill independently of English Heritage.

### **5. Powers**

The Friends – through the Committee - shall have power to:

- a) Engage, consult and involve the community by putting forward to English Heritage the Friends independent views on the planning, decision making and management of Marble Hill.
- b) Develop beneficial partnerships and foster good relationships with the Council, Marble Hill users and other relevant bodies.
- c) Encourage people from all sections of the community to use, enjoy and organise public social activities in Marble Hill as agreed by English Heritage.
- d) Engage in, support and coordinate market / user research, publishing, education, advertising and other work for the furtherance of the above Purpose providing that no activities of a permanent trading nature shall be undertaken by the Friends.
- e) Raise funds to deliver the Purpose including organising events and other means for maintaining and improving Marble Hill and for projects jointly agreed with English Heritage.
- f) Purchase and or gift items and or give money to and for the benefit of Marble Hill.

## Membership of the Friends

6. Membership of the Friends shall be open to any person aged 18 or older who is interested in Marble Hill and in the work of the Friends, and who is willing to abide by this Constitution. The Friends will promote its Membership opportunity openly.
7. Any person desiring to be a Member of the Friends shall complete an application in a form as prescribed by the Committee. After approval the applicant shall be a Member.
8. The Friends will maintain a register and index of Members. The register will contain the information as determined by the Committee.
9. The register of Members will not be available for public scrutiny in order to ensure confidentiality of personal data information. However, each Member will have the right to receive the details of their information held by the Friends in accordance with relevant GDPR requirements.
10. The purpose of the information retained by the Friends will be to contact a Member on matters relating to the Friends, identify Members at a meeting, provide the relevant benefits to a Member as determined by the Committee, and to identify and reconcile any subscriptions received by the Friends with the register. The register will not be used by or sold to any third party.
11. A copy of the current Constitution is available on the Friends website.
12. There is no annual Membership subscription at the time of adopting this Constitution.
13. The Committee shall have discretion to waive all or any approved subscriptions from time to time and may choose to allow Membership without the payment of an annual Membership subscription if the Committee deem this action to be in the best interests of the Friends.
14. Members may be required to pay an annual subscription to provide funds for use by the Friends in delivering the Purpose.
15. The Committee will determine the benefits that are available to Members and will advise Members of those benefits by email and publish them on the Friends website.
16. The Membership year shall run from 1st April in one year to 31<sup>st</sup> March in the next year.
17. If there is an annual Membership subscription there will be no reduction in the amount to be paid for periods of less than one year.
18. Every Member shall be entitled to attend and vote at general meetings of the Friends, and at every such meeting shall be entitled to cast one vote on every resolution upon which a vote is taken.

19. Gifts to the Friends are welcome but shall not entitle a Member to any additional vote.
20. Any monies given to the Friends that are not specifically requested will be treated as an irrevocable gift to the Friends.
21. A Member can resign Membership at any time by completing the appropriate process are set out by the Committee. There will be no refund of the annual Membership subscription.
22. A Member will receive a newsletter and all other communication only in electronic form.
23. Members whose Membership subscription fees are 3 months in arrears shall be automatically excluded from Membership and will no longer receive the newsletter and or benefits as determined by the Committee.

### **Conduct of Members**

24. Every Member, including every Committee Member, shall be required, as a condition of Membership, in relation to the Friends, its business, activities and affairs, whether at meetings or in any form of communication, to behave with courtesy and respect towards the Committee and other Members.
25. The Committee may exercise its discretion to refuse or terminate Membership if, in its opinion, there is good and evidenced reason to consider that the participation of an applicant, or the continued participation of a Member would be detrimental to the Friends aims, activities, reputation or proceedings including those at meetings of the Friends.
26. Any Member who believes that they have been the object or victim whether directly or indirectly of another Member's misconduct including, without limitation, any such as is described in paragraph 24 above should report the issue to the Chair of the Committee, or another Member of the Committee, who shall refer it to a meeting of the Committee. If the Committee decides that the matter should be pursued, it will nominate two Committee Members to investigate the allegations.
27. If, on receiving the investigators' report, the Committee considers that termination of Membership of a Member should proceed, a motion to that effect will be placed on the agenda for the next (but not the same) meeting of the Committee, and the Member in question may, at the discretion of the Committee, be invited to attend for that item to address the Committee directly, if the Member so wishes. After hearing the Member (if the Member attends), the Committee will discuss and vote on the matter. The Member will be notified in writing via email within seven days of the Committee's decision. The decision of the Committee shall be final.

