Friends of Portsdown Hill : Constitution as amended 9 April 2024

1. The name of the group shall be THE FRIENDS OF PORTSDOWN HILL (hereinafter referred to as the "the Friends").

2. **The objectives of the group are:**

   a. to preserve the character, wildlife and recreational value of the geographic unit of Portsdown Hill;

   b. to promote the general public awareness and understanding of the countryside of Portsdown Hill;

   c. to support the Portsdown Hill Countryside Service;

   d. to do all such lawful things as shall further the attainment of the above objects; and

   e. The Friends shall be non political.

3. **Funds**

   a. The income of the group shall be applied solely towards the promotion of the objectives set out.

   b. If upon the winding-up or dissolution of the Friends there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Friends but shall be given or transferred to the Portsdown Hill Countryside Management Project or its successor for use in environmental project work.

4. **Membership**

   a. Membership shall be open to all members of the Public over 16 years old.

   b. Members shall be required to pay annually in April a subscription of an amount to be determined from time to time at Annual General Meetings of the Friends. Such subscriptions shall entitle all permanent members of the appropriate household to be members of the Friends. The amount of subscriptions due is to be notified in the Friends Newsletter announcing the holding of an AGM.

   c. Members joining and paying a subscription between 1st January and 31st March in any year will be regarded as having paid their due subscription for the ensuing year.

   d. Members of the Portsdown Hill Countryside Volunteers will be admitted as honorary members of the Friends, but without the right to vote at meetings or to be eligible for election to the Friends Committee.

5. **Committee Structure**.

   a. The affairs and policies of the FRIENDS OF PORTSDOWN HILL shall be administered and decided by the Committee.

   b. The officers of the Friends shall consist of a Coordinator, Secretary and Treasurer. Such officers shall be honorary, for a period of one year.

   c. The officers shall be elected annually by the Friends at the Annual General Meeting.

   d. The Committee shall consist of at least 3 committee members (the 3 officers) and no more than 10. A quorum shall be a simple majority which includes the 3 officers or their representatives.

   e. Any casual vacancy on the Committee may be filled by a selection by and majority vote of the Committee.

   f. The Committee will have the right to co-opt individuals who, by virtue of their specialised knowledge make a valuable contribution to the objectives of the Friends. These co-opted individuals will not have voting rights.

6. **Meetings**.

   a. Committee meetings will be held at such time and place as may be determined by the Committee but generally once a quarter.

b. The Friends shall hold an Annual General Meeting during the month of April each year at such time and place as may be determined by the Committee giving at least 21 days notice to members, at which members shall elect Officers.

c. Any members of the Friends are welcome to attend and participate in any Committee meeting.

d. An Extraordinary General Meeting can be held at the request of a 5 person quorum of the Committee and/or at the request of a minimum of 10 members of the Friends and shall be held within 21 days of notice being given.

7. **Voting at meetings.**

a. Members shall be entitled to 1 vote.

b. In the event of a tied vote the Coordinator shall have the casting vote.

8. **Accounts**

a. The Friends shall cause accounting records to be kept by the Hon. Treasurer.

b. The financial year shall run from 1 Jan to 31 Dec.

c. A copy of the accounts shall be sent to the members not less than 21 days prior to the Friends Annual General Meeting.

d. Bank accounts shall be maintained in the name of THE FRIENDS OF PORTSDOWN HILL. Cheques may be signed by any 2 of the bank-approved committee members. All expenditure must be with the agreement of or delegated authority of the Friends.

9. **Administration**

The Hon. Secretary shall be responsible for keeping records, correspondence and minutes of meetings.

10. **Alterations to Constitution.**

a. Any alteration to this constitution can be proposed by any member of the Friends if officially seconded and will be dealt with at the Annual General Meeting or an Extraordinary General Meeting and decided upon by majority vote.

b. Proposals must be presented to the Hon. Secretary at least 28 days before the Annual General Meeting in order that the Hon. Secretary can make the proposal available to all members at least 14 days before the Annual General Meeting.

11. **Dissolution.**

The Friends may be dissolved by a resolution passed at an Annual General Meeting or Extraordinary General Meeting provided that such a resolution comes from a member of the Committee, and at least 21 days notice is given to the Hon. Secretary before the meeting at which the resolution is to be brought forward and that it is circulated to the membership at least 14 days before the meeting at which it is to he discussed.