

*Secretary*

- (a) To take minutes of the Annual General Meeting, Special General Meetings, Management Committee meetings and all other business meetings of the Friends.
- (b) To notify members of the Annual General Meeting, Special General Meetings and other meetings of the Friends.
- (c) To conduct the normal business correspondence of the Friends.
- (d) An Assistant or Acting Secretary may carry out any or all of the above duties in assistance to or in the absence of the Secretary.

9. **Retirements**

- (a) Officers and Members of the Management Committee shall retire at the Annual General Meeting and shall be eligible for re-election for a further term of 1 year.
- (b) Any vacancy arising on the Management Committee during the year may be filled by co-option. Any member so co-opted shall hold office only until the next Annual General Meeting.

10. **Special General Meeting**

- (a) A Special General Meeting of the Friends may be called by the Management Committee or by the written request of not less than 10% of the current adult membership of the Friends and delivered to the Secretary containing details of the matter or matters to be discussed. The Secretary will give details to the whole membership in the written notice convening the meeting giving not less than 28 days' notice.
- (b) Current membership means those members who had the right to vote at the last Annual General Meeting and are not lapsed members.

11. **Amendments to the Constitution**

Amendments to the Constitution shall only be made at the Annual General Meeting or at a Special General Meeting called for that purpose. Details of the proposed amendment(s) shall be given in writing in the notice convening the meeting. Amendments shall be carried only if more than two-thirds of the members present and voting are in favour.

12. **Dissolution of the Friends**

In the event of the dissolution of the Friends, all funds shall be transferred to The Woodland Trust as owner in perpetuity of Hillhouse Wood.

**The Friends of Hillhouse Wood**

1. **Name of the Friends**

The name of the Friends shall be The Friends of Hillhouse Wood.

2. **Aims of the Friends**

The aims of the Friends are to secure and enhance the public's safe and free enjoyment of the natural environment of Hillhouse Wood; to assist the wood's owner, the Woodland Trust, to conserve, restore and re-establish trees, plants and all forms of wildlife; and to ensure the continued well-being of the Wood.

3. **Achieving the aims of the Friends**

The aims will be achieved by:

- Publicising the Wood through involvement in, and contact with, local activities, fetes, schools, societies etc. and by the publication, from time to time, of a members' newsletter.
- Assisting the Woodland Trust in achieving its objectives through the joint development of management and operational plans to manage the Wood in accordance with good woodland management practice.
- Organising working parties to carry out bramble, bracken and scrub clearance; and to coppice and establish clearings in accordance with the current management plan.
- Creating and maintaining waymarked footpaths, gates, stiles etc. throughout the Wood including the necessary removal of fallen and unsafe trees.
- Maintaining the ponds within the Wood.
- Working in co-operation with other bodies approved and nominated by the Woodland Trust; and to carry out woodland operations under their guidance and, where relevant, at their expense.
- Establishing and maintaining good relations with all neighbouring landowners.
- Investigating any options for trying to ensure the continued well being of the Wood.

4. **Finance of the Friends**

*Membership*

Membership shall be open to all persons in sympathy with the Friends' aims.

There shall be two categories of membership:

- (a) Individual membership.
- (b) Family membership, being open to all members.

*Subscription*

- (a) The annual subscription together with appropriate concessions shall be fixed by the Annual General Meeting on the recommendation of the Management Committee and shall be due on the first day of November each year. Any increase agreed at the AGM will be effective from 1<sup>st</sup> November in the following year.

**M.R. Pluck, Secretary. This Constitution was adopted at the AGM on 11<sup>th</sup> December 2013**

- (b) Membership will lapse if subscription is left unpaid 6 months after it is due.
- (c) New members' subscriptions paid after 1<sup>st</sup> August shall cover the next full year of membership.

*Year*

The Friends' year shall run from 1<sup>st</sup> November to 31<sup>st</sup> October annually.

