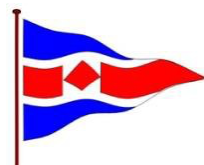


THE ASSOCIATION OF FRIENDS OF HUNTER'S YARD



CONSTITUTION

1) NAME

- a) The name of the association will be 'The Friends of Hunter's Yard', from now on referred to as 'the Association'. The Norfolk Heritage Fleet Trust will be referred to from now on as 'the NHFT'

2) OBJECTIVES

- a) The sole object of the Association is:
 - i) To support the NHFT in its objects and activities
- b) In support of this objective but no further the Association will have the power to:
 - i) engage in, support and encourage research, publishing, advertising and other work in furtherance of the above object;
 - ii) raise funds and invite and receive contributions from any person whatsoever (including corporate bodies) by way of subscription, donation and otherwise;
- c) PROVIDED THAT the Association will not undertake any permanent trading activities, may;
 - i) invest any funds in such manner as the committee may decide;
 - ii) encourage and promote activities appropriate to the Association
 - iii) take any other lawful action necessary to promote the object of the Association.

3) MEMBERSHIP

- a) Members of the Association are Ordinary or Corporate.
- b) Ordinary membership will be open to all households; 'household' being defined as one or more persons living at the same address of whom at least one is aged eighteen years or more.
- c) Corporate membership will be open to any formally constituted body (whether or not a body corporate). Where any of the following provisions of this Constitution refer to a member, in relation to corporate membership the reference means a person nominated by a Corporate Member to act on its behalf.
- d) The Association may decide that different rates of subscription and different classes of benefits may apply to the different categories of membership. In relation to membership in the Ordinary category, such a decision will be taken at the Annual General Meeting of the Association on a proposal by the Committee. In relation to membership in the Corporate category, this will be decided by the Committee
- e) Categories of membership will be determined by the committee and presented in Annex A

- f) Memberships are not transferable

4) OFFICERS

- a) The Association will have the following honorary Officers:
 - i) Chairperson
 - ii) Vice Chairperson
 - iii) Secretary
 - iv) Membership Secretary
 - v) Events Secretary
 - vi) Newsletter Editor
 - vii) Treasurer.
- b) The officers will be elected annually at the AGM. Nominations for each office will be invited along with notification of the AGM. Any nominations must be received by the Secretary at least 10 days before the meeting. Each nomination will require the name of a proposer and a seconder, both of whom must be members of the Association . If there is more than one name nominated for any post, then a ballot will be conducted at the AGM. If there are no nominations, and should the current post holder(s) be willing to serve for another year, then they may offer themselves for re-election.
- c) The Trustees of the NHFT will nominate one Trustee to join the Committee of the Association.

5) COMMITTEE POWERS

- a) The Committee will be responsible for the general management and direction of the affairs and funds of the Association.
- b) The Committee may make, and from time to time vary, rules consistent with this Constitution.
- c) The Committee will exercise the power conferred by Section 3 of this Constitution in relation to subscriptions and benefits of members.
- d) The Committee may fill casual vacancies from time to time in its membership by additional co-options which will not extend beyond the next occurring General Meeting.

6) MEETINGS

- a) There will be a Committee of the Association with the following composition of Officers:
 - i) Ex Officio
 - (1) Chairperson
 - (2) Vice Chairperson
 - (3) Secretary
 - (4) Membership Secretary
 - (5) Events Secretary
 - (6) Newsletter Editor
 - (7) Treasurer
 - ii) Elected

- (1) Not more than four elected members may hold office, and for up to for three years. Each member will be eligible for re-election. Each elected member of the Committee will be a Member of the Association of at least 18 years of age who's the current subscription is paid up.
- b) The Committee will meet at least twice in every year.
 - c) At Meetings of the Committee five members will be a quorum, of whom at least one must be an Officer of the Association.
 - d) All Members of the Committee will have one vote. In the event of a tie, the Chairperson will have a second or casting vote.
 - e) The Annual General Meeting of the Association will be held in each year at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Committee decides. At least twenty-eight days clear notice will be given in writing by the Secretary to the Members. Other meetings of the Association will be held at such times as the Association decides
 - f) At the Annual General Meeting a quorum will be fifteen members of the Association entitled to vote. This will include those present at the meeting in accordance with section (l) below
 - g) A Special Meeting of the Association will be called at fourteen clear days' notice in writing on the written demand of no fewer than four members or by the Chairman of the Committee or the Committee.
 - h) At the Annual General Meeting, the business will be:
 - i) receive a report from the Committee
 - ii) receive the annual accounts
 - iii) agree the annual subscriptions for the different categories of membership
 - iv) appoint an auditor
 - v) elect officers and members of the Committee
 - vi) consider any item of which due notice has been given in writing to the Chairperson or Secretary, no fewer than ten days before the date of the meeting
 - i) At meetings of the Association, Ordinary and Corporate members are entitled to be present with the right to speak and may be represented by one person, aged eighteen years or over, who will have the right to vote by any means approved by the Committee
 - j) In the absence of the Chairperson and Vice-Chairperson, a Chairperson will be elected from among those present
 - k) Notice to Members will be deemed served if sent by email, ordinary prepaid post or hand-delivered by an authorised Member of the Association, to the last known postal/email address of the Member registered in the records of the Association.
 - l) In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - i) A physical meeting;

