



Registered Charity No. 1012091

CONSTITUTION

October 2018

1. NAME

The name of the Charity shall be "Friends of Pembrokeshire Coast National Park".

2. OBJECTS

The object of the Charity shall be to assist, for the public benefit, in the protection, conservation and enhancement of the Pembrokeshire Coast National Park.

3. MEMBERSHIP

- a) Persons may join the membership of the Charity as single members, joint members, family members, single parent family members or as life members and shall pay the appropriate subscription determined by the Annual General Meeting and shall be bound by the constitution of the Charity.
- b) Businesses may join the membership of the Charity as large corporate businesses or small local businesses and shall pay the appropriate minimum subscription as determined by the Annual General Meeting and shall be bound by the constitution of the Charity. Depending upon the size and circumstances of the large corporate business, at the discretion of the Executive Committee, the membership subscription may be in excess of the minimum determined by the Annual General Meeting.
- c) Staff of business members may be eligible to join the membership of the Charity as Associate Members providing the business where they are employed is a Business Member which agrees to adopt all the provisions of the Associate Member Scheme as laid out in the Charity's Financial Protocol.
Associate Members will have all the benefits of Full members except that they will not be entitled to a vote. Their subscription will be paid by their Business Member employer as agreed between the Business Member and the Executive and will generally be based upon two-thirds of the Single Member rate. Associate Members will not be able to put forward resolutions to the AGM nor to nominate anyone for the Executive Committee, as individuals, but their employer, as a Business Member, will be eligible to do so.
- d) No Member, Associate Member or Business Member shall have any remedy at any time against the Friends of the Pembrokeshire Coast National Park its Officers its Executive Members (Co-opted or otherwise) or any other member whether in tort contract or by statute in respect of any statement made or advice given or action taken directly or indirectly by the Friends of Pembrokeshire Coast National Park, its Officers Executive Members (Co-opted or otherwise) or other members during the period of membership save that nothing herein shall exclude anyone from liability for fraudulent statements or acts or for personal injury or death. Persons or businesses eligible for membership shall become members upon payment of the subscription appropriate to them and shall remain members until the period for which such subscription has been paid has expired during which time they shall be bound by this constitution.

4. SUBSCRIPTION

The amount of the annual subscription for persons and the amount of the minimum subscriptions for businesses shall be decided at the Annual General Meeting. Subscriptions shall become due on the first day of January in each year. Privileges of members who are new or who have not paid their subscription shall be at the discretion of the Executive Committee.

5. ANNUAL GENERAL MEETING

There shall be an Annual General Meeting of the members of the Charity, at which every member shall be entitled to speak and vote. The meeting shall be held no later than 6 months following the end of the previous financial period, ending April 30th, at a time and place in Pembrokeshire to be decided by the Executive Committee.

- Every member will receive in writing not less than 21 days' notice of an AGM together with the following:
- A copy of the agenda, including any nominations for election as an officer or member of the Executive Committee.
- The text of any resolutions to be moved with the names of proposer and seconder.
- A copy of the independently examined balance sheet and statements of accounts for the preceding financial period ending April 30th.
- Notice containing details of the procedure for nominating Officers and Executive Committee Members as per Clause 9.

The meeting shall:

- With the exception of the Honorary Chairman (External Policy) elect the Officers for the ensuing year.
- Elect the Executive Committee for the ensuing year.
- Receive the Treasurer's report and statements of account for the preceding financial period, ending April 30th
- Consider and vote on any resolution which has been duly submitted to the meeting.
- Deal with any other business at the discretion of the Chairman of the meeting.

No resolution, other than those relating to the Treasurer's report and statement of account or other formal business, shall be moved at the meeting unless written Notice thereof, signed by the members who propose to move and second it, has been received by the Honorary Secretary in sufficient time for the text of the resolution with the names of the proposer and seconder to be included in the Notice to every member. The quorum for the Annual General Meeting shall be twenty members.

6. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be summoned at any time on a written request containing details of the business to be transacted, signed by at least twenty members of the Charity and delivered to the Secretary. At least twenty-one days' notice must be given to members. The quorum for an extraordinary general meeting shall be twenty members.

7. OFFICERS

The Officers of the Charity shall consist of an Honorary Chairman, Honorary Chairman (External Policy), Honorary Vice Chairman, Honorary Secretary and Honorary Treasurer.

8. EXECUTIVE COMMITTEE

The affairs of the Charity shall be managed by an Executive Committee of members not exceeding fifteen in number inclusive of any Officers. In the event of a vacancy arising the Committee may co-opt a member to serve until the next Annual General Meeting. The Executive Committee may appoint subcommittees for such purposes as they think desirable. The Executive Committee shall meet not less than four times a year and four shall form a quorum. Subcommittees shall not have plenary powers.

9. ELECTION AND NOMINATION

With the exception of the Honorary Chairman (External Policy), the Officers and the Executive Committee shall be elected annually at the Annual General Meeting. Nominations for election shall be proposed and seconded in writing by members of the Charity and shall be received by the Secretary at least seven days before the Annual General Meeting. The Honorary Chairman (External Policy) will be appointed and reviewed annually by the Executive Committee in accordance with the Modus Operandi of the Policy Subcommittee.

