

**CONSTITUTION of**  
**Friends of Cobbett Road Library**  
**adopted on 3 September 2016, amended 30 September 2017**

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**Name**

1. The name of the association is “Friends of Cobbett Road Library”, generally referred to as “The Friends”.

**Objects**

2. The association is constituted for the public good with the object of promoting, encouraging, improving and defending use by the local community of Cobbett Road Library (“the Library”), particularly its use by local residents as a Public Library. The association’s particular concerns for the Library are:

- a) sustainable finances
- b) opening hours which provide reasonable access for all users
- c) provision of a wide selection of print, audio and video resources
- d) access to appropriate digital resources
- e) support for a range of community groups, services and activities
- f) preservation of the building’s period architecture and key fittings
- g) active promotion of the library service
- h) maintenance of national standards and a safe, secure environment

**Powers**

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-

- a) To hold meetings and arrange events.
- b) To establish and maintain contact with Councillors, the Library’s operators, local residents, local businesses, the local media, other library Friends groups and similar bodies. This contact will include formal and informal lobbying and campaigning as deemed appropriate by the membership.

- c) To carry on any other activities or do anything which furthers any of the objects or which may be incidental or conducive to the furtherance of any of the objects.
- d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- g) To borrow money, and to give security in support of any such borrowings by the association, if this is approved in advance by the membership at a General Meeting.
- h) To engage such consultants and advisers as are considered appropriate from time to time.
- i) To effect insurance of all kinds (which may include liability insurance).
- j) To invest any funds not immediately required in such investments as may be considered appropriate (and to dispose of, and vary, such investments). While the association should operate prudent financial policies, in particular the maintenance of a positive balance on its accounts, the association should not accumulate funds for which no clear purpose can be demonstrated within its objects.
- k) To liaise with local authorities, UK government departments and agencies, voluntary sector and other bodies, all with a view to furthering the association's objects.
- l) To support any charity, and to make donations for any charitable purpose falling within the association's objects.
- m) To provide support, including financial support, for any not-for-profit group or association making use of the facilities of Cobbett Road Library.
- n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching thereto).
- p) To establish arrangements with the operators of Cobbett Road Library and others whereby the membership may obtain a discount on services available at Cobbett Road Library on presentation of proof of membership.

### **General structure**

4. The structure of the association shall consist of:-
  - a) the MEMBERSHIP – individuals, groups and corporate bodies who have the right to attend the Annual General Meeting (AGM), any Special General Meeting (SGM) and any open meeting.
  - b) the MANAGEMENT COMMITTEE (MC) – which holds meetings as required, and generally leads and supervises the activities of the association, particularly the financial position of the association, as directed by the membership.

### **Qualifications for membership**

5. Membership shall be open to any individual, group or corporate body with an interest in Cobbett Road Library.

### **Application for membership**

6. Applications for membership must be submitted in writing to the association. An application by email is considered to be “in writing”.
7. The MC may, at its discretion and if there is good reason, refuse to accept any application for membership, with such decision subject to review and endorsement or rejection by the membership voting at a General Meeting should the rejected applicant request this.
8. The MC shall consider each application for membership at the first MC meeting which is held after receipt of the application; the MC shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

### **Membership subscriptions and classes**

9. The membership consists of four classes:
  - a) MEMBERS are individuals aged 18 or over, groups and corporate bodies. They pay a subscription annually on the anniversary of admission to membership. The amount will remain constant unless changed at General Meeting. The association may set different subscription rates for different types of member (eg retired, couple), providing always that this does not amount to arbitrary or illegal discrimination.
  - a) ASSOCIATES are individuals who are either under 18 or do not wish to pay a subscription. Associates may not propose business or vote at meetings.
  - b) SUPPORTERS are individuals, groups or corporate bodies who do not expect to be involved in the association’s business, but want to contribute to its work in other ways. Supporters will contribute regular sums and are entitled to attend the association’s meetings but not to propose business or vote.
  - c) PATRONS are respected individuals whom the association honours because of their connection with and support for the Library. A nomination of an individual to become a Patron requires the written agreement of the individual concerned and the signed support of at least three Members. The MC will consider all such nominations in confidence.

### **Register of members**

10. The MC shall maintain a register of the membership, setting out full names, addresses and any other contact details provided, along with the dates of admission to and cessation of membership.

### **Withdrawal from membership**

11. Any person, group or corporate body who wishes to withdraw from membership shall submit to the association a signed notice to that effect, or send an email to that effect from their registered contact email address; on receipt of the notice by the association, they shall cease to be a member. Any Member who fails to pay their annual subscription within 14 banking days of their date of renewal, and any Associate, Sponsor or Patron who does not communicate with the association for a full calendar year, shall be considered to have given notice of withdrawal from membership.

