**Constitution of the Friends of the Downs and Avon Gorge**

Preamble:  The Friends of the Downs and Avon Gorge was formed in 2008 at the instigation of Bristol City Council as part of their strategy to gain Green Flag status for the area.  The aim of the association is to act on behalf of all legitimate users of the Downs and Avon Gorge and, where possible and appropriate, to support Bristol City Council, the Downs Committee and other groups to improve  the Downs and Avon Gorge for the use of the citizens of Bristol and beyond.

**CONSTUTION**

**Article 1   NAME**
1.1 The name of the Association shall be The Friends of the Downs and Avon Gorge (hereinafter called “the Association”).

**Article 2 OBJECTIVES**
2.1 The Association is established to initiate, promote, support and conduct activities that will:
2.1.1 Preserve, conserve and enhance the overall and several distinct environments within the Downs and Gorge for the benefit of all legitimate users of the area and
2.1.2 Deepen users’ knowledge and understanding of the history, natural history and evolving social uses of the area.
2.2 In furtherance of the above objectives, but not further or otherwise, the Association may:
2.2.1 Promote and carry out, or assist in promoting and carrying out research, surveys and investigations and communicate these to the membership and/or the appropriate authorities;
2.2.2 Organise or assist in organising meetings, lectures, classes, exhibitions and carry out practical work for or on behalf of involved bodies who share the same or similar objectives and principles;
2.2.3 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 form of permanent trading;
2.2.4 Invest the monies of the Association not immediately required for the furtherance of the said objectives 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;
2.2.5 Do all such other lawful things as may be necessary for the attainment of the above objects or any of them;
2.2.6 All such activities as noted above shall be clearly authorised by, or covered by the agreement with, Bristol City Council, as noted under Article 13.

**Article 3 MEMBERSHIP**
3.1 Membership of the Association is open to the following, irrespective of political affinity, nationality, religion, sexual orientation or disability:
3.1.1 Any individual over the age of 18 years who subscribes to the objectives of the Association.  These shall be called Individual Members and entitled to vote at meetings of the Association.
3.1.2 Any family that subscribes to the objectives of the Association.  These shall be called Family Members and all members of said family over the age of 18 years and living at the same address, shall be entitled to only one vote at meetings of the Association.
3.1.3 Non-commercial organisations and charities with appropriate interests in the objectives of the Association and subscribe to them.  These shall be called Associate Members and be entitled to representation at meetings of the Association by a duly authorised representative with powers to one vote on behalf of the Associated Members at meetings of the Association.
3.1.4 Commercial organisations with appropriate interests in the objectives of the Association and subscribe to them.  These shall be called Corporate Members and be entitled to representation at meetings of the Association by a duly authorised representative with powers to one vote on behalf of the Corporate Members at meetings of the Association.
3.1.5 Honorary Life membership may be recommended by the Committee for appropriate individuals, subject to approval at the Annual General Meeting.
3.2 The Committee shall recommend the rate of annual subscription (starting the 10th January each year) appropriate to each category of member for approval by the Annual General Meeting.
3.3 The Committee shall have the right, for good and sufficient reason, to terminate the membership of any member, who shall, in turn, have the right to be heard by the Association.

**Article 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 6 times a year and shall consist of not less than 6 members of the Association to  a maximum of 12 elected at an Annual General Meeting.
4.2 Nominations from full members of the Association for membership of the Committee must be made to the Honorary Secretary of the Association at least 7 days before the Annual General Meeting hereinafter mentioned.
4.3 Should the number of nominations exceed the number of vacancies, election shall be by ballot by those members of the Association voting at the Annual General Meeting.
4.4. Should the number of nominations be less than the number of vacancies, further oral nominations may, at the approval of the Annual General Meeting, be invited from members present and voting at said Annual General Meeting.
4.5 The Committee elected at the Annual General Meeting shall have the power to co-opt further members, who shall be Individual Members, Family Members or representatives of Associated and Corporate Members and who shall serve until the following Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the Committee.  Co-opted members shall have equal rights of all members of the Committee.
4.6 The Chairperson, Vice-Chairperson, Honorary Secretary and Honorary Treasurer, who shall be Honorary Officers of the Association, shall be full Individual Members, Family Members or representatives of Associated or Corporate Members and shall be elected annually by and from members of the Committee at their first meeting following the Annual General Meeting.  This will normally be immediately following said Annual General Meeting convened for this sole purpose.
4.7 Any member of the Committee who fails to attend 3 consecutive committee meetings without reasonable excuse shall lose his/her place on the Committee which may be filled by co-option in accordance with clause 4.5 above.
4.8 The Committee may at any time confer emergency powers to act on its behalf to the Chairperson or his/her appointee.
4.9 No member of the Committee may have a personal interest in the financial affairs of the Association.