10. VOTING

Voting shall be decided by a simple majority of those present and entitled to vote. With the exception of Associate Members, each member and each Business member shall be entitled to one vote. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

11. HONORARY MEMBERSHIP

The Annual General Meeting may decide to grant Honorary Membership on the nomination of the Executive Committee to persons deemed to warrant such an award by dint of outstanding service normally over many years to the Friends, but their number shall not exceed two per cent of the membership.

12. ALTERATION OF CONSTITUTION

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual or Extraordinary General Meeting. At least twenty-one days' notice of such a meeting shall be given by the Secretary to the membership including notice of the alteration proposed. No alteration to clause 2 (Objects), clause 13 (Dissolution) or this clause will take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction has been obtained and no alteration will be made which would have the effect of causing the Charity to cease to be a charity in law.

13. DISSOLUTION

The Charity may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting convened for this purpose, for which twenty-one days' notice shall have been given to the members. Such a

resolution may give instructions for the disposal of any assets held by or in the name of the Charity, provided that if any property remains - after the satisfaction of all debts and liabilities - such property shall not be paid to or distributed among the members of the Charity but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Charity, as the Charity may determine. If and in so far as effect cannot be given to this provision then such property will be given or transferred to some other charitable purpose.

HISTORY & REVISIONS

June 1992 First approval by Charity Commissioners.

April 1999 Changes approved by AGM:

- a) Clauses to be numbered for easy reference.
- b) Clause 3 previously stated "Individuals join as Annual subscribing members"
- c) Clause 7 amended to include "Honorary Vice Chairman"

May 1999 Revised copy lodged with Charity Commissioners.

April 2005 Change approved by AGM:

Clause 8 previously stated "not exceeding ten in number inclusive of Officers."

September 2005 Revised copy lodged with Charity Commissioners.

April 2006 Change approved by AGM:

Clause 5 previously stated "year ending 31st December" (lines 9 & 14).

July 2006 Revised copy lodged with Charity Commissioners.

April 2009 Changes approved by AGM:

- a) Clause 3 previously stated "Members shall pay an annual subscription and shall be bound..."
- b) Revised clause 3 to take effect when the AGM decides to set new subscription rates
- c) Introduced new clause 11 and renumbered 11 and 12 to 12 and 13

May 2009 Revised copy lodged with Charity Commissioners. dgh 15.05.09

April 2012 Changes approved by AGM:

- a) "Charity" substituted for "Association" and Extraordinary substituted for "Special".
- b) Clause 4: Privileges of members who are new or who have not paid their subscription shall be at the discretion of the Executive Committee.
- c) Clauses 5 and 9: at least 7 days' notice (not 21) for election nominations.
- d) Clause 3: new category of single parent family membership.

May 2012 Revised copy lodged with Charity Commissioners

May 2013 Changes approved by AGM:

- a) Include the word "Coast" in our name. The name of the Charity shall be **Friends of Pembrokeshire Coast National Park**
- b) Clause 3 Membership shall remain as it is but be numbered a) and that a new paragraph b) be inserted underneath as follows:
"b) Businesses may join the membership of the Charity as large corporate businesses or small local businesses and shall pay the appropriate minimum subscription as determined by the Annual General Meeting and shall be bound by the constitution of the Charity. Depending upon the size and circumstances of the large corporate business, at the discretion of the Executive Committee, the membership subscription may be in excess of the minimum determined by the Annual General Meeting."
c) Clause 4 Subscription to include "and the amount of the minimum subscription for businesses" so that it reads:
"The amount of the annual subscription for persons and the amount of the minimum subscriptions for businesses shall be decided at the Annual General Meeting. Subscriptions shall become due on the first day of January in each year. Privileges of members who are new or who have not paid their subscription shall be at the discretion of the Executive Committee."
d) Clause 10 Voting to include "Each member and each Business member shall be entitled to one vote" so that it reads
"Voting shall be decided by a simple majority of those present and entitled to vote. Each member and each Business member shall be entitled to one vote. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote."

May 2015 Changes approved by the AGM:

- a) Clause 5: The meeting shall: “with the exception of the Honorary Chairman (External Policy)” elect the Officers for the ensuing year.
- b) Clause 7: The Officers of the Charity increased to include the “Honorary Chairman (External Policy)”.
- c) Clause 9: Election and Nomination: the clause “With the exception of the Honorary Chairman (External Policy)” and the sentence “The Honorary Chairman (External Policy) will be appointed and reviewed annually by the Executive Committee in accordance with the Modus Operandi of the Policy Subcommittee” were added.

