

**AMENDED**  
**CONSTITUTION**

- of -

***THE FRIENDS OF LYTHAM HALL***

***COUPE BRADBURY***

The Chapel House Bath Street  
Lytham Lancashire FY8 SES  
Tel: 01253 736670



# CONSTITUTION OF *THE FRIENDS OF LYTHAM HALL*

(as amended pursuant to a Resolution dated 16 February 1998)

**DATED** the 15th day of May 1997

## 1. Name

The association is **The Friends of Lytham Hall** (*'the Friends*).

## 2. Objects and Powers

### 2.1 The objects of the Friends are:

**2.1.1** To work with Lytham Town Trust Limited (*"the Trust"*) and any other interested or relevant body to preserve for the benefit of the inhabitants of the Fylde region of Lancashire and of the nation at large the land, estate and buildings known as **Lytham Hall** off Ballam Road, Lytham, Lancashire together with the works of art, furniture, and contents of **Lytham Hall**

**2.1.2** To work with the Trust and any other interested or relevant body to procure the provision of and maintain the use of an art gallery, museum, visitor centre and other amenities of a similar character for the benefit of the community of the Fylde region of Lancashire and of the nation at large at **Lytham Hall** with the object of advancing education and to help to promote, improve, develop and maintain public education in and appreciation of the outstanding architectural merit of **Lytham Hall** and its ancillary buildings and of the works of art, furniture and other contents of **Lytham Hall** and of works of art to be introduced to **Lytham Hall** and generally to improve the quality of life of the community living within the said Fylde region of Lancashire and of the nation at large through the use and enjoyment of **Lytham Hall**

**2.1.3** To support the charitable work of the Trust restricted to the Trust's charitable work relative to **Lytham Hall**.

### 2.2 In furtherance of such objects but not otherwise:

**2.2.1** To raise funds by subscription, donations, grants, loans or otherwise; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted

**2.2.2** To undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Friends

**2.2.3** To enter into and carry out contracts

**2.2.4** To employ and remunerate staff and/or to employ and remunerate agents; to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of such employees and their widows and other

dependants

- 2.2.5 To borrow money on such terms and on such security (if any) as may be thought fit
- 2.2.6 To invest the moneys of the Friends not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned
- 2.2.7 To provide voluntary helpers and workers to assist the Trust and any local or public authority or other body in achieving the objects of the Friends
- 2.2.8 To co-operate with the Trust and any local or public authority or other body concerned to achieve the objects of the Friends
- 2.2.9 Bring together in conference representatives of voluntary organisations, government departments, statutory authorities, and individuals to discuss matters touching and concerning the objects of the Friends
- 2.2.10 To promote and carry out or assist in promoting and carrying out research, surveys, and investigations in respect of **Lytham Hall** and its works of art and contents and publish the useful results of such research, surveys, and investigations
- 2.2.11 To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars, and training courses to increase public awareness of Lytham Hall and the objects of the Friends
- 2.2.12 To collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas
- 2.2.13 To procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects and without prejudice to the generality of the foregoing in particular to make known to the public the existence of **Lytham Hall** and of its contents and works of art and features of special interest
- 2.2.14 To purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Friends
- 2.2.15 Make regulations for any property which may be so acquired
- 2.2.16 Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Friends
- 2.2.17 Procure contributions to the Friends by personal or written appeals, public

meetings or otherwise

**2.2.18** To raise funds to maintain, repair, renovate, restore, and generally promote the preservation of **Lytham Hall**

**2.2.19** To buy or otherwise acquire and to help the Trust and any other charity, local or public authority to buy or otherwise acquire furniture, works of art and other equipment for use in connection with **Lytham Hall** and to sell, lease or otherwise dispose of any such furniture, works of art or equipment

**2.2.20** To procure that such arrangements as are necessary are made to enable the public to view and enjoy **Lytham Hall**, its contents and its estate whether free or at a charge

**2.2.21** Make donations to the Trust and any other charity involved with Lytham Hall subject to the condition that such donations are applied only in furtherance of one or more of the objects of the Friends

and do all such other lawful things as are necessary for the attainment of such objects provided that:

**2.2.22** In case the Friends shall take or hold any property which may be subject to any charitable trusts the Friends shall only deal with or invest the same in such manner as shall be allowed by law having regard to such trusts

**2.2.23** The Friends shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulation, restriction, or condition which if an object of the Friends would make it a trade union

**2.2.24** In case the Friends shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Friends shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law and as regards any such property as aforesaid.

### **3. Membership**

**3.1** Full membership of the Friends shall be open to:

**3.1.1** Individuals of 18 years and over who are interested in furthering the work of the Friends and who have paid the annual subscription as laid down from time to time by the executive committee mentioned below and

**3.1.2** National, international and local voluntary or other non-profit distributing organisations whether corporate or unincorporated which are interested in furthering such work and have paid their annual subscription (such bodies being hereinafter referred to as a '*Member Organisation*').

**3.2** Each Member Organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Friends. In the event of such individual

person resigning or otherwise leaving an organisation he or she shall immediately cease to be a representative of such organisation.

- 3.3** Each Member Organisation may appoint a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Friends.
- 3.4** Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Friends. Junior members shall not be entitled to vote.
- 3.5** Honorary members may be appointed at the discretion of the Executive Committee (as defined in clause 4 hereof and hereinafter called "*the Committee*"). Honorary members shall not be entitled to vote.
- 3.6** The Committee shall have the right:
- 3.6.1** To approve or reject applications for membership and
- 3.6.2** For good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Committee before a final decision is made.
- 3.7** If any member is convicted on indictment of any criminal offence or shall be adjudged a bankrupt or shall make any composition or arrangements with his creditors, such member shall ipso facto cease to be a member of the Friends.
- 3.8** The Committee may from time to time make such rules as it may deem necessary or convenient for the proper conduct and management of the Friends and for the purpose of prescribing conditions of membership and in particular but without prejudice to the generality of the above it may by such rules regulate:
- 3.8.1** Procedures for the admission of members of the Friends and the circumstances under which members may have this membership terminated
- 3.8.2** The conduct of members of the Friends in relation to one another and to the Friends' employees
- 3.8.3** The procedure at General and Extraordinary Meetings of the Friends and meetings of the Committee in so far as such procedure is not regulated by this constitution.
- 3.9** The Committee shall determine from time to time the annual subscription to be paid by all persons who are members of the Friends, the amount of such subscription to be payable on the 1st day of June in each year.
- 3.10** If the annual subscription is not paid by any member within one month of it becoming due and payable such member shall cease to be a member until the subscription shall have been paid.

#### **4. Executive Committee**

- 4.1** Subject as mentioned below the policy and general management of the affairs of the Friends shall be directed by an executive committee which shall meet as frequently as the Committee shall from time to time determine. The Committee shall consist of not less than six persons and not more than ten persons.
- 4.2** Election to the Committee shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election but not reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- 4.3** In addition to the members so elected and to those serving by virtue of clause 4.2 the Committee may co-opt up to three further members who shall be full members of the Friends whether individual or representative or a combination of both and who shall serve for such time as the Committee shall determine provided that the number of co-opted members shall not exceed one-third of the total number of members of the Committee in accordance with clause 4.1. Co-opted members shall be entitled to vote at meetings of the Committee.
- 4.4** Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Friends and shall be eligible for election at that meeting.
- 4.5** The Committee shall appoint and fix the remuneration of such staff as may in its opinion be necessary to be employed by the Friends.
- 4.6** The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.
- 4.7** All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
- 4.8** A resolution in writing signed by all the members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.
- 4.9** A member of the Committee shall cease to hold office if he:
- 4.9.1** Is disqualified from acting as a member of the Committee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)

- 4.9.2 Becomes incapable by reason of mental disorder, illness, or injury of managing and administering his own affairs
  - 4.9.3 Is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolves that his office be vacated or
  - 4.9.4 Notifies the Committee of a wish to resign (but only if at least six members of the Committee will remain in office when the notice of resignation is to take effect).
- 4.10 No member of the Committee shall acquire any interest in property belonging to the Friends (otherwise than as a trustee for the Friends) or (subject to the provisions of clause 9.1) receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.
- 4.11 Any member of the Committee for the time being who is a solicitor, accountant, or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or his firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Friends Provided That at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his own instruction or remuneration or that of his firm is under discussion.

**5. Honorary Officers**

- 5.1 The Committee shall elect from the membership of the Committee a chairman, a vice-chairman, a secretary, a treasurer, and such other honorary officers as the Committee shall from time to time decide.
- 5.2 The chairman and the other honorary officers of the Committee shall hold office up to the conclusion of the Annual General Meeting of the Friends next after their election and shall be eligible for re-election, but subject to the condition that a person shall not be entitled to hold the same honorary office for a continuous period in excess of six years.
- 5.3 The Friends shall appoint one or more qualified auditors and may determine their remuneration (if any).

**6. Meetings of the Friends**

- 6.1 The first General Meeting of the Friends shall be held not later than the .....day of ..... and once in each year subsequently an Annual General Meeting of the Friends shall be held at such time (not being more than 15 months after the holding of the first General Meeting or preceding Annual General Meeting as the case may be) and place as the Committee shall determine. At least 21 clear days notice shall be given in writing by the secretary of the Committee to each member. At such Annual General Meeting the business shall include the election of full members to serve on the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the

Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

**6.2** The Chairman of the Committee may at anytime at his discretion and the secretary of the Committee shall within 21 days of receiving a written request so to do signed by not less than 25 full members whether individual or representative and giving reasons for the request call a Special General Meeting of the Friends.

**6.3** The Chairman of all General Meetings of the Friends shall be the Chairman of the Committee, but if he is not present the persons present at such General Meeting shall appoint a chairman of the meeting.

**6.4** The secretary of the Committee shall keep a full record of proceedings at every General Meeting of the Friends.

## **7. Nominations of Committee Members**

**7.1** Only full members of the Friends (whether individual or representative) shall be eligible to serve as members of the Committee.

**7.2** No person shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee unless within 14 days before the day appointed for the Annual General Meeting there shall have been given to the secretary of the Committee by a full member written notice of his intention to propose such person for election and supported by 15 other full members and also notice in writing signed by the person proposed to be proposed of his willingness to be elected.

## **8. Rules of Procedure at all Meetings**

**8.1** Quorum - The quorum at a meeting of the Friends or of the Committee shall be one- third of the total membership of the Friends or the Committee (as the case may be) or such other number as the Friends may at General Meeting from time to time determine not being less than ten.

**8.2** Voting - Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Committee. No person shall exercise more than one vote notwithstanding that he or she has been appointed to represent two or more interests but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

**8.3** Minutes - Minute books shall be kept by the Committee and any sub-committees appointed by the Committee and the appropriate secretaries shall enter in the minute book a record of all proceedings and resolutions.

**8.4** Standing Orders and Rules - The Committee shall have power to adopt and issue standing orders and/or rules for the Friends. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Friends in General Meeting and shall not be inconsistent with the provisions of this constitution.

## **9. Finance**

- 9.1** All money raised by or on behalf of the Friends shall be applied to further the objects of the Friends and for no other purpose provided that nothing contained in this constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Friends or the repayment of reasonable out-of-pocket expenses to any member of the Friends nor prevent the payment of interest at a reasonable and proper rate on money lent not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Committee or reasonable rent for premises demised or let by any member to the Friends. No member of the Committee shall be appointed to any salaried office of the Friends or any office of the Friends or of the Committee or any office of the Friends or of the Committee paid by fees.
- 9.2** The honorary treasurer shall keep proper accounts of the finances of the association.
- 9.3** The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- 9.4** An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 9.5** A bank account shall be opened in the name of the Friends with such bank as the Committee shall from time to time decide. The Committee shall authorise such members of the Committee as the Committee sees fit to sign cheques on behalf of the Friends. All cheques must be signed by not less than two signatories.
- 9.6** Without prejudice to the generality of the foregoing, in particular the Committee shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
- 9.6.1** The keeping of accounting records for the Friends
  - 9.6.2** The preparation of annual statements of account for the Friends
  - 9.6.3** The auditing or independent examination of the statements of account of the Friends and
  - 9.6.4** The transmission of the statements of account of the Friends to the Charity Commissioners
  - 9.6.5** The discharge of its obligations under the Charities Act 1992 or any statutory re-enactment or modification of that Act with regard to the preparation of an annual report and its transmission to the Charity Commissioners
  - 9.6.6** The compliance with its obligations in law with regard to the preparation of an annual return to the Charity Commissioners.

## **10. Trust Property**

The title to all real or personal property which may be acquired by or on behalf of the Friends

shall be vested in holding trustees appointed by the Committee. The Committee may also appoint such holding trustees on its behalf as it shall think fit for such purposes and to exercise on its behalf such functions and rights as it shall prescribe. Such holding trustees may also from time to time be removed by the Committee and further holding trustees appointed in their place. Different holding trustees may be appointed for different titles, properties, functions, and rights. Such holding trustees shall enter into a Deed of Trust or other such document as may be appropriate. Provided they only act in accordance with the lawful directions of the Committee the holding trustees shall not be liable for the acts and defaults of the Committee or of the Friends.

## **11. Alterations to the Constitution**

**11.1** Any alteration of this constitution shall receive the assent of not less than two-thirds of the full members of the Friends whether individual or representative present and voting at a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the secretary of the Committee in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the secretary of the Committee to each member of the Friends provided that no alteration shall be made which would have the effect of causing the Friends to cease to be a charity at law.

**11.2** Without prejudice to the generality of the foregoing in particular no amendment may be made to clause 1 (the name of the association), clause 2 (objects and powers), clause 4.10 (Committee members not to be personally interested), clause 13 (dissolution), or this clause without the prior consent in writing of the Charity Commissioners.

**11.3** The secretary to the Committee shall promptly send to the Charity Commissioners a copy of any amendment made pursuant to the powers given by this clause.

## **12. Presidents and Vice-Presidents**

The Committee may by simple majority appoint from time to time a president and one or more vice-presidents for such period or respective periods of office as the Committee may by such resolution determine and such persons need not be members of the Friends but must have agreed in writing to accept office and the Committee in like manner determine the period of office and remove any person previously appointed prior to the determination of his period of office by effluxion of time. A retiring president or vice-presidents shall be eligible for re-appointment but subject thereto only such person shall be eligible for appointment as shall be determined by the Committee. The presidents and vice-presidents for the time being shall ex officio be entitled to receive notice of and to attend and speak at any meetings of the Committee but (without prejudice to the rights as members of any who may be members) not to vote.

## **13. Dissolution**

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Friends, it shall call a meeting of all

members of the Friends who have the power to vote, of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a three-quarters majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Friends. 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 Friends as the Committee may determine.

#### **14. Notices**

**14.1** Any notice may be served by the secretary of the Committee on any member either personally or on its appointed representative as the case may be or by sending it through the post in a pre-paid letter addressed to such member at his, her, or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within three days of posting.

**14.2** The accidental omission to give notice of a meeting to or the non- receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

#### **15. Interpretation**

For the interpretation of this constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

#### **16. Arrangements until the First Annual General Meeting**

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the bottom of this document.

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

Edith Elizabeth GUFFOGG	15 St. Patrick's Road North, St. Annes, Lancashire FY8 2BJ
Kathryn Ruth <b>SMITH</b>	28 Park View Road, Lytham, Lancashire FY8 4JE
David Barry Scott COUPE	Church Farm House, Commonsides, Lytham St. Annes, Lancashire FY8 4EX
Marion Victoria COUPE	Church Farm House, Commonsides, Lytham St. Almes, Lancashire FY8 4EX
Margaret Anne Louise RACE	16 Queens Road, St. Annes, Lancashire FY8 1HR
R.A.C. <b>SMITH</b>	28 Park View Road, Lytham, Lancashire FY8 4JE