CONSTITUTION – FRIENDS OF WEST NORWOOD CEMETERY

Charitable Incorporated Organisation with the Registered Charity Number 1172409

Adopted 24 October 2026

The principal office of the Friends of West Norwood Cemetery is the Visitor Centre.

1. Objects

The objects of the Friends of West Norwood Cemetery (FoWNC) include the preservation, care and improvement of the South Metropolitan (West Norwood) Cemetery as a place of religious, historical, and ecological interest.

1.1 To speak and act on behalf of all who have an interest in West Norwood Cemetery, assisting in maintaining public access to, and enjoyment of, the Cemetery.

1.2 To organize groups to undertake recording and conservation works in the Cemetery; assisting in the preservation of the historic monuments and structures of the Cemetery; and to participate in conservation of the fauna and flora of the Cemetery, co-ordinating the work of volunteers.

1.3 To liaise with Lambeth Borough Council and other interested bodies in developing and implementing plans for the future of the Cemetery, including planning committees and all other local and statutory authorities (including representatives of the Church of England and of the Greek community), grave owners, and organisations/persons having aims similar to those of FoWNC.

1.4 To promote, publish and distribute research into subjects directly connected with the objects of FoWNC.

1.5 To stimulate public interest in the Cemetery by holding meetings, lectures and exhibitions, conducting tours of the Cemetery and publishing and distributing regular newsletters, papers, reports and other literature in printed and/or digital form.

1.6 To raise funds and to invite and receive contributions by way of subscription and donation (including gifts of property).

2. Income, accounts and property

2.1 The income and property of FoWNC must be applied solely towards the promotion of its objects.

2.2 None of the income or property of FoWNC may be paid or transferred directly or indirectly by way of profit to any member of FoWNC. Any property acquired on behalf of FoWNC and held by a member must be returned if that individual ceases to be a paid member.

2.3 A charity trustee/individual acting on behalf of FoWNC is entitled to be reimbursed for reasonable expenses.

2.4 A charity trustee may benefit from trustee indemnity insurance cover purchased at FoWNC's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

2.5 No charity trustee or connected person may receive a benefit from FoWNC by buying or receiving any goods or services from FoWNC or by selling goods or services to FoWNC on terms preferential to those applicable to members of the public.

2.6 If FoWNC is wound up, its members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

2.7 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of FoWNC, within 10 months of the financial year end.

3. Membership of FoWNC

3.1 Ordinary membership of FoWNC is open to any individual (but not a corporate body or other organisation). Members will pay reasonable membership fees to FoWNC. Membership expires on 31 December, but subscriptions received in the three months preceding 1 January in any year shall be regarded as covering membership for the following year. Membership of FoWNC cannot be transferred to anyone else.

3.2 Admission to ordinary membership shall be subject to the discretion of the trustees who may refuse an application if they believe that it is in the best interests of FoWNC ; and will give the applicant their reasons for doing so within 21 days of the decision being taken. The applicant will have 21 days to appeal against the refusal. Fair consideration will be given to any such appeal, made if necessary in person to a meeting of the trustees, informing the applicant of their decision within a further 21 days. Any decision to confirm refusal of the application for membership shall be final.

3.3 Membership of FoWNC comes to an end if: the member dies; sends a notice of resignation to the charity trustees (Membership Secretary); the member's membership fee is in arrears by six months; or the charity trustees decide that it is in the best interests of FoWNC that the member in question should be removed from membership. In the case of removal the provisions of (3.2) will apply.

4. General meetings of members

4.1 There must be an annual general meeting (AGM) of the members of FoWNC. Members present must receive an agenda, the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 5.5. Any documents must be available on FoWNC's website.

4.2 The person nominated as Chair by the trustees shall preside at the meeting. A decision may be taken on a simple show of hands. A quorum greater than 15 members is required for the transaction of business. The Chair may adjourn a quorate meeting with the majority agreement of those present. Details of a resumption of the meeting must be made available within 7 days.

4.3 As provided by clauses 224-227 of the Charities Act 2011, the constitution of FoWNC can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting. A copy of any resolution altering the constitution, together with a copy of FoWNC's constitution as amended, must be sent to the Commission within 15 days on the meeting.

4.4 Other general meetings of the members of FoWNC may be held at any time, giving at least 14 clear days' notice to all of the members.

4.5 The trustees must, within 21 days, call a general meeting of the members of FoWNC if they receive a request to do so from at least 10% of the membership of FoWNC. Such a request must states the general nature of the business and particulars of any resolution to be dealt with. A resolution may only properly be proposed if it is not defamatory, frivolous or vexatious.

4.6 If the trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting. If it is agreed by not less than 90% of all members of FoWNC, any resolution may be proposed and passed at the meeting. FoWNC must reimburse any reasonable expenses incurred.

