

Friends of St Michael and All Angels, Awliscombe

Terms of Reference

1. NAME

The name of the association is the Friends of St Michael and All Angels (the 'Friends').

2. OBJECTIVES

- a) To support in the practical care and maintenance of St Michael and All Angels Church, Awliscombe, including the churchyard ('the Church').
- b) To raise and administer funds for the maintenance and improvement of the fabric and contents of the Church. For the avoidance of doubt, amounts spent on insurance and electricity shall be deemed to fall within the definition of maintenance.
- c) To support the development of the Church building for secular events alongside regular worship.
- d) To encourage enjoyment and appreciation of the Church and its use by the whole community.

3. ESTABLISHMENT AND MEMBERSHIP

- a) The Friends has been established by the Parochial Church Council ('the PCC') of the Church to operate on the terms set out in these Terms of Reference.
- b) Any person who supports the objectives of the Friends may become a member ("Member") through the completion of a membership form and payment of the membership subscription set out in paragraph 3(c).
- c) The membership subscription shall be set at such amount as the Friends Committee may from time to time decide, provided that a contributing member of the Church congregation who completes a membership form shall be deemed to have paid the membership subscription by virtue of their regular giving to the Church.
- d) An Annual Meeting ("AGM") of the Friends will be held each year, to which all Members will be invited, and at which:
 - (i) Officers and Committee members will be elected,
 - (ii) an Annual report and accounts will be presented to the Members,
 - (iii) a three year plan, prepared by the Committee, setting out proposals for activities furthering the Objectives will be debated and approved, and
 - (iv) Members will have the opportunity to raise matters relevant to the Objectives and the running of the Friends.

4. OFFICERS AND COMMITTEE, PCC REPRESENTATION

- a) The Friends will be managed by a Committee, which is a sub-committee of the PCC, consisting of a Chair, Treasurer and Secretary ("Officers") and a minimum of two, and maximum of eight, additional members. Two members of the Committee, who are not Officers, shall be appointed by, and may be members of, the PCC ("PCC Representatives")
- b) The Officers will be elected annually by the members at the AGM. At the same time any other Committee member (other than a PCC Representative) who, at the date of the AGM, has served on the Committee for a continuous period of more than 30 months shall be deemed to have retired from the Committee but will be eligible for re-election.
- c) Any person seeking election or re-election as a member of the Committee must be nominated by at least two Members.
- d) The Chair must not be an existing member of the PCC, but either (i) their nomination must have been approved before their election by the PCC or (ii) their election must be ratified by the PCC and will be deemed not to have taken effect until so ratified
- e) The Treasurer may be the same person as the PCC Treasurer. The Secretary should not be a member of the PCC.
- f) If there is more than one nominee for the election of any Officer or more nominees than places for the remainder of the Committee, the election shall take place following the election procedures set out in the Church Representation Rules.
- g) It is expected that at least half of the Committee members shall be primarily resident in the parish of Awliscombe and if at any time this is not the case the PCC may appoint additional PCC Representatives who are resident in the parish.

- h) If the position of any of the Officers falls vacant during the year for any reason, the vacancy may be filled, until the next AGM, by appointment by resolution of the Committee, provided that in the case of the Chair, the appointment is approved by the PCC. If the post of Secretary or Treasurer falls vacant and, in the opinion of the Chair, any functions of the relevant Officer need to be carried out before the Committee is able to appoint a replacement, the Chair may act as Secretary or Treasurer, as the case may be, until such an appointment is made.
- i) The Committee will meet at least three times during the year at such times as best serve to carry out the business and Objectives of the Friends. A minimum of three Committee members or, if greater, one half of the total number of Committee members, including in either case at least one PCC Representative, are required for a quorum. Decisions will be made by simple majority of those present at the meeting.
- j) At least one week's notice, in the form of an agenda circulated by the Secretary, should be given for any meeting of the Committee. The agenda will be set by