### **Expulsion from membership**

12. Any individual, group or corporate body may be expelled from membership for good reason by way of a resolution stating that reason and passed by majority vote at a General Meeting, providing at least 21 days’ notice of the intention to propose the resolution has been given to the Member, Associate, Supporter or Patron concerned, stating the grounds for the proposed expulsion and making clear that they are entitled to be heard on the resolution at the General Meeting at which the resolution is proposed.

### **General Meetings (formal meetings of the membership)**

13. The MC shall convene its first Annual General Meeting (AGM) no more than 15 calendar months after the association is established. Thereafter, not more than 15 nor less than 9 calendar months shall elapse between one AGM and the next.

14. The business of each AGM shall include:-

- a) a report by the chair on the activities of the association
- b) consideration of the annual accounts of the association
- c) the election/re-election of members of the MC.

15. The MC may convene a Special General Meeting (SGM) at any time.

### **Notice of General Meetings**

16. At least 14 clear days' notice must be given to all members of any AGM or SGM; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration. Notice days do not include Saturdays, Sundays, Public Holidays or the day of the meeting being notified. Additional notice may be required for General Meetings at which particular business is proposed, as defined below.

### **Procedure at General Meetings**

17. No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a General Meeting shall be 10% of the voting membership plus 1 (any fractional part being rounded up), present in person.

18. If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence – or if, during a General Meeting, a quorum ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting, subject to the same notice as in clause 16 above.

19. The chair of the association shall, if present and willing, preside as chair of each General Meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the General Meeting was due to commence, the members of the MC present (or the Members if no MC member is present) shall elect from among themselves the person who will act as chair of that meeting.

20. The chair of a General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine, subject to the same notice as in clause 16 above.

21. Every Member, whether individual, group or corporate body, shall have one vote, which is given personally when a show of hands is called for. If there is an equal number of votes for and against any resolution, the chair of the meeting shall be entitled to a casting vote.

### **Maximum number of MC members**

22. The maximum number of members of the MC shall be eight.

### **Eligibility**

23. Only individual Members are eligible for election/appointment to the MC.

### **Election, retiral, re-election**

24. At each AGM, the members may elect any individual Member to the MC.

25. The MC may at any time co-opt any individual Member to fill any vacancy on the MC, subject to this being ratified at the next General Meeting.

26. At each AGM, all members of the MC who have served for at least fifteen calendar months shall retire from office, but shall be eligible for re-election.

### **Termination of office**

27. A member of the MC shall automatically vacate office with immediate effect if:-

- a) he/she becomes incapable for medical reasons of fulfilling the duties of office and such incapacity is expected to continue for a period of more than six months or
- b) he/she ceases to be a Member of the association or
- c) he/she resigns office by notice to the association as defined in clause 11 above or
- d) he/she is absent (without agreement of the MC) from more than three consecutive meetings of the MC, and the MC resolve to remove him/her from office.

### **Register of MC members**

28. The MC shall maintain a register of MC members, setting out their full name, address and any other contact details, the date on which they became a MC member, and the date on which they ceased to be an MC member.

### **Officebearers**

29. The MC members shall appoint from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate. In so doing, they are required to take into account any views expressed about this matter at the AGM when these members were elected. The MC, at its absolute discretion, may vote to change these appointments at any time. At its absolute discretion, the MC may allocate the duties and responsibilities of one or more offices amongst two or more MC members, providing always that all such duties and responsibilities are covered.

### **Powers of the MC**

30. Except as otherwise provided in this constitution, the association and its assets and undertakings shall be managed by the MC, who may exercise all the powers of the association.

31. A meeting of the MC at which a quorum is present may exercise all powers exercisable by the MC. The quorum consists of the chair or the secretary or the treasurer together with three other MC members.

### **Personal interests**

32. A Member who has a personal interest in any transaction or other arrangement which the association has established or is proposing to enter into must declare that interest at any meeting of the association or its MC; he/she will be debarred from voting on any aspect of that arrangement. For the purposes of this clause, a person shall be deemed to have a personal interest in a transaction or arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that transaction or arrangement.

33. No Member may be given any remuneration by the association for carrying out his/her duties as a member of the MC. The association will reimburse reasonable expenses incurred by anyone providing agreed services to the association on submission of relevant receipts or equivalent documentation. The costs of attending meetings of the MC and the association will not be reimbursed.