**Article 5 FUNCTIONS OF THE COMMITTEE**
5.1 The Committee may make such regulations as its members consider appropriate for the efficient conduct of the business of the Committee and the Association.
5.2 The Committee may appoint sub-committees, advisory groups, working parties or specialist individuals (e.g. Archivists) of its own members and other persons as it may from time to time decide to be necessary for the carrying out of its work and may determine their terms of reference, duration and composition.  All such groups or individuals shall make regular reports on their work to the Committee.
5.3 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualifications of any member.

**Article 6 CHAIRING MEETINGS**
6.1 All meetings of the Association or any of its sub-committees shall be presided over by its Chairperson, or in his/her absence, its Vice- Chairperson.  If neither is present, those present may elect one of their number to take the Chair for that meeting.
6.2 Decisions taken by the Committee will normally be by general agreement.  Any member may propose that a decision be decided by secret ballot. In the case of a tied ballot, the Chairperson shall have a second or casting vote.

**Article 7 FINANCE**
7.1 All monies raised by or on behalf of the Association shall be applied to further the objectives of the Association and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Association engaged upon approved business of the Association.
7.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.
7.3 The financial year shall run from 1st November to 31st October.
7.4 The accounts shall be independently inspected (audited) at least once a year by the Honorary Auditor, who shall not be a member of FODAG, and shall be appointed at the Annual General Meeting.
7.5 An independently inspected (Audited) statement of accounts for the financial year shall be submitted to the Annual General Meeting.
7.6 A bank account shall be opened with the NatWest Bank Ltd or with such other Bank or Building Society as the Committee shall from time to time decide.  The Committee shall authorise the Honorary Treasurer and 2 members of the Committee to sign cheques on behalf of the Association.  All cheques must be signed by not less than 2 of the 3 authorised signatories.
7.7 The Honorary Treasurer shall not be authorised to issue a personal loan to any member of the Association.

**Article 8 ANNUAL GENERAL MEETING**
8.1 An Annual General Meeting of the Association shall be held at such place and time (not being more than 15 months after the holding of the preceding Annual General Meeting) as the Committee shall determine, this shall normally be on the third Wednesday of November each year.
8.2 At such an Annual General Meeting the business shall include the following:
8.2.1 The election of members to serve on the Committee
8.2.2 The appointment of an auditor (independent scrutiniser of the finances)
8.2.3 The consideration of an Annual Report of the work done by, or under the auspices, of the Committee.
8.2.4 The consideration of the audited (independently scrutinized) accounts.
8.2.5The transaction of other matters that may from time to time be considered necessary.

**Article 9 SPECIAL GENERAL MEETING**
9.1 The Committee may, at any time, at its discretion, or upon a request signed by not less than 30 per cent of the membership 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 Article 11 hereof, or of considering any matter which may be referred to them by the Committee, or for any other purpose.
**Article 10 RULES OF PROCEDURE AT ALL MEETINGS**
10.1 Voting: Subject to the provisions of Article 11 hereof, all questions arising at any meeting of the Committee shall normally be decided as per article 6.2. Voting at the Annual General Meeting shall be by simple majority of those present and entitled to vote thereat. (In the case of equal votes the Chairperson shall have a second or casting vote).
10.2 Minutes: Minute books shall be kept by the Committee and all Sub-Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
10.3 Quorum: The Quorum at the Annual General Meeting of the Association shall be 20 and at other meetings of the Committee shall be 6 or such other number as the Committee may from time to time determine.
10.4 Standing Orders: The Committee shall have the power to adopt and issue Standing Orders and/or Rules for the Association.  Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association in a General Meeting and shall not be inconsistent with this Constitution.

**Article 11 ALTERATIONS TO THE CONSTITUTION**
11.1 Any alterations to this Constitution shall receive assent of not less than two thirds of the members of the Association present and voting at the Annual General Meeting or 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.
11.2 At least 14 clear days’ notice in writing of the meeting setting forth the terms of the alteration to be proposed 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 not to be able to meet its objectives.

**Article 12 DISSOLUTION**
12.1 If the Committee by simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, they shall call a meeting of full members of the Association.
12.2 If such a decision 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 name of the Association.
12.3 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 objectives similar to the objectives of the Association as the Committee may decide.

**Article 13 INDEMNITY**
13.1 The Association is formally a volunteer group to Bristol City Council and as such indemnity, with regard to public liability and personal accident, is provided for all officers and members of the Association by Bristol City Council PROVIDED THAT the necessary risk assessments have been undertaken for each activity, reasonable precautions have been undertaken to minimise such risks following good health and safety practice and, where necessary, volunteers being informed of such risks before engaging with the activity.
13.2 Furthermore, as per the agreement reached between the Principal Insurance Services Officer on May 6th 2014, the Principal Insurance Services Officer, or other appropriate Officer of the Council should be kept informed of all proposed activities other than those undertaken at the instigation of the Council or Downs Committee with general clearance being sought for those activities that can be regarded as regular routine, or individually as the case arises with “one-off” initiatives undertaken by the Association.
13.3 Should participation in any specific activity be deemed inappropriate for any volunteer, for whatever reason, then that volunteer should be informed of the reason why and requested not to participate by the Association’s group leader for the particular activity being undertaken.