

**CONSTITUTION
FOR**

**Association of Friends of Prince Edward Duke of Kent Court
(Stisted Hall Braintree Essex CM77 8AG)**

REGISTERED CHARITY NUMBER: 1057867

15th December 2011.

The Association of Friends of Prince Edward Duke of Kent Court Constitution

*(Originally adopted Third day of November 2005
and amended at the Annual General Meeting held on
Thursday 15th December 2011)*

A. Name.

The name of the Association is 'Association of Friends of Prince Edward Duke of Kent Court' ("the Charity")

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 Charity's objects ("the objects") are to relieve and assist by all Charitable Means the Residents of Prince Edward Duke of Kent Court Essex or the Residents of such other Royal Masonic Benevolent Institution Home as shall exist in Essex.

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 employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- (iii) 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.
- (iv) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (v) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (vi) power to do all such other lawful things as are necessary for the achievement of the objects.
- (vii) subject to the requirement and permission of the Home Manager to provide practical assistance with such things as driving the minibus and tasks that may be required within the house and garden, as required or to provide transport for the benefit of Residents

- (viii) to organise the visits of Residents for social or entertainment purposes to places of entertainment or interest or Members' homes to help residents to maintain a full life in the community.
- (ix) to provide for the Residents, social and recreational amenities of all kinds.
- (x) to encourage Lodges and their Members to visit the Home and the Residents therein.
- (xi) to provide a link between the Home and other Masonic Organisations.
- (xii) regularly to get to know Individual residents taking a particular interest in those people who have minimal or no contact with relatives.
- (xiii) to facilitate male residents attending Lodge meetings, as appropriate, but not to pay the cost of meals at such Meetings unless in the case of Special Hardship.
- (xiv) to appoint group representatives who all (a) be the link between the Executive Committee and the Lodges and their members, (b) carry out such Policy as shall from time to time be decided by the Executive Committee, (c) carry out such specific responsibilities and organisation of activities as shall be decided by the Executive Committee.

E. Membership.

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous 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.

F. Honorary Officers.

Those qualified to be Honorary Officers shall be members of the Charity who shall have been elected as Trustees of the Charity at the Annual General Meeting or who have been co-opted as Trustees in accordance with Clause G2 hereof.

President: The Provincial Grand Master for Essex shall appoint a President for the Charity for such duration as he sees fit. The Provincial Grand Master for Essex may remove an appointed President at any time, subject to another appointment of a President being made by him within 30 days thereof

Chairman of Trustees: At the Annual General Meeting the Members shall elect from amongst themselves a Chairman, whose nomination has previously been approved in writing by the Provincial Grand Master.

Secretary and Treasurer: At the Annual General Meeting the Members shall elect from amongst themselves a Secretary and a Treasurer.

G. Executive Committee.

(1) The Executive Committee shall consist of not less than 5 members, nor more than 15 members being:

- (a) the Honorary Officers specified in the preceding clause;
- (b) Vice Chairman
Assistant Secretary
Membership
Secretary House
Advisor
Residents Activity
Organiser/Representative Home Co-ordinator

all of whom shall be Trustees of the Charity elected at the annual general meeting and who shall hold office from the conclusion of that meeting.

(2) The Executive Committee may in addition appoint not more than 2 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 J 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 the 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 or by any failure to appoint or any defect in the appointment or qualification of a member.

(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 years 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 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 resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

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 Executive Committee.

J. Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any five members of the Executive Committee upon not less than 14 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 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 third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are 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 chairman 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 inquiry 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.
- (8) The Business of the Charity shall be carried out by the Executive Committee and the Policy of the Charity shall be determined by them.

K. Receipts and expenditure.

- (1) The funds of the Charity, including all donations 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 its objects.

L. Property.

(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
- (b) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three Individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property in the Charity, the Executive Committee may permit any Investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockholding company which is a member of the international Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. 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 Charity Commission.

N. Annual Report.

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 report and its transmission to the Charity Commission.

O. 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.

P. Annual General Meeting.

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of November in each year or as soon as practicable 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 chairman of the meeting. The chairman shall be the chairman 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 chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding 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, elections shall be by ballot

Q. Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least forty 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.

R. Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of 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 is, or ten members of the Charity are, present at any general meeting.

S. 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 10 days of posting.

T. Honorary Vice Presidents, Life Members, Patrons and Vice Patrons.

Honorary Vice Presidents may be appointed who have in the view of the Executive Committee given special service to the Charity. Such Honorary Vice Presidents shall be appointed at a general meeting on the recommendation of the Executive Committee. Honorary Vice Presidents shall not be a member of the Executive or a Trustee nor shall there be more than 5 at any given time.

Life Members and Patrons and Vice Patrons both for individuals and lodges shall be members of Lodges and Lodges who have paid the subscription for such as shall be fixed by the Executive Committee from time to time.

U. Alterations to the 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 Charity clause), Clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

V. 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 Charity Commission provided always that the assets remaining as aforesaid shall only be transferred as aforesaid on the strict condition that the Transferee or Transferees shall fully indemnify the Trustees of the Charity in respect of any claim whatsoever (including costs and expenses) against the Charity or the Trustees of the Charity or otherwise whether such claim is known about or not at the date of the said transfer. .