April 2016

Changes approved by AGM:

3 c) Added No Member or Business Member shall have any remedy at any time against the Friends of the Pembrokeshire Coast National Park its Officers its Executive Members (Co-opted or otherwise) or any other member whether in tort contract or by statute in respect of any statement made or advice given or action taken directly or indirectly by the Friends of Pembrokeshire Coast National Park, its Officers Executive Members (Co-opted or otherwise) or other members during the period of membership save that nothing herein shall exclude anyone from liability for fraudulent statements or acts or for personal injury or death. Persons or businesses eligible for membership shall become members upon payment of the subscription appropriate to them and shall remain members until the period for which such subscription has been paid has expired during which time they shall be bound by this constitution.

April 2017

Changes approved by AGM

Clause 5) previously stated:

There shall be an Annual General Meeting of the members of the Charity, at which every member shall be entitled to speak and vote. The meeting shall be held in April at a time and place in Pembrokeshire to be decided by the Executive Committee.

-Every member will receive in writing not less than 21 days' notice of an AGM together with the following

-A copy of the agenda, including any nominations for election as an officer or member of the Executive Committee.

-The text of any resolutions to be moved with the names of proposer and seconder.

-A copy of the audited balance sheet and statements of accounts for the preceding year ending August 31st.

-Notice containing details of the procedure for nominating Officers and Executive Committee Members as per Clause 9.

The meeting shall:

- With the exception of the Honorary Chairman (External Policy) elect the Officers for the ensuing year.
- Elect the Executive Committee for the ensuing year.
- Receive the Treasurer's report and statements of account for the preceding year, ending August 31st
- Consider and vote on any resolution which has been duly submitted to the meeting.
- Deal with any other business at the discretion of the Chairman of the meeting.

No resolution, other than those relating to the Treasurer's report and statement of account or other formal business, shall be moved at the meeting unless written Notice thereof, signed by the members who propose to move and second it, has been received by the Honorary Secretary in sufficient time for the text of the resolution with the names of the proposer and seconder to be included in the Notice to every member. The quorum for the Annual General Meeting shall be twenty members.

Now replaced by:

There shall be an Annual General Meeting of the members of the Charity, at which every member shall be entitled to speak and vote. The meeting shall be held no later than 6 months following the end of the previous financial period, ending April 30th, at a time and place in Pembrokeshire to be decided by the Executive Committee.

- Every member will receive in writing not less than 21 days' notice of an AGM together with the following:

- A copy of the agenda, including any nominations for election as an officer or member of the Executive Committee.

- The text of any resolutions to be moved with the names of proposer and seconder.

- A copy of the independently examined balance sheet and statements of accounts for the preceding financial period ending April 30th.

- Notice containing details of the procedure for nominating Officers and Executive Committee Members as per Clause 9.

The meeting shall:

- With the exception of the Honorary Chairman (External Policy) elect the Officers for the ensuing year.
- Elect the Executive Committee for the ensuing year.
- Receive the Treasurer's report and statements of account for the preceding financial period, ending April 30th
- Consider and vote on any resolution which has been duly submitted to the meeting.
- Deal with any other business at the discretion of the Chairman of the meeting.

No resolution, other than those relating to the Treasurer's report and statement of account or other formal business, shall be moved at the meeting unless written Notice thereof, signed by the members who propose to move and second it, has been received by the Honorary Secretary in sufficient time for the text of the resolution with the names of the proposer and seconder to be included in the Notice to every member. The quorum for the Annual General Meeting shall be twenty members.

October 2018 Changes approved by AGM

Inserted new Clause 3c) to allow for Associate membership.

Re-numbered old clause 3c) as 3d).

Amended Clause 3d) to include Associate Member.

Amended Clause 10 to exclude Associate Members from voting rights.

Viz.:

Clause 3:

- a) Staff of business members may be eligible to join the membership of the Charity as Associate Members providing the business where they are employed is a Business Member which agrees to adopt all the provisions of the Associate Member Scheme as laid out in the Charity's Financial Protocol. Associate Members will have all the benefits of Full members except that they will not be entitled to a vote. Their subscription will be paid by their Business Member employer as agreed between the Business Member and the Executive and will generally be based upon two-thirds of the Single Member rate. Associate Members will not be able to put forward resolutions to the AGM nor to nominate anyone for the Executive Committee, as individuals, but their employer, as a Business Member, will be eligible to do so.
- b) No Member, Associate Member or Business Member shall have any remedy at any time against the Friends of the Pembrokeshire Coast National Park its Officers its Executive Members (Co-opted or otherwise) or any other member whether in tort contract or by statute in respect of any statement made or advice given or action taken directly or indirectly by the Friends of Pembrokeshire Coast National Park, its Officers Executive Members (Co-opted or otherwise) or other members during the period of membership save that nothing herein shall exclude anyone from liability for fraudulent statements or acts or for personal injury or death. Persons or businesses eligible for membership shall become members upon payment of the subscription appropriate to them and shall remain members until the period for which such subscription has been paid has expired during which time they shall be bound by this constitution.

Clause 10:

10. VOTING

Voting shall be decided by a simple majority of those present and entitled to vote. With the exception of Associate Members, each member and each Business member shall be entitled to one vote. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.