

# Friends of Marble Hill Constitution

## Amended by September 2024 AGM

### 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
“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 Committee shall have powers to manage the affairs of the Friends

### **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 Membership.
7. The Friends will maintain a register and index of Members. The register will contain the information as determined by the Committee.
8. The register of Members will not be available for public scrutiny.
9. 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.
10. A copy of the current Constitution will be published on the Friends website
11. 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.

12. Members may be required to pay an annual subscription.
13. The Membership year shall run from 1st April in one year to 31<sup>st</sup> March in the next year. There will be no reduction in the amount to be paid for periods of less than one year.
14. Every Member shall be entitled to attend and vote at general meetings of the Friends.
15. 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.
16. A Member will receive a newsletter and all other communication only in electronic form.
17. Members whose Membership subscription fees are 3 months in arrears shall be automatically excluded from Membership

### **Conduct of Members**

18. Every Member, shall behave with courtesy and respect towards other Members.
19. The Committee may refuse or terminate Membership if, Membership would be detrimental to the Friends aims, activities, reputation.
20. Any Member who believes that they have been experienced a detriment whether directly or indirectly because of another Member's misconduct should report the matter to the Chair of the Committee, or another Member of the Committee, who shall refer it to a meeting of the Committee. After consideration the Committee can nominate two Committee Members to investigate the allegations.
21. On receiving the investigators' report, the Committee can put a motion on the agenda for the next Committee Meeting to terminate Membership. The Member shall be invited to attend for that item to address the Committee or make written representations. 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**

22. The Committee will consist of 3 Officers, (a Chair, a Treasurer and a Secretary) and up to 8 other Members.
23. 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.
24. 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.
25. 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, to remain in that role until the next AGM.

26. The Committee have the power to appoint – by a simple majority of those present at a Committee meeting - other Members and Officers to the Committee - up to the maximum number allowable.
27. By Special Resolution at an AGM and / or an EGM the Members may remove any Committee Member or Officer, appoint another Member in place of the Member or Officer or. appoint any Member to fill a casual vacancy.
28. A Committee Member including an Officer will ceases to be a member of the Committee and hold office if he or she:
  - (a) becomes incapable whether mentally or physically of managing his or her own affairs; or
  - (b) resigns from the committee by notice in writing to the Chair or the Secretary but only if at least two other Committee members will remain in office when the resignation takes effect; or
  - (c) is absent from three consecutive meetings of the Committee and is asked by a majority of the other Committee Members to resign: or
  - (d) is removed from office by a resolution of at least 75% of the other Committee Members at a Committee meeting at which at least half of the serving Committee Members are present: or
  - (e) ceases to be a member of the Friends.
29. Committee Members including Officers to serve for a maximum of six years. Before a Committee Member who has served for six years or more can be stand for re-election at an AGM the Committee will carry out a rigorous review process to determine whether it is in the best interest of the Friends for them to seek re-election again having taken into account the need for progressive refreshing of the Committee and operational effectiveness.
30. If the Committee agrees that a Committee Member who has served for six years or more can stand for re-election at an AGM the Members will be informed of this and the reasons why the Committee has judged it is in the best interests of the Friends for this to happen including the effect it will have upon the refreshment of the Committee.
31. The President, Officers, and Members of the Committee will be listed on the Friends website
32. The Committee conducts the business of the Friends and may regulate the format of its own meetings as it considers fit.

33. Members of the Committee must disclose any conflicts of interest to the Secretary or The Chair. The Secretary and the Chair to ensure any conflict of interests is managed appropriately. Salaried employees of English Heritage are not permitted to be a Member of the Committee in order to ensure there is no conflict of interest between the Friends and English Heritage.
34. The Committee can set up sub- groups and/or working parties, to operate on such terms as the Committee shall determine. These will always be accountable to the Committee.
35. The quorum for a meeting of the Committee shall be a minimum of 2 members of the Committee, at least 1 of whom shall be an Officer.
36. 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.
37. Decisions at all Committee meetings shall be by a simple majority vote. 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 passed at a meeting of the Committee. Approval of resolutions and decisions may be made by Email or other written means.
38. The Committee shall meet at least four times a year.
39. 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.
40. Except for emergency meetings the notice period for Committee Meetings shall be at least seven calendar days. The agenda and supporting papers for each Committee meeting shall be circulated to Committee Members at least seven calendar days before the agreed meeting date.
41. The Secretary will ensure that minutes of each meeting are produced and approved by the Committee.
42. Any complaint about the work or conduct of the Committee or a Member of the Committee by a 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. The Committee's decision will be final..

