

PARISHES OF FOOLOW AND GREAT HUCKLOW
Silence Heritage Site
CONSTITUTION ADOPTED 12 JUNE 2006

1. NAME

- 1.1. The Organisation shall be called the SILENCE HERITAGE SITE.

2. AIMS AND OBJECTIVES

- 2.1. To hold in trust the land in the parishes of Great Hucklow and Foolow encompassing Silence Mine, Old Grove Mine and adjoining areas bounded by the trackway known as Blackberry Lane.
- 2.2. To hold in trust any other land which the Organisation may from time to time choose to acquire.
- 2.3. To hold the land in the public interest and with a view to enhancing its public benefit in the areas of education, historical investigation, conservation, appropriate recreation, and the wider interests of the environment.
- 2.4. To maximise public access to the land in so far as this is possible without placing at risk the conservation of the natural environment of the site.
- 2.5. To promote the observation and diversity of wildlife and to improve access to the historic archaeological features of the site.
- 2.6. To work alongside like-minded organisations and individuals to achieve these aims.
- 2.7. To raise funds to purchase equipment and services to improve the site and associated facilities and to enable projects of a practical and academic nature to be carried out.

3. MANAGEMENT COMMITTEE

- 3.1. The Organization shall be run by a Management Committee consisting of:
- 3.1.1. Three representatives each from the two parishes of Great Hucklow and Foolow
- 3.1.2. A representative of the Peak District National Park Authority (PDNPA).
- 3.2. The Management Committee shall be free to organise the conduct of its business as it chooses, within the terms of this constitution and as guided by resolutions of an Annual General Meeting.
- 3.3. The Management Committee may appoint sub committees and working groups to report to it. The members of sub committees and working groups may or may not be members of the Management Committee.
- 3.4. Meetings of the Management Committee shall be quorate when at least four voting members of the Committee are present. No business shall be transacted at a meeting unless a quorum is present.

- 3.5. The Chairman of the Management Committee shall be elected at the AGM from among the representatives of the parishes. They shall serve for one year. The post shall alternate annually between the representatives of Great Hucklow and Foolow Parishes.
- 3.6. Members of the Management Committee shall be elected at the AGM and will stand for a period of 3 years. At the end of that time they may be nominated for re-election.
- 3.7. Other Members with specialist knowledge may be co-opted as and when necessary.
- 3.8. The Management Committee shall appoint a Treasurer and a Secretary from among their number.
- 3.9. Decisions of the Management Committee shall be decided by a simple majority of those members present and voting. Co-opted members and the PDNPA representative shall have no vote unless they are also representatives of one of the parishes. When, and only when, a vote is evenly split, the Chairman shall have a casting vote and shall vote in favour of the status quo.
- 3.10. Notice of the time, date and location of meetings of the Management Committee shall be posted on the village notice boards in Great Hucklow and Foolow at least seven days before the meeting is due to be held.
- 3.11. The agenda for meetings of the Management Committee shall be circulated to all members by post or e-mail at least 3 days in advance of the date of the meeting. Non-arrival of the agenda with any member of the Committee shall not invalidate the meeting.
- 3.12. Meetings of the Management Committee shall be open to the public and any elector of the parishes of Great Hucklow and Foolow shall be entitled to attend.
- 3.13. The Chairman shall have the right to require any person who disrupts any meeting to leave.
- 3.14. The Management Committee shall have the power to deal with any matter which may arise for which there is no provision in this constitution.

4. TERMINATION OF MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 4.1. A member of the Committee shall cease to hold office if he or she:
 - 4.1.1. is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 4.1.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - 4.1.3. is disqualified by reason of clause 7 of this Constitution.
 - 4.1.4. is absent without cause considered adequate by the Committee from two consecutive meetings of the Committee and the Committee resolve that the position be vacated.

4.1.5. notifies to the Committee a wish to resign (but only if at least four members of the Committee will remain in office when the notice of resignation is to take effect.

