Constitution
Adopted on the...1ST...day of...MARCH...20OS

A. Name
The name of the Association is Friends of Stevens Park Quarry Bank (hence referred to as The Friends).

B. Administration,
Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee")

C. Objects
The Friends' objects ("the objects") are
1. Improve facilities in the park for all, regardless of age, gender, sexual orientation, race, politics or religion and to promote wider use of the park in general, for the benefit of the local community.
2. Promote safety in the park for all concerned.
3. Promote such other charitable purposes as may from time to time be determined.
4. Promote activity for young people and children on the park.
5. To promote and develop liaison between the group and the local community and other organisations.
6. To promote education and provide facilities in the interest of social welfare with the object of improving the conditions of life in the local community.

D. Powers
In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
(i) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
(ii) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
(iii) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
(iv) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
(v) Powers to do all such other lawful things as are necessary for the achievement of the objects.
(vi) Power to hold public meetings, exhibitions or lectures etc.
E. Membership
(1) Membership of the Friends shall be open to any person over the age of 16 years interested in furthering the objects.
(2) Members can only vote if they are over the age of 18 years.
(3) Every member shall have one vote.
(4) Annual re-election of all executive members.
(5) The Executive Committee may by a two-thirds majority vote and for good reason terminate the membership of any individual; provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
(6) The Friends reserve the right to set a membership fee if deemed necessary in the future.

F. Honorary Officers
At the annual general meeting of the Friends the members shall elect from amongst themselves a chair person, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. Executive Committee
(1) The Executive Committee shall consist of not less than 3 members no more than 10 members being:
(a) The honorary officers specified in the preceding clause
(b) Not more than 7 members elected at the annual general meeting who shall hold office from the conclusion of the meeting.

(2) The Executive Committee may in addition appoint not more than 4 co-opted members but so that no-one may be appointed as a co-opted member if, as a result more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
(3) All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number nor by any failure to appoint or any defect in the appointment or qualification of a member so long as there is a quorum present.
(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. Determination of Membership of the Executive Committee
A member of the Executive Committee shall cease to hold office if he or she:
(1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
(3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee that his or her office be vacated.
I. Executive Committee Members not to be personally interested.
No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J. Meetings and proceedings of the Executive Committee
(1) The Executive Committee shall hold at least two general meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
(2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
(3) There shall be a quorum when at least one half of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, is present at a meeting.
(4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
(5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K. Receipts and Expenditure
(1) The funds of the Charity, including all donations and contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
(2) The funds belonging to the Charity shall be applied only in furthering the objects.

L. Accounts
The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
(1) The keeping of accounting records for the Charity;
(2) The preparation of annual statements of account for the Charity;
(3) The auditing or independent examination of the statements of account of the Charity; and
(4) The transmission of the statements of account of the Charity to the Commission.
M. Annual Report
The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

N. Annual Return
The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

O. Annual General Meeting
(1) There shall be an annual general meeting of the Friends which shall be held in the month of in each year or as soon as practical thereafter.

(2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting.

(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the previous year.

(5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. In the event that insufficient nominations are received by the secretary nominations for the vacancies may be received and appointments approved at the annual general meeting.

(6) Minutes of the annual general meeting to be copied and forwarded to Dudley MBC.

P. Special General Meetings
The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Q. Procedure at General Meetings
(1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings at every general meeting of the Charity.

(2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the charity, whichever is the greater, are at present at any general meeting.

R. Notices
Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 5 days of posting.
S. Alterations to Constitution

(1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

(2) No amendment may be made to clause A (the name of the Charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause T (the dissolution clause) or this clause without the prior consent in writing of the Charity Commission.

(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

T. Dissolution
If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity 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 Charity must be sent to the Commission.

U. Arrangements until First Annual General Meeting
Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

V. Alterations to the Constitution
This Constitution may be amended only at an Annual General Meeting or an Extraordinary General Meeting of The Friends duly convened and held. Notice of the meeting shall specify the alterations to be proposed. The assent of not less than seventy five percent of the members present and voting shall be required to give effect to any alteration.

W. Indemnity
Every member of the Committee shall be entitled to be indemnified out of the assets of The Friends against all losses and liabilities incurred by him or in relation to the execution of his office provided that nothing in this clause shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

[Signatures]

[Signature]

[Signature]