

CONSTITUTION

1. NAME OF THE CHARITY

Cyfeillion Ynys Tysilio / Friends of Church Island (*) (referred to hereafter as the Friends)

(*) Ynys Tysilio / Church Island, Menai Bridge, Anglesey UK

2. THE PURPOSES OF THE CHARITY – PUBLIC BENEFIT

For the benefit of the public, to conserve maintain, preserve, repair and improve the churchyard, its buildings, its natural environment, its amenities and its accessibility and provide information and related events to all those who come to enjoy its unique location and heritage of Church Island of Menai Bridge.

3. TRUSTEES

The charity shall be managed by a committee of between 5 and 8 persons who are elected from the membership of the charity at the Annual General Meeting (AGM). By virtue of this election – they will become the “trustees”.

Note - The law says people under 18 cannot be trustees or take on the administrative rights and duties of full members.

4. CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- raise funds, receive grants and donations.
- apply funds to carry out the work of the charity including reimbursement of reasonable expenses incurred by trustees and members.
- organise events for the benefit of members and others, such as guided walks and cultural festivals, either as fundraising events or simply for their enjoyment.
- co-opt members and others to help on specific projects.
- co-operate with and support other charities with similar purposes.
- do anything which is lawful and necessary to achieve the purposes.

5. MEMBERSHIP

Membership of the charity is open to anyone over the age of 18 with an interest in Church Island.

- **Individual Membership**
 - Individual members are people who pay an annual membership subscription.
 - Individual members have the right to attend and vote at the AGM or Special General Meetings, they may also attend trustee meetings of the Friends, but they do not have voting rights.
 - The Incumbent of Bro Tysilio is an honorary member of the Friends and an ex-officio non-voting member of the Management Committee. He or she may nominate a proxy.
 - At the discretion of the trustees, people who have made significant contributions to the work of the Friends may be appointed as Honorary Members.

- **Community membership**
 - Church Island is a community amenity. All Menai Bridge community organisations may apply for Community membership of the Friends.
 - Such organisations may include other faith-based organisations, the Town Council, bodies dedicated to maintaining local heritage, youth and sports organisations, other voluntary clubs and associations, etc.
 - Community members may attend meetings, and collaborate with the Friends, but they do not have voting rights.

- **Termination of Membership**
 - Members may terminate their membership at any time by writing to the trustees. There shall be no refund of any individual membership subscriptions for unexpired parts of a year.
 - The trustees may remove membership if they believe it is in the best interests of the charity.
 - Any member who is proposed to be removed has the right to speak to the trustees before the decision is made and can be accompanied by a friend.

- **Records**
 - The trustees will keep an up-to-date membership list, tagged by type of membership and will ensure that data is only held for the purposes of administering the Charity.
 - The trustees will keep up-to-date records of donations and subscriptions eligible for Gift Aid, including tax-payer's name and address.

6. ANNUAL GENERAL MEETING - AGM

- The agenda and 14 days' notice must be given to all members.
- There must be at least 10 individual members present at the AGM.
- Every member has one vote, subject to the restrictions noted in 5. above.
- The trustees shall present the annual report and accounts.
- Any member may stand for election as a member of the Management Committee to serve as a trustee.
- A suitable and independent auditor or examiner is to be appointed at each AGM.

7. MANAGEMENT COMMITTEE (TRUSTEE) MEETINGS

- Trustees must hold at least 2 meetings per year. At the first meeting after the AGM they will elect a chair and vice-chair from their number and appoint a treasurer and secretary.
- Trustees may act by majority decision and the chair will have a casting vote.
- At least 3 trustees must be present at the meeting to be able to take decisions.
- Minutes shall be kept for every meeting.
- If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- During the year, the trustees may appoint up to 2 additional trustees, who will stand down at the next AGM.

- The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

8. REVIEW MEETINGS AND SOCIAL EVENTS

The Friends may hold meetings from time to time in order to update the members on project work. Guest speakers may also give presentations of interest.

9. MONEY AND PROPERTY

- The Trustees shall determine the annual membership subscription.
- Money and property must only be used for the charity's purposes.
- The Treasurer shall make such arrangements, as he/she deems necessary, to secure the prompt banking of all monies.
- Trustees must keep Income and Expenditure accounts.
- The accounting period of the charity is from 1st Jan to 31st of December.
- The most recent annual accounts will be available to anybody on request.
- Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- Money must be held in the charity's bank account(s).
- Bank Mandate & Signatories - all cheques or online transactions must be signed by 2 trustees from a list of 4.
- **Benefits and payments to trustees**
 - **No charity trustee or connected person may:**
 - buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
 - sell goods, services or any interest in land to the charity;
 - be employed by, or receive any remuneration from, the charity
 - receive any other financial benefit from the charity; (unless the payment is authorised by the court or the Charity Commission ('the Commission')). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
 - A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.

10. SPECIAL GENERAL MEETINGS

- If the trustees consider it is necessary to change the constitution, or wind up the charity, they must call a Special General Meeting so that the membership can make the decision.
- Trustees must also call a Special General Meeting if they receive a written request from the majority of individual members.
- All individual members must be given 14 days' notice and told the reason for the meeting.
- All decisions require a two thirds majority.
- Minutes must be kept.

11. DIGITAL MEETINGS

- **The Trustees have discretion to hold meetings over electronic media – eg Zoom or Teams.**

12. WINDING UP

- If the members, at any meeting, decide by a simple majority that on the grounds of expense or otherwise it is necessary or advisable to wind up the charity, they shall call a Special General Meeting to discuss this exclusive matter.
- If the decision to dissolve the charity is confirmed by a two-thirds majority of those present at the Special General Meeting, the Management Committee shall have the power to dispose of any assets held by or in the name of the Charity.
- Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Ministry Area of Bro Tysilio for the specific purpose of continued maintenance of Church Island churchyard and its buildings.
- If there is good reason why this cannot be done, the individual members present will choose another voluntary organisation with compatible aims and principles.
- **The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.**

13. CHANGES TO THE CONSTITUTION

- This constitution was adopted at a Special General Meeting on _____.
- It replaces the previous constitution dated 15th September 2021.
- **The trustees may make minor changes to the Constitution to comply with advice of the Charity Commission, or to meet operational needs. Any changes made must be notified to the members, and should be confirmed at the following AGM or, if required, at a Special General Meeting.**
- Other changes can only be made at an AGM or Special General Meeting.
- No change can be made that would make the organisation no longer a charity.

Signed & Date	Print name and address	Position
	Gareth Edward Hughes Trefenai, Druid Road, Menai Bridge, LL59 5BY	Chair & Trustee
	John Malcolm Rogers Valwyn Cottage, Llandegfan, Menai Bridge LL59 5TB	Vice-Chair & Trustee
	David Brydon Bodlondeb, Mount St, Menai Bridge LL59 5BN	Treasurer & Trustee
	Peter Martyn Wilson Brayshaw, Tidesmeet, 6 Cae Mair, Beaumaris. LL58 8YN	Trustee
	Joanna Rachel Quinney 7 Hill Street, Menai Bridge, Anglesey LL59 5AG	Trustee