### **Procedure at MC meetings**

34. Any member of the MC may request the secretary to call a meeting of the MC, which meeting shall be held within no more than two calendar weeks after receipt of the request.

35. Questions arising at a meeting of the MC shall be decided by a majority of votes cast in person by a show of hands; if a vote is tied, the chair of the meeting shall have a casting vote.

36. If at any time the number of MC members in office falls below the number fixed as the quorum, the remaining MC member(s) may act only for the purpose of filling vacancies or to call a General Meeting.

37. The chair of the association shall chair every MC meeting at which he/she is present; if the chair is unwilling to do so or is not present within 15 minutes after the time when the meeting was due to commence or has apologised in advance for not being present, the MC members present shall elect from among themselves the person who will chair the meeting.

38. The MC may, at its discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the MC. Any such person invited to attend a MC meeting shall not be entitled to vote at that meeting.

39. A MC member who has a personal interest which may conflict with the interests of the association must withdraw from the meeting while an item of that nature is being dealt with.

### **Conduct of members of the MC**

40. Each of the members of the MC shall, in exercising his/her functions as a member of the MC of the association, act in the interests of the association; and, in particular, must

- a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this Constitution) and
- b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person and
- c) in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party
  - i. put the interests of the association before that of the other party, in taking decisions as a member of the MC and
  - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the MC with regard to the matter in question.

### **Operation of accounts and holding of property**

41. The signatures of two out of three signatories appointed by the MC shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; all signatories must be members of the MC.

42. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held in the names of the chair, treasurer and secretary of the association and their successors in office. The association may only acquire or dispose of land, buildings, tenancies or leases in accordance with a resolution of a General Meeting to that effect.

### **Minutes**

43. The MC shall ensure that minutes are made of all proceedings at General Meetings, MC meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting. Minutes of General Meetings will be published to the membership. Minutes of MC meetings and committees will be made available to those in membership on request, except that any confidential material will be excised before the document is made available to the membership.

## **Open Meetings**

44. The MC may arrange and hold meetings to which the membership and others are invited at any time and for any purpose. Such meetings may not transact business appropriate to General Meetings. Notes of open meetings will be kept for information purposes.

## **Accounting records and annual accounts**

45. The MC shall ensure that proper accounting records are maintained, which shall be in accordance with all applicable statutory requirements.

46. The MC shall prepare annual accounts complying with all relevant statutory requirements, which are published to the membership and are made freely available to any organisation or body with a reasonable requirement to inspect them.

## **Notices**

47. Any notice which requires to be given to anyone under this constitution shall be in writing; such a notice may be given personally or be sent by post in a pre-paid envelope to the address last recorded or sent by email to the email address last recorded.

## **Dissolution**

48. If the MC determines that it is necessary or appropriate that the association be dissolved, it shall convene an SGM; not less than 21 days' notice shall be given, stating the terms of the proposed resolution to dissolve. Notice days do not include Saturdays, Sundays, Public Holidays or the day of the meeting being notified.

49. If a proposal by the MC to dissolve the association is confirmed by a two-thirds majority of those present and voting at a quorate SGM convened under the previous clause, the MC shall have power to dispose of any and all assets held by or on behalf of the association. Any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to one or more registered charities or associations established for the public good having constitutions with objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the membership at, or prior to, the time of dissolution.

50. For the avoidance of doubt, no part of the income or property of the association shall be paid or be transferred directly or indirectly to the membership, either in the course of the association's existence or on dissolution, except for reimbursement of reasonable expenditure as described elsewhere.

## **Alterations to the constitution**

51. The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a General Meeting, providing due notice was given of the meeting and of the resolution proposing such change, and there was a quorum throughout both the debate and voting.

## Initial members of the MC

52. The initial members of the MC were established by the open meeting which adopted this constitution as set out below. Positions will be determined at the first MC meeting.

Name	Position	Signature	Address and email
Lindsi Bluemel			
Christine Clearkin			
Tim Forcer			
Rachel Hickman			
Kevin Lancashire			
Madeleine O'Beirne			
Rónán O'Beirne			

This constitution was adopted on Saturday 3 September 2016, and amended at the 2017 AGM on Saturday September 30 2017.

*This document derives in large part from the model constitution made freely available on the website of the Scottish Council for Voluntary Organisations. It also incorporates material from both the "plain language constitution for community groups" produced by the Welsh Office of the Charity Commission in partnership with WCVA and Welsh CVC's and made freely available on the Governance Pages website, and the "draft basic constitution" produced by The Library Campaign in their Handbook for Library Friends and User Groups. All those sources are acknowledged with thanks.*