4.7 Any decision to wind up or dissolve FoWNC must be taken in accordance with clause 8 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of FoWNC to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

5. Charity trustees

5.1 The charity trustees, who shall be ordinary members of FoWNC over the age of 18, shall manage the affairs of FoWNC through the Executive Committee.

5.2 It is the duty of each trustee to perform their functions as a trustee in good faith to further the purposes of FoWNC; and to exercise such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that they hold themselves out as having, including particular business or profession.

5.3 A charity trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with/by FoWNC and absent themself from any discussions of the trustees in which it is possible that a conflict of interest will arise between her or his duty to act solely in the interests of FoWNC and any personal interest.

9.4 The maximum number of charity trustees is 9, and there must be at least five trustees. If the number falls below this minimum, the remaining trustees may act only to call a meeting of the charity trustees to appoint a new trustee.

5.5 At every AGM one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office. The trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. Any person who retires as a trustee by rotation or by giving notice to FoWNC is eligible for reappointment.

5.6 If there are unfulfilled trusteeships, the Executive Committee may at any time decide to co-opt a potential trustee. Any such proposal for co-opting must be presented to the Executive Committee meeting immediately prior to the AGM. The individual so co-opted will provide a personal statement of suitability to be submitted to the membership with the notice of intention to hold the AGM, and be interviewed by the Executive Committee (if deemed necessary) prior to the AGM. Confirmation will be made by the decision of the membership at the AGM. The trustee so elected or re-appointed must acknowledge the acceptance of their appointment in writing. The charity trustees will make available

to each new trustee, on or before their appointment, a copy of this constitution and a copy of FoWNC's latest trustees' annual report and statement of accounts.

5.7 A charity trustee ceases to hold office if they: retire by notifying the Chair in writing; are absent without the permission of the charity trustees from all committee meetings held within a period of six months and the trustees resolve that his or her office be vacated; dies; or in the written opinion of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months; is removed by the charity trustees in accordance with 5.8; is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011; or ceases to be an ordinary member of FoWNC.

5.8 A charity trustee shall be removed from office if a decision to remove them is proposed at a meeting of the trustees called for that purpose giving at least 21 clear and days' written notice of intent to the individual and at least a two-thirds majority of the votes cast at the meeting are in favour of removing that trustee. That trustee shall not be entitled to vote on that decision (or any other decision taken at that meeting) or be counted in the quorum present. In terms of appeal, the principles of 3.2 apply.

6. Executive Committee

6.1 The charity trustees of FoWNC, will form the Executive Committee and fulfil the following roles; and the names of the post-holders will be published in the Friends' newsletter or monthly e-bulletin:

Chair
Deputy Chair
General Secretary
Treasurer
Membership Secretary
Publicity Officer
Trustee for research & publications
Two trustees without portfolio

If deemed appropriate, two Joint Chairs may be appointed.

6.2 Any decision may be taken either at a meeting of the Executive Committee (the quorum required is three charity trustees, or the number nearest to one third of the total number of trustees); or by resolution in writing or digital form agreed by all of the charity trustees, containing the text of the resolution to each of which one or more charity trustees has signified their agreement. Questions arising at an Executive Committee meeting shall be decided by a majority of those eligible to vote.

6.3 The charity trustees (General Secretary) must keep minutes of all: appointments of officers made by the charity trustees; proceedings at general meetings of FoWNC; and meetings of the Executive Committee. These must include: the names of the trustees present at the meeting; the decisions (and reasons therefore) made at the meetings; and decisions made by the charity trustees otherwise than in meetings.

6.4 There will normally be four meetings of the Executive Committee per annum, but any trustee may call a further meeting. The Executive Committee will be presided over by the Chair (or Deputy Chair), and if either are unable to attend, the trustees present will appoint one of their number to chair that meeting.

6.5 FoWNC must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

7. Use of digital communications

FoWNC will comply with the requirements of the Communications Provisions in the General Regulations of the Charity Commission and in particular: the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and any requirements to provide information to the Charity Commission in a particular form or manner.

8. Voluntary winding up or dissolution

8.1 As provided by the Dissolution Regulations, FoWNC may be dissolved by resolution of its members. Any decision to dissolve FoWNC can only be made at a general meeting of the members (see 4.4) by a resolution passed by a 75% majority of those voting.

8.2 Subject to the payment of all FoWNC's debts, the general meeting may decide how any remaining assets of FoWNC shall be applied, and if not any remaining assets must be applied for charitable purposes the same as or similar to those of FoWNC.

8.3 FoWNC must observe the requirements of the Dissolution Regulations in applying to the Commission for FoWNC to be removed from the Register of Charities send with their application to the Commission a copy of the resolution passed by the members of FoWNC; a declaration by the trustees that any debts and other liabilities of FoWNC have been settled or otherwise provided for in full; and a statement by the charity trustees setting out the way in which any property of FoWNC has been or is to be applied prior to its dissolution in accordance with this constitution. The trustees must ensure that a copy of the application is sent within seven days to every member of FoWNC.