5. ANNUAL GENERAL MEETING

- 5.1. There shall be an Annual General Meeting (AGM) of the organisation held in September of each year.
- 5.2. The agenda for the AGM shall be to –
 - 5.2.1. elect a Chairman and Recorder for the meeting
 - 5.2.2. accept the minutes of the previous AGM;
 - 5.2.3. receive reports from the Chairman and Treasurer;
 - 5.2.4. approve the annual accounts of the organisation;
 - 5.2.5. consider and approve the programme for the year ahead;
 - 5.2.6. confirm the appointment of members of the Management Committee
 - 5.2.7. consider any other business properly laid before the meeting.
- 5.3. Any elector of the parishes of Great Hucklow and Foolow shall be entitled to attend and vote at the meeting.
- 5.4. The meeting shall be considered quorate when at least six persons eligible to vote are present. No business shall be transacted at a meeting unless a quorum is present.
- 5.5. Except as provided for in clause 5.7 of this constitution, decisions of the AGM shall be decided by a simple majority of those members present and voting.
- 5.6. When, and only when, a vote is evenly split, the Chairman shall have a casting vote and shall vote in favour of the status quo.
- 5.7. Changes to this Constitution shall require a majority of two thirds of those persons present and eligible to vote at an AGM to vote in favour. Persons abstaining from voting shall be counted when calculating the number required to obtain a majority.
- 5.8. Other than the items of business laid out in clauses 5.2.1 – 5.2.6 of this constitution, motions for consideration at the AGM must be presented to the Secretary of the Management Committee at least one month before the date of the AGM.
- 5.9. Notice of the time, date, location and agenda of the AGM shall be posted on the village notice boards in Great Hucklow and Foolow at least fourteen days before the meeting is due to be held.
- 5.10. The Chairman shall have the right to require any person who disrupts any meeting to leave.
- 5.11. Where necessary, the Chairman shall interpret the constitution and agenda in order to determine procedure at the meeting.

6. FUNDS AND BANK ACCOUNTS

- 6.1. The Organisation may open bank or building society accounts and hold funds in furtherance of its aims and objectives but not otherwise.
- 6.2. The Organisation shall have the power to raise funds by donation, subscription, grants, fund raising activities and any other appropriate and legal means.
- 6.3. Any account holding funds of the Organisation shall require at least two authorised signatories for any withdrawal. The authorised signatories shall be the Chairman, Secretary, Treasurer, and one other member of the Management Committee.
- 6.4. The Treasurer shall ensure that accurate records of receipts and payments are kept.
- 6.5. Without prejudice to clause 10.2 of this constitution, the accounts shall be subject to an annual audit by an independent inspector appointed by the Management Committee. Such person may or may not be a qualified accountant. The report of the auditor shall be presented to the AGM.

7. PERSONAL INTERESTS OF COMMITTEE MEMBERS

- 7.1. No member of the Management Committee shall be paid or receive any benefit from the Organisation except for the re-imbursement of out-of-pocket expenses.

8. PROPERTY HOLDING TRUSTEES

- 8.1. The Management Committee shall cause the title to all land and property held by or in trust for the Organisation to be vested in three individuals appointed by them as Property Holding Trustees.
- 8.2. The Property Holding Trustees shall be appointed and removed at the pleasure of the Management Committee. They shall hold their positions for life or until removed by a decision of the Committee. They may or may not be members of the Management Committee.
- 8.3. The Property Holding Trustees shall act only in accordance with the lawful directions of the Management Committee.
- 8.4. Provided they act in accordance with the lawful directions of the Management Committee, the Organisation shall indemnify the Property Holding Trustees from all liability associated with their position as trustees.

9. MINUTES AND RECORDS

- 9.1. The Management Committee shall keep minutes of all:
 - 9.2. Appointments of Committee members, Officers and Property Holding Trustees made by the Committee;
 - 9.3. Proceedings at all meetings of the Organisation;
 - 9.4. The names of persons present at meetings.
 - 9.5. The decisions made at meetings.

9.6. Where appropriate, the reasons for the decisions.

10. ANNUAL REPORT AND ACCOUNTS

10.1. The Management 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 both an annual report and an annual return and their transmission to the Charity Commissioners.

10.2. Accounts shall be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission.

11. DISSOLUTION

11.1. The Organisation may be dissolved by a resolution of an Annual General Meeting. Such resolution shall be in accordance with the requirements for changes to this Constitution (see clause 5.7).

11.2. If a resolution to dissolve the Organisation is made:

11.2.1. The Management Committee shall remain in place until the winding up of the affairs of the Organisation is complete;

11.2.2. The land and property held in trust by the organisation shall be transferred to another organisation of similar aims and objectives;

11.2.3. Any other assets shall be liquidated and the money remaining after any outstanding debts have been settled shall be given to another charitable organisation of similar aims and objectives;

11.3. In no circumstances shall any member of the Management Committee, or any other individual, receive any benefit from the dissolution of the Organisation.

12. CHARITABLE SAVING

12.1. No amendment shall be made to this constitution which would have the effect of causing the Organisation to cease to be a Charity at law.

12.2. A copy of any resolution amending this constitution shall be sent to the Charity Commission within 28 days of it being passed.

12.3. The Organisation shall at all times be governed by the laws of England.