## The Committee

28. The first Committee Members, Chair and Treasurer of the Friends were elected by a vote of those persons present and voting at the AGM held on 30 September 2020.
29. With effect from the adoption of this Constitution, the Committee will consist of 3 Officers, (a Chair, a Treasurer and a Secretary) and up to 8 other Members.
30. With effect from the adoption of this Constitution the Committee shall be elected at the Annual General Meeting and shall hold office for a period of 12 months and be eligible for re-election.
31. All Officers and all Members of the Committee must be a Member of the Friends and remain so throughout the duration of their tenure on the Committee.
32. In the event of the resignation and / or incapacity of any Officer of the Committee between AGMs, the Committee Members will have the power to appoint - by simple majority - an interim Chair, Treasurer, Secretary, and permit that person to remain in that role until the next AGM unless any resolution to the contrary is passed at an EGM.
33. With effect from the adoption of this Constitution the Officers will have the power to appoint – by a simple majority of those present at a meeting - other Members to the Committee - up to the maximum number of 8 - unless there a resolution passed at AGM and / or an EGM that overrules the decision of the Officers.
34. By Special Resolution at an AGM and / or an EGM the Members may, from time to time and at any time, remove any Committee Member from office, and may, by Special Resolution, appoint another Member in place of the Member so removed from office. The Members may also, by Special Resolution, appoint any Member as a Committee Member to fill a casual vacancy.
35. An Officer will have a maximum tenure of 3 years' service in a specific role on the Committee commencing from the date of the adoption of this Constitution. This rule does not therefore restrict a person from holding consecutive different roles on the Committee providing the total number of consecutive years on the Committee as an Officer is not more than 6 years.
36. A Member of the Committee who is not an Officer will have a maximum tenure of 4 consecutive years' service on the Committee.
37. The Officers and Members of the Committee are listed on the Friends website.
38. The Committee shall conduct the business of the Friends and may regulate the format of its own meetings from time to time as it considers fit.

39. Members of the Committee are obliged to disclose any conflicts of interest and loyalty and remove themselves from any pertinent matters. Salaried employees of English Heritage are not permitted to be an Officer and or Member of the Committee in order to ensure there is no conflict of interest between the Friends and English Heritage.
40. The Committee may, as and when it considers appropriate, set up sub-groups and/or working parties, to operate on such terms as the Committee shall determine and these will always be accountable to the Committee.
41. The quorum for a meeting of the Committee shall be 50% or the nearest whole number rounded up.
42. Committee Members who are unable to attend a meeting in person may attend by providing a proxy to the Chair authorising the Chair to act on their behalf.
43. Decisions at all Committee meetings shall be by a simple majority vote. In the case of an equality of votes the Chair shall have a second or casting vote. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Email approval shall also be acceptable.
44. The Committee shall meet at least four times a year.
45. The Chair may, and the Secretary, at the direction of the Chair, shall, at any time call an emergency meeting upon giving 72 hours prior notice to the other Committee Members and receiving their approval to convene the emergency meeting at short notice.
46. Except for emergency meetings the notice period for Committee Meetings shall be at least seven days. The agenda and supporting papers for each Committee meeting shall be circulated to Committee Members at least seven days before the agreed meeting date.
47. The Committee shall cause minutes to be made of the proceedings at its meetings and the decisions of the Committee shall be placed on the Friends website once the minutes have been approved.
48. Any complaint about the work or conduct of the Committee by a Committee Member or other Member of the Friends shall be made in writing via email and sent to the Chair or Secretary of the Committee. The Committee will consider the complaint at its next Committee meeting and use reasonable endeavours to address the points raised and to correct any problems highlighted. It will inform the complainant in writing of the action taken.
49. If the Member who has complained is still not satisfied, the Member should send a copy of the complaint and any correspondence received to the

Committee, who will invite an independent person or organisation to investigate and report back to the Committee. The Committee will have an opportunity to address any factually incorrect matters before the independent person/organisation reports back to the complainant.

## **President**

50. The Committee shall have the power to appoint a President who will continue to hold such office until they resign or the Committee determines that they should relinquish their office.
51. The President will promote the interests of the Friends, with particular reference to representing the Friends in its dealings with other bodies, subject always to the policies laid down by the Committee.
52. The President is not a Member of the Committee but is entitled to be present and express views at any meeting of the Committee.

## **Annual General Meetings**

53. The Friends shall hold an AGM between the 1<sup>st</sup> April and 31<sup>st</sup> March each year.
54. At all AGMs and other general meetings of the Friends only Members of the Friends will be eligible to attend and vote.
55. At least twenty-one days' notice of every AGM shall be given to all Members. Only Members as of that date so notified will be eligible to vote.
56. The AGM will also be advertised on the Friends website.
57. The business of the AGM shall include (but not be limited to):
  - a. Receipt of a written report from the Chair on the Friends activities over the previous twelve months;
  - b. Receipt of reports from any sub-committees;
  - c. Receipt of a written report from the Treasurer, including an income and expenditure account for the last financial year and a balance sheet as at the last date of that period;
  - d. Election and re-election of Officers and Members of the Committee
  - e. Resolutions.
  - f. Consideration of any other matters as the Chair may consider appropriate for discussion at the meeting.
58. Not later than seven days before the date of the AGM, the Friends shall circulate via email to Members the agenda for the AGM - together with any ballot papers if deemed appropriate by the Committee for completion - where there is to be an election of the Officers and Members of the Committee.
59. Members unable to attend the meeting may offer apologies for absence and instead nominate another Member to vote on their behalf at the

meeting by advising the Friends by email at least 72 hours before the scheduled time for the AGM.

