

## APPENDIX A

# The Constitution

## 1. Name

The name of the group shall be:- The Friends of St Georges Market.  
(Hereinafter called the Association)

## 2. Aims and Objectives

The Association is established to actively promote the historical, cultural and social heritage of St Georges's Market and make the benefits of this promotion available to both local people and visitors in a user-friendly and attractive manner, without distinction of age, race, gender, political, religious or other opinion.

2.1 In furtherance of the above objects, but not further or otherwise, the Association may:

- Work in partnership with Belfast City Council representatives and officials, local businesses and other relevant organizations, agencies and individuals to promote St. George's Market;
- Provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objects of the association;
- Promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- Organise or assist in organising meetings, lectures, classes, exhibitions and events and publish or assist in publishing reports, periodicals, recordings, books or other documents, information or promotional materials.
- Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method, provided that the association may not engage in any permanent trading;
- Purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights and privilege necessary for the attainment of the above objects; and construct, maintain and alter any buildings or edifices so necessary as aforesaid;
- Make any regulations for any property which any be so acquired;
- Subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the association with a view to the furtherance of its objects;
- Raise money on deposit or loan and borrow or raise money in such a manner as the association shall think fit subject to the consents as may be required by law;

- Invest the monies of the association not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- Recruit and train volunteers with relevant skills to carry out the objects of the association;
- Employ and pay any person or persons to supervise, organise or carry on the work of the association and make all reasonable and necessary provision for the payment of remuneration to employees;
- Promote and organise co-operation in the achievement of the above objects and to that end to work in association with local authorities, state agencies, and voluntary organisations and any other group or individual engaged in the furtherance of the above objects in the area of benefit;
- Do all such lawful things as may be necessary; for the attainment of the above objects or any of them.

### **3 MEMBERSHIP**

3.1 The Association shall be non-political and non-sectarian in character and shall consist of:-

- Women and men aged eighteen years or over who subscribe to the objects of the Association and whose applications for membership are accepted by the Management Committee ('the Committee'); such members shall be called Individual Members and shall be entitled to vote at meetings of the Association;
- Honorary membership may be conferred by members at the Annual General Meeting but honorary members will not hold voting rights.

### **4 MANAGEMENT COMMITTEE**

- 4.1 Except as provided otherwise in this constitution the policy and general management of the affairs of the Association shall be directed by the Committee which shall meet not less than 3 times a year and shall consist of not less than 5 members of the association elected at an Annual General Meeting provided that committee members shall be eighteen or over.
- 4.2 The committee elected at the Annual General Meeting shall have the power to co-opt further members, who shall be Individual Members and shall serve until the next following AGM provided that the number of co-opted members does not exceed one third of the total membership of the committee. Co-opted members shall have the right to vote.
- 4.3** The Chairperson, Honorary Secretary and Honorary Treasurer, who shall be the Honorary Officers of the Association shall be full Individual Members of the Association and shall be elected annually by and from the Members of the Committee at their first meeting following the Annual General Meeting. The office of Chairperson shall not be held by any one person for more than three consecutive years.

## **5 FUNCTIONS OF THE COMMITTEE**

- 5.1 The Committee make such regulations as they consider appropriate for the efficient conduct of their and the association's business.
- 5.2 The Committee may appoint, on such terms as to duties and remuneration as they may determine, all such staff as they consider necessary.
- 5.3 The Committee may appoint such sub-committees, advisory groups of working groups of their own members and other persons as they may from time to time decide as necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports of their work to the committee.
- 5.4 The Chairperson and Secretary or at least two committee members shall be ex-officio members of sub-committees.

## **6 CHAIRING OF MEETINGS**

All meetings of the Association or of the Committee or of any of its sub-committees shall be presided over by its Chairperson failing whom its Vice-Chairperson if one has been appointed. Failing the Chairperson or Vice-Chairperson, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

## **7 FINANCE**

- 7.1 All monies raised by or on behalf of the association shall be applied to further the charitable objects of the Association for no other purpose provide that nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the association engaged upon the approved business of the association.
- 7.2 The financial year shall run from 1 April to 31 March
- 7.3 A statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting
- 7.4 A bank account shall be opened in the name of the Friends of St George's Market with Ulster Bank or with such other bank as the Committee shall from from time to time decide. The Committee shall authorise in writing the Honorary Treasurer and two members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the three authorised signatories

## **8 TRUST PROPERTY**

The title to all or any real and/or personal property which may be required by or for the purpose of the Association shall be vested in Trustees who shall hold such property in trust for the Association. The Trustees shall be 6 in number, and shall, subject to the approval and consent of the Association as determined by a General Meeting, have power to fill the vacancies in their number.

**9 Annual General Meetings**

An Annual General Meeting of the Association shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Association shall determine. At such Annual General Meetings the business shall include the election of members to serve on the Committee, The consideration of an Annual Report of the work done by or under the auspices of the Committee and of the accounts, and the transaction of such matters as may from time to time be necessary.

**10 SPECIAL GENERAL MEETINGS**

The Committee may at any time at its discretion and shall upon a requisition signed by not less than 25% of the members having the power to vote and giving reasons for the request, call a special General Meeting of the Association for the purpose of altering the constitution in accordance with Clause 12 hereof or of considering any manner which may be referred to them by the Committee or for any other purpose.

**11 VOTING**

Subject to the provision of Clause 12 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. In case of an equality of votes the Chairperson shall have a second casting vote.

**12 MINUTES**

12.1 Notes of meetings shall be kept by the Committee and all other sub-committees.

**13 QUORUM**

- 13.1 The quorum at General Meetings of the Association shall be 12 and at meetings of the committee shall be 4 or such number as the committee may from time to time determine.

## **14 ALTERATIONS TO THE CONSTITUTION**

- 14.1 Any alteration of the Constitution shall receive the assent of not less than two-thirds of the members of the Association present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days notice in writing shall be sent by the Honorary Secretary to each member of the Association PROVIDED FURTHER THAT no alteration shall be made which would cause the Association to cease to be a charity at law.

## **15 DISSOLUTION**

- 15.1 If the Committee by a simple majority decided at any time that on the grounds of expenses or otherwise it is necessary or advisable to dissolve the group they shall call a meeting of all the members of the Association who have power to vote of which meeting not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decisions shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of the Association. 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 Association as the Committee, may with such consents as may be necessary, determine.

## **16 INDEMNITY**

- 16.1 The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or therefrom) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment. The Treasurer shall effect a policy of insurance in respect of this indemnity.

This constitution was adopted as the Constitution of The Friends of Stt George's Market at a Public Meeting held in S t George's Market on Saturday 4<sup>th</sup> April 2009.

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