

FRIENDS OF HISTORIC DILSTON

CONSTITUTION

1. NAME

The name of the Association (hereinafter called “the Association”) shall be Friends of Historic Dilston.

2. OBJECTIVES

The objectives of the Association shall be to support the North Pennines Heritage Trust (the owners of Historic Dilston) in the maintaining, promoting and preserving of, for the benefit of the public, Dilston Castle and Chapel and the related historic and archaeological remains on the Historic Dilston site, at Corbridge, Northumberland. This will include, but is not limited to, the Lord’s Bridge, the ornamental garden walling of the demolished Derwentwater mansion and the surviving features of the Jacobean manor house. The Association would wish to work closely with MENCAP and adjoining landowners in furthering these objectives.

3. POWERS

In furtherance of the above objectives the Association may:

- (i) Encourage membership and development of the Association.
- (ii) Generally protect and preserve the character and amenities of Dilston Castle & Chapel as buildings of historic and architectural significance and their grounds.
- (iii) Improve the facilities for the public on the Historic Dilston site.
- (iv) Promote and assist proposals for the use and development of Dilston Castle and Chapel and grounds.
- (v) Receive money and invite and receive subscriptions, donations, fees, legacies, grants, loans, and funds from any source.
- (vi) Provide and arrange events and activities to raise funds for the attainment of the above objectives. These shall include such meetings, exhibitions, lectures, recitals, dramas, social and other activities as will encourage an appreciation and use of the historic site.
- (vii) Promote, encourage, assist and co-operate with any person or body having objectives similar to those of the Association.
- (viii) Procure and provide information and publicise the activities and objectives of the Association.
- (ix) Do all such other lawful things as shall further the attainment of the above objectives.

4. USE AND CONTROL OF ASSETS

- (i) The assets of the Association shall be invested in the most prudently profitable way consistent with relevant legislation.
- (ii) The funds of the Association shall be applied solely for its stated Objectives.
- (iii) Members of the Association shall not receive, either directly or indirectly, payment for their services or for anything other than legitimate expenses incurred in the Association's work and approved by the Chairman.
- (iv) The maintenance and upkeep of the buildings, structures and grounds of the Historic Dilston site shall be the responsibility of the North Pennines Heritage Trust and in recognition of this commitment the Association may make an annual financial contribution.

5. MANAGEMENT

- (i) The conduct and administration of the affairs and funds of the Association shall be in the hands of a Management Committee comprising the Officers of the Association (as hereinafter defined) and up to a maximum of seven Elected Committee Members. The Officers of the Society shall be:
 - The Chairman
 - The Vice Chairman
 - The Secretary
 - The Treasurer
 - The Membership Secretary
- (ii) The Officers shall be elected annually.
- (iii) A representative of the North Pennines Heritage Trust shall be Member of the Committee for the purpose of liaison with the Association but not hold office nor have voting rights.
- (iv) The Committee shall be authorised to co-opt Members with powers defined at the Committee's discretion, but shall have no voting rights.
- (v) If a Member of Committee or sub-committee has an interest (whether financial or otherwise) or stands to gain from the outcome of matter under discussion that interest shall be declared and the Member shall be requested to withdraw until that matter has been discussed and a decision reached.

6. MEMBERSHIP

- (i) Members shall pay such annual subscription, which will be reviewed by the Committee from time to time and any proposed increase or variation to be put to Members at the next Annual General Meeting.
- (ii) All membership shall be renewable annually. Membership shall extend until the conclusion of each Annual General Meeting whereupon all those who failed to pay their annual subscription for the ensuing year shall automatically cease to be members.

- (iii) The Committee may invite some person to be Honorary President and any persons to be Honorary Members of the Association.

7. AGM and ELECTIONS

- (i) The Annual General Meeting of the Association shall be held in each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and places as the Committee shall determine.
- (ii) At the Annual General Meeting the Members shall elect a Chairman, Vice-Chairman, Secretary, Treasurer and Membership Secretary together with not more than seven Committee Members.
- (iii) The Officers and Committee (including appointees of any casual vacancy or co-opted Members) shall hold office until the conclusion of the Annual General Meeting of the Association next after their appointment but shall be eligible for re-election.
- (iv) Nomination for Officers or Committee Members to be made to the Hon. Secretary three weeks before the Annual General Meeting.
- (v) Elections of Officers and Members of Committee shall be confirmed by a proposal duly seconded and show of hands at the Annual General Meeting.

8. BUSINESS AT AGM

The business of the Annual General Meeting shall be the election of the Committee Members, the consideration of an Annual Report of the work done by or under auspices of the Association, and a Treasurer's Report and decisions upon any resolution which shall have been submitted to the Secretary.

9. OTHER MEETINGS

A special meeting of the Association shall be called upon the written request of five members or of any Officer. The request and the notice of meeting shall each include the resolution to be proposed at such meeting.

10. NOTICE OF MEETINGS

The Secretary shall give to all members at least twenty-one clear days' notice in writing of the Annual General Meeting or any special meeting and of the business to be transacted thereat and no business other than that of which notice has been so given shall be brought forward at such meeting, without the consent of the Chairman.

11. QUORUM

The quorum at a general meeting shall be twelve and at a meeting of the Committee shall be four of the voting Membership of the Committee.

12. VOTING

Voting on every matter shall be determined by a simple majority of the members present and voting on the question, and in the case of equality of votes the Chairman of the meeting shall have a second or casting vote, providing that the Clauses of 14 and 15 shall apply as appropriate.

13. FINANCE

- (i) The Accounts shall be examined every year by the North Pennines Heritage Trust.
- (ii) The Honorary Officers shall be deemed to have the authority of the Committee to give receipts and sign cheques on behalf of the Association, unless and until such authority is withdrawn by the Committee. Cheques may be signed by any two authorised persons.
- (iii) No Honorary Officer shall be liable for any loss to the property of the Association arising by reason of any investment made in good faith or for the negligence or fraud of any agent employed by him, provided reasonable supervision shall have been exercised.

14. DISSOLUTION

The Association may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association, 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 Association but shall be given or transferred to such other charitable institution or institutions having objectives similar to some or all of the objectives of the Association as the Association may determine and if and in so far as effect cannot be given to this provision then to some other charitable persons.

15. ALTERATION TO THE CONSTITUTION

Alteration to the Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Association and must include notice of the alteration proposed.