### **President**

43. 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.
44. The President will promote the interests of the Friends, with particular reference to representing the Friends in its dealings with other bodies, subject always any policies laid down by the Committee.

45. 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**

- 46 The Friends shall hold an AGM between the 1<sup>st</sup> April and 31<sup>st</sup> March each year.
- 47 At all AGMs and other general meetings of the Friends only Members of the Friends will be eligible to attend and vote.
- 48 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.
- 49 The AGM will also be advertised on the Friends website.
- 50 The business of the AGM shall include (but not be limited to):
- a. Receipt and agreement of the Draft Minutes of the last AGM
  - b. Receipt of a report from the Chair of the Friends activities over the previous twelve months;
  - c. Receipt of reports from any sub-committees;
  - d. 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;
  - e. Election and re-election of Officers and Members of the Committee
  - f. Resolutions.
  - g. Consideration of any other matters as the Chair may consider appropriate for discussion at the meeting.
- 51 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 papers deemed appropriate by the Committee.
- 52 Members unable to attend the AGM may offer apologies for absence and can nominate the Chair to vote on their behalf at the AGM by advising the Friends by email at least 72 hours before the scheduled time for the AGM.
- 53 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.
- 54 The quorum for the AGM shall be 10 Members present in person either physically or electronically at the time of commencement of the business of the meeting.
- 55 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 proxy votes and completed ballot papers (if this is permitted by the Committee) received from Members not present.
- 56 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.

57. Copies of the minutes of all AGMs will be available to all Members on request and placed on the Friends website.
58. Notices to Members shall be deemed sufficiently served if sent by email to Members.

### **Extraordinary General Meetings.**

59. The Friends may hold Extraordinary General Meetings (EGMs) with at least twenty-one days' notice given to all Members.
60. The conduct, management and decision-making capacity of an EGM shall be the same as for an AGM.
61. An EGM may be requested by not less than 50% of Members to discuss a specific topic or proposal.
62. Copies of the minutes of all EGMs will be available to all Members on request and placed on the Friends website.
63. Notices to Members shall be deemed sufficiently served if sent by email to Members.

### **Finance**

64. The Committee shall establish one or more bank accounts for and in the name of the Friends.
65. Authorised signatories to the bank accounts shall be the Treasurer and Chair or if appropriate one other Committee member.
66. All expenditure from the Friends funds shall require invoices, vouchers or other supporting documents.
67. Transactions shall require authorisation by either the Chair or Treasurer up to £500. If above £500, authorisation by the Chair and the Treasurer or if appropriate one other Committee Member will be required.
68. No expenditure shall be incurred save in the course of meeting the declared aims of the Friends.
69. Only Members of the Committee authorised to do so by the Committee may make financial commitments on behalf of the Friends.
70. 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.
71. A record of such approvals shall be maintained by the Treasurer.
72. 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.

73. The Officers have the authority to appoint an independent examiner / auditor to verify the Friends accounts before presentation to Members at the AGM..
74. 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**

75. The Committee may develop policies to protect the Friends, its Members and other users of Marble Hill as is deemed necessary. This may include for example child and vulnerable adult policies, risk assessments and a health and safety policy. These will be ratified by a Committee meeting
76. If the Friends carries out volunteer workdays, runs or events the Committee shall, in advance of such days or events obtain all relevant licenses and permissions and take out appropriate insurance to include cover for injuries to FoMH members, volunteers or third parties and damage to any property.
77. 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**

78. 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**

79. This Constitution may only be altered by a Special Resolution of the Members at an AGM or an EGM. That is by 75% of the Members present at that meeting
80. No alteration shall be made which would be inconsistent with the Purpose of the Friends.

#### **Dissolution of the Friends of Marble Hill**

81. The Friends may only be wound up and dissolved by a Special Resolution passed at an EGM called expressly for that purpose. That is by 75% of the Members present at that meeting.
82. Upon dissolution, any assets then remaining shall be devoted solely to an activity or a purchase for the benefit of Marble Hill.
- 83.. 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 66 and 67 above.

**Last Updated 17th September 2024**