

THE FRIENDS OF JULIAN OF NORWICH

Constitution

Adopted as revised on 11th May, 2019

1. Name

The name of the Association is THE FRIENDS OF JULIAN OF NORWICH (Registered Charity N289918) (*the Charity*)

2. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of this constitution (“the Executive Committee”)

3. Objects

The Charity’s objects (“the objects”) are to advance the education of the public in the Shrine of Lady Julian of Norwich and to advance religion by promoting and furthering the work of the Shrine of Lady Julian of Norwich.

In furtherance of the above the Friends shall:-

- (a) increase public awareness and knowledge of the life and writings of Julian of Norwich.
- (b) increase public awareness of the Julian cell and encourage visits.
- (c) foster spirituality
 - (i) engage in regular prayer
 - (ii) provide financial support for the upkeep and maintenance of the Julian cell or such other religious or secular organisations promoting Julian of Norwich or spirituality in general
 - (iii) provide facilities for pilgrims and other visitors
 - (iv) provide and maintain a reference library of books on Julian and on spirituality in general
 - (v) make available for purchase books on Julian and on spirituality
 - (vi) produce or assist in the production of literature on Julian
 - (vii) publish a newsletter for members

- (viii) promote scholarship, preaching, study and research on Julian
- (ix) give or arrange for talks and lectures to be given on Julian
- (x) assist in maintaining and improving the Julian cell

4. Powers

In furtherance of the objects but not otherwise, an Executive Committee shall be formed in accordance with clause 6 below which may exercise powers:-

- (i) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- (ii) Power to buy take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- (iii) Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity.
- (iv) Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
- (v) Power to employ such staff (who shall not be members of the Executive Committee), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- (vi) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- (vii) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- (viii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (ix) Power to do all such other lawful things as are necessary for the achievement of the objects.

5. Membership

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects, and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right

to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

6. Executive Committee

- (1) The Executive Committee shall consist of not less than 6 and not more than 12 members being:
 - (a) The Parish Priest in charge of St. Julian's ex officio (or during any interregnum a person nominated by the Archdeacon of Norwich)

and

 - (b) A representative of the Community of All Hallows ex officio

and

 - (c) Not less than 5 and not more than 9 members elected by Members of the Charity from among their number at each annual general meeting

and

 - (d) Up to 2 additional members co-opted by the Executive Committee; such co-options being made at a meeting of the Executive Committee called under clause 9 below, and those persons so appointed shall serve until the next annual meeting when they may stand for election or be subsequently re-co-opted.
- (2) One third, or its nearest whole number, of the elected members of the Executive Committee shall retire each year in order of seniority of the Committee. They may stand for re-election.
- (3) No person shall be elected or co-opted as a member of the Executive Committee who is under the age of 18 years.
- (4) All persons elected or co-opted to the Executive Committee whether on a first or subsequent occasion shall make a written or verbal declaration of acceptance and of willingness to act in the trusts of the Charity.
- (5) The Executive Committee shall appoint from among their number at their first meeting a Chairman and Secretary. They shall also appoint a Treasurer who may or may not be a member of the Executive Committee (that is, a Trustee).

7. Determination of Membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

- (3) is absent without the permission of the Executive Committee from all their meetings within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the resignation is to take effect).

8. **Executive Committee Members not to be personally interested**

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee of the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm is under discussion.

9. **Meetings and proceedings of the Executive Committee**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member not less than 21 days' notice must be given.
- (2) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of members (excluding co-opted members) or three members (excluding co-opted members), whichever be the greater, of the Executive Committee are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes in books kept for the purpose, or the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of

documents. No rule may be made which is inconsistent with this constitution.

- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be promptly and fully reported to the Executive Committee.

10. **Receipts and expenditure**

- (1) The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee. In addition, the Executive Committee may formally authorise one of their number or the Friends' book keeper, to authorise expenditure on their own from the Charity's bank accounts and PayPal accounts and other equivalent internet banking solutions which may emerge by electronic transfer and carry out transactions via electronic feeds from the accounts software to the bank provided that all of the following safeguards are in place: a.) the granting of person-specific authorisation must be recorded in the approved minutes of the trustees, b.) the authorisation must specify an upper financial limit allowed by electronic transfer, c.) the password governing electronic transactions must be person-specific and not shared to ensure an audit trail, and d.) the person making the electronic expenditure must inform at least one other bank signatory within a month via a copy of the bank statement of such expenditure.

- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

11. **Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities;

- (b) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee

for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

12. **Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements or account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

13. **Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

14. **Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

15. **Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of May each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) The chairman of the meeting shall be the chairman of the Executive Committee, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

16. **Special General Meetings**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

17. **Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least ten members of the Charity, provided at least three of them are members of the Executive Committee are present at any general meeting.

18. **Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

19. **Alterations to the Constitution**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the resolution proposed.
- (2) No amendment may be made to clause 1, 3, 8, 20 or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

20. **Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

This constitution was adopted unanimously on the date mentioned above by the attendees of the Annual General Meeting of the Friends of Julian of Norwich.