60. Any business not on the agenda of the AGM may only be accepted and discussed at the discretion of the Chair, and no resolutions may be passed relating to or arising from any such additional items.
61. The quorum for the AGM shall be 15 Members present in person either physically or electronically at the time of commencement of the business of the meeting.
62. At every AGM a resolution put to the vote of the meeting shall be decided by a poll if held electronically or on a show of hands if held in person. The poll or show of hands will include additional votes for those acting on behalf of an absent Member and completed ballot papers (if this is permitted by the Committee) received from Members not present.
63. A declaration by the Chair that a resolution has, based upon the poll or on a show of hands and completed ballot papers, been carried, or lost, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of or against such resolution. In the case of doubt as to the outcome the Chair can instruct a count of the votes and in the case of an equality of votes the Chair shall have a second or casting vote.
64. Copies of the minutes of all AGMs will be available to all Members on request and placed on the Friends website.
65. Notices to Members shall be deemed sufficiently served if sent by email to Members.

### **Extraordinary General Meetings.**

66. The Friends may hold EGMs from time to time in order that the Committee may report to the Members on the Friends business and so that Members may raise and discuss any topic relating to the Friends activities. At least twenty-one days' notice of such meetings shall be given to all Members.
67. The conduct, management and decision-making capacity of an EGM shall be the same as for an AGM.
68. An EGM may be requested by not less than 50 Members to discuss a specific topic or proposal.
69. Copies of the minutes of all EGMs will be available to all Members on request and placed on the Friends website.
70. Notices to Members shall be deemed sufficiently served if sent by email to Members.



## Finance

71. The Committee shall establish one or more bank accounts for and in the name of the Friends.
72. Authorised signatories to the bank accounts shall be the Treasurer and Chair.
73. All expenditure from the Friends funds shall require invoices, vouchers or other supporting documents.
74. Transactions shall require authorisation by either the Chair or Treasurer up to £500. If above £500, authorisation by the Chair and the Treasurer will be required.
75. No expenditure shall be incurred save in the course of meeting the declared aims of the Friends.
76. Only Officers of the Committee may make financial commitments on behalf of the Friends.
77. Any commitment to incur expenditure exceeding £500 shall require the prior approval at a Committee meeting by a majority of all Members of the Committee present at the meeting.
78. A record of such approvals shall be maintained by the Treasurer.
79. Income and expenditure accounts shall be maintained by the Treasurer and, together with a balance sheet for each year, shall be presented to the AGM for that year. Copies will be available to any Member on request and placed on the website of the Friends.
80. The Officers have the authority to appoint an independent examiner / auditor to verify the Friends accounts before presentation to Members at the AGM.
81. If the Friends decides to become a registered charity and its income exceeds the statutory limits from time to time, then an independent examiner will be appointed at the time it decides to change its status. The independent examiner's report on the Friends accounts will then be presented to the AGM for approval by the Member.
82. Any and all monies received into the Friends bank accounts will be considered to be owned by the Friends for use as deemed appropriate by the Committee.

## **Policies and Insurance**

83. The Committee may develop policies to protect the Friends, its Members and other users of Marble Hill as is deemed necessary. This may include a child and vulnerable adult policy, risk assessments and a health and safety policy. These will be ratified by a simple majority vote by a show of hands at a Committee meeting
84. If the Friends carries out volunteer workdays or runs events the Committee shall, in advance of such days or events obtain all relevant licences and permissions and take out appropriate insurance to include cover for injuries to volunteers or third parties and damage to any property.
85. If such events include Members of the Friends interacting with children, the Committee will ensure that those who do so have the requisite training, certification and documentation to do so.

## **Publicity**

86. No Member may speak on behalf of, or claim to represent, the Friends save with the prior consent of the Chair.

## **Alteration of the Constitution**

87. This Constitution may only be altered by a Special Resolution of the Members at an AGM or an EGM.
88. No alteration shall be made which would be inconsistent with the Purpose of the Friends.

## **Dissolution of the Friends Group**

89. The Friends may only be wound up and dissolved at any time by a Special Resolution passed at an EGM called expressly for that purpose.
90. Upon dissolution, any assets then remaining shall be devoted solely to an activity or a purchase for the benefit of Marble Hill.
91. The Chair, Treasurer and Secretary of the Friends at the time of the dissolution shall facilitate the dissolution and liaise with English Heritage to ensure that any remaining assets are used in accordance with paragraphs 89 and 90 above.