

to all members of the Council.

ii. Every matter shall be determined by the majority of the elected members present and voting on the question. Co-opted and ex officio members are non-voting. In the case of equality of votes, the chairman of the meeting shall have a second or casting vote.

#### 17. Committees

The Council may appoint ad hoc committees as the need arises.

#### 18. Finance

The Council shall authorise the Honorary Treasurer to open and close such banking accounts and make such investments as the Council shall direct.

All cheques shall be signed by any two of the following four persons: the Chairman, the Vice-Chairman, the Honorary Treasurer or the Honorary Secretary, subject to their having no personal or financial interest in the transaction.

The Honorary Treasurer, having first presented the independently examined accounts to the Council, shall present them to the Annual General Meeting for adoption.

#### 19. Dissolution of Society

If the Council decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. 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 the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commissioners.

#### 20. Variation of the Constitution

The provisions of this constitution may be varied from time to time by resolution passed by a majority of the members attending and voting at a General Meeting of the Society, or in the case of Clauses 2, 19 and 20, a two-thirds majority.

[Adapted from the previous constitution of the Friends of Ripon Cathedral, May 2005, February 2006. Approved AGM June 2006]

## The Friends of Ripon Cathedral

Registered Charity No 1062095

### Constitution

Adopted at the Annual General Meeting Jun3 2006

#### 1. Title

The Society shall be known as The Friends of Ripon Cathedral.

#### 2. Objects

To promote the restoration, maintenance, repair and improvement of the fabric, fittings, furniture, ornaments, monuments, liturgy and music of the Cathedral and to further such other charitable purposes relating to Ripon Cathedral as the trustees in their absolute discretion think fit.

#### 3. Membership

Membership of the Society shall be persons or corporate bodies who either:

- i. contribute not less than the minimum annual subscription or
- ii. have made such single payment, prior to the 2005 AGM, entitling them to 'life membership' or
- iii. have made such single payment entitling them to 'extended membership', lasting for a period of ten years.

The Council shall have the power to review or change the financial terms.

#### 4. Officers

- i. The Diocesan Bishop, or the Suffragan Bishop, shall be invited to be the President of the Society.
- ii. The Council shall be empowered to elect Vice-Presidents of the Society for a term of up to 5 years, renewable.
- iii. The Dean of Ripon shall be invited to be the Chairman of the Society. If he declines, a Chairman should be appointed by the Council until the next AGM, or elected at the AGM, and the Dean shall be invited to become an ex officio member of the Council.  
The Chairman's role shall be as an executive chairman, being closely involved with the Council in leading the Society, chairing meetings of the Council, and formally representing the Council and the Society.
- iv. There shall be a Vice-Chairman, an Honorary Secretary, an Honorary Treasurer and an Honorary Membership Secretary, who shall all be elected.
- v. The Officers and Members of the Friends' Council are the trustees of the Society.

#### 5. Annual General Meeting

The Annual General Meeting of the Society shall be held on a date to be decided by the Council, which shall be not less than 9 months and not more than 15 months after the previous Annual General Meeting.

A minimum of 21 days notice shall be given in writing to all members.

The President shall be invited to take the chair, or, in his absence, the Chairman

or Vice-Chairman of the Council or, in their absence also, the members present shall elect a chairman for the meeting.

The business of the Annual General Meeting shall include the presentation of a report on behalf of the Council as well as the Accounts of the Society and the appointment, as an independent examiner for the Accounts, of a person who is considered to have the ability and experience to carry out such an examination.

#### 6. Quorum and Voting at General Meetings

i. There shall be a quorum when fifteen members, are present at a meeting, at least one of whom should be an Officer of the Society. If at any time a sufficient number to form a quorum is not present, the meeting shall stand adjourned sine die and a further meeting shall be summoned by the President or Chairman or Vice-Chairman of the Friends, in that order of precedence, giving 21 days' notice in writing to all members; the quorum at this meeting shall be any six members.

ii. Every matter shall be determined by the majority of members present and voting on the question, except as specified in Clauses 19 and 20 of this constitution. In the case of equality of votes, the chairman of the meeting shall have a second or casting vote. In the case of a joint membership, both parties shall each have a vote.

#### 7. Extraordinary General Meetings

An Extraordinary General Meeting may be summoned at any time either by the Council of the Society or at the request of twelve members of the Society by a request in writing to the Honorary Secretary stating the matters to be discussed; the Secretary or, if unavailable, another officer must then within fourteen days call a meeting giving at least twenty-one days notice in writing of the matters to be discussed and the date of the meeting, which shall be not later than eight weeks from the date of the request.

#### 8. Management

The Management of the Society shall be vested in the Council which shall have power to authorise the raising and expenditure of funds in the furthering of its objects as defined in Clause 2 hereof.

#### 9. Membership of the Council

The Council shall consist of the following persons: the Dean of Ripon, any elected or appointed Chairman, the Vice-Chairman, Honorary Secretary, Honorary Treasurer, and Honorary Membership Secretary of the Friends; and one member of the Chapter of Ripon Cathedral (who shall be ex officio and shall be nominated by the Chapter), together with six other elected members as hereinafter provided.

The Council shall in addition have power to co-opt a maximum of three members (see Clause 14).

An officer or member of the Council may be suspended by a two-thirds majority of the Council; then, at a General Meeting, called in accordance with Clause 7, a decision will be made to rescind or confirm the suspension or terminate membership of the Council.

#### 10. Election of Members of the Council

The election of the officers and any or all of the six members of the Council shall take place at the Annual General Meeting.

Any member of the Society shall be free to propose a member to the Annual General Meeting for election, such proposal to be received by the Honorary Secretary in writing, countersigned by the person proposed, not less than 21 days before the Annual General Meeting.

#### 11. Terms of Office of Elected Council Members

One third of the elected members of the Council shall retire annually. Elected members of the Council shall hold office for not more than two terms of three years, after which they shall not be eligible for re-election for one year. A member of the Council who has not attended for a period of 12 months' nor sent apologies, may be asked to consider their position as a Council member. Elected members of the Council must also be paid-up members of the Friends.

#### 12. Appointment of Officers

The Chairman of the Council may be the Dean of Ripon or, otherwise, shall be appointed under the terms of Clause 13.

Each year, the Annual General Meeting shall elect a Vice-Chairman, an Honorary Secretary, an Honorary Treasurer, an Honorary Membership Secretary and, if necessary, a Chairman.

#### 13. Casual Vacancies

When a vacancy occurs amongst members of the Council, the Council shall have the right to appoint a member for the period until the next elections are held at an Annual General Meeting.

#### 14. Co-options

The Council may from time to time co-opt, for a period not exceeding three years, persons having special knowledge or experience or to fulfil a specific function, provided that the number of co-opted members shall not exceed three. (see Clause 9).

#### 15. Meetings of the Council

The Council shall meet at least three times each year and a special meeting may at any time be summoned by the Chairman, or by the Vice-Chairman in the absence of the Chairman, or at the request of six members of the Council upon not less than seven clear days' notice in writing being given to the other members of the Council of the matters to be discussed. In the absence of the Chairman and Vice-Chairman from a meeting of the Council, the members present shall elect a chairman for the meeting.

#### 16. Quorum and Voting of the Council

i. There shall be a quorum when six members of the Council are present at a meeting, at least one of whom should be an Officer of the Society. If at any time a sufficient number of members to form a quorum is not present, the meeting shall stand adjourned sine die and a special meeting shall be summoned by the Chairman or Vice-Chairman of the Friends, in that order, giving 7 days' notice in writing