5. **The Annual General Meeting**

- (a) The Annual General Meeting of the Friends shall be held within the first two months of the Friends' year.
- (b) All paid up members shall receive not less than 28 days' notice of the Annual General Meeting; this notice to be in writing which may be contained within a newsletter.
- (c) A quorum shall consist of not less than 5% of the adult members currently paid up as of the 31<sup>st</sup> October last.
- (d) In the event of a quorum not being present, the Management committee shall call a further Annual General Meeting, this meeting to be held within 2 months, giving not less than 28 days' notice in writing.
- (e) Only adult paid up members present at the meeting shall be entitled to vote.
- (f) Adult members shall be deemed to be at least eighteen years old.
- (g) Motions put to a vote shall be carried by a simple majority of more than half the votes cast. Abstentions will be disregarded.

6. **Business of the Annual General Meeting**

- (a) To elect the Officers of the Friends to serve on the Management Committee. Officers to be elected are Chairman, Treasurer and Secretary.
- (b) To elect a minimum of four additional Members to serve on the Management Committee, one of whom may be elected Vice-Chairman.
- (c) Nominations for a post of Officer or Member of the Management Committee may be made in writing to the Secretary or from the floor, must be seconded and the nominees' willingness to serve confirmed in writing or by personal affirmation by the nominee at the meeting.
- (d) To receive a report from the Chairman on the activities of the Friends during the previous year.
- (e) To receive the Audited Accounts from the Treasurer.
- (f) To appoint an Auditor for the forthcoming year.
- (g) To receive other reports considered appropriate by the Management Committee.
- (h) To transact any business previously notified to the Secretary in writing or, at the Chairman's discretion, raised under Any Other Business.

The Chairman of the AGM will be the Chairman of the Friends, or, in his absence, the Vice-Chairman if one has been elected, or, exceptionally, a neutral person acceptable to a majority of those present.

The Chairman shall not normally vote, but shall have a casting vote.

The election of the Chairman shall be conducted by a neutral person acceptable to a majority of those present.

7. **The Management Committee**

- (a) The Management Committee shall consist of not less than seven elected members, including the Chairman, Vice-Chairman if elected, Treasurer and Secretary.  
The Woodland Trust shall nominate a representative to serve ex-officio.
- (b) The Management Committee shall appoint, from within the membership, members to carry out any specific duties it considers necessary, e.g. Assistant Secretary, Membership Secretary, Newsletter Editor. These members may also be appointed, with their agreement, to serve on the Management Committee.
- (c) The Management Committee shall have the power to co-opt and co-opted members shall have the right to vote providing they are members of the Friends.
- (d) The quorum shall be five elected or co-opted members, of whom two must be Officers of the Friends.
- (e) The Management Committee shall have the power to set up sub-committees which shall have the power to co-opt and co-opted members shall have the right to vote providing they are members of the Friends.
- (f) Co-opted members shall be subject to re-election at the next Annual General Meeting of the Friends.
- (g) The Management Committee may invite representatives from other bodies to serve ex-officio in order to provide advice and assistance to the Friends.
- (h) Ex-officio members shall not have the right to vote. However, the Woodland Trust's representative shall have the ultimate authority to determine matters affecting the operational management of the wood provided always that proper discussion has taken place.

8. **Duties of Officers**

*Chairman*

- (a) To chair all meetings of the Management Committee and of the Friends.
- (b) In the absence of the Chairman, and Vice-Chairman if one has been elected, the Management Committee shall appoint an Acting Chairman for such period as necessary, such period automatically to expire at the next Annual General Meeting.
- (c) The Chairman shall not normally vote at any meeting, but shall have a casting vote.

*Treasurer*

- (a) To receive all monies properly due to the Friends, such monies to be kept in safe custody and appropriate receipts issued.
- (b) To make payments properly due from the Friends, all cheques being signed by the Treasurer and one other officer designated by the Management Committee.
- (c) To sign and issue authorised membership cards on receipt of the appropriate subscription. This duty can be delegated to a duly appointed Membership Secretary.
- (d) To maintain Accounts in a manner determined by the Management Committee and agreed by the Auditor and to report to each Management Committee meeting on the current state of the Accounts.
- (e) To present to the Annual General Meeting the Audited Accounts of the Friends' Income and Expenditure and the Balance Sheet for the previous year.