- ii) A video conference, an internet facility, or similar electronic method allowing simultaneous visual and audio participation
 - iii) Telephone conferencing.
- m) Providing that they have paid the appropriate annual subscription, Members are entitled to one (1) vote either physically at the AGM, or via postal/electronic voting if invited by the Executive Council. Proxy voting is accepted.

7) SUBSCRIPTIONS

- a) Subscriptions to Ordinary membership of the Association will be annual and will be agreed in the Annual General Meeting. Annual subscriptions will become due on the first day of January each year. Friends whose subscriptions are twelve months in arrears will automatically be excluded from membership. Subscriptions to Corporate membership will be determined by the Committee.

8) FINANCE

- a) The income and property of the Association, however derived, will be applied solely towards the promotion of the objects of the Association as stated in this Constitution, and no part of which will be paid or transferred directly by way of dividend bonus or otherwise in any way by way of profit to any member of the Association, PROVIDED THAT nothing within the Constitution will prevent the payment in good faith of reasonable and proper remuneration to any servant of the Association (not being a member of the Committee) or the repayment of out-of-pocket expenses.
- b) A bank account will be opened in the name of the Association with such a bank as the Committee may decide. This account will be a designated account of the NHFT and as such any money in this account will ultimately be deemed to be part of the assets of the NHFT. The Committee will authorise in writing the Treasurer and three other members of the Association to sign cheques on behalf of the Association. All cheques must be signed by no fewer than two of the authorised signatories.

9) AUDITOR

- a) The accounts of the Association will be included in the audit of the NHFT which will be carried out by an auditor appointed by the NHFT.

10) WINDING UP

- a) On the winding-up of the Friends Association the Committee will pay the surplus funds of the Association to the NHFT. The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at any properly constituted General Meeting held in accordance with the above provisions of this Constitution.

11) AMENDMENTS TO THE CONSTITUTION

- a) No alteration may be made to this Constitution except by, and with the authority of a resolution of the Members entitled to vote, in a Meeting. Any proposal for an amendment must be made in writing and received by the Secretary no less than twenty-one days before the relevant meeting, to allow details of the proposal to be circulated to the Members with the notice of the meeting.

12) INTERPRETATION

- a) The Interpretation Act 1978 applies for the Interpretation of this Constitution as it applies for the interpretation of an Act of Parliament.

13) RESOLUTIONS

- a) Resolutions to be put before any meeting (other than an Annual General Meeting), must be made in writing, supported by a named proposer and seconder, and received by the Secretary no less than twenty-one days before the relevant meeting.
- b) In the case of an Annual General Meetings the resolution must be received by the Secretary, in writing and supported by a named proposer and seconder, no less than twenty-eight days before that meeting

Annex A

Ordinary membership

Member categories of the Association are:

- Founding Member - will be granted to those Friends who were Members at the forming of the Association and have remained Members continuously since
- Life Member - A Member whom, on the payment of a single subscription fee, will be a Member for Life
- Honorary Member - may be granted to individuals whom the Committee believes have made an outstanding and sustained contribution to or have supported the advancement of the Association, the NHFT, or the Hunter Fleet
- Member - Ordinary membership will be open to all households; 'household' being defined as one or more persons living at the same address of whom at least one is aged eighteen years or more
- Youth Member - Any individual member under the age of 18 years.

Corporate membership

- Corporate membership will be open to any formally-constituted business, organisation, society, educational establishment (whether or not a body corporate). Where any of the following provisions of this Constitution refer to a member, in relation to corporate membership the reference means a person nominated by a corporate member to act on its behalf.
- Corporate membership will be at Bronze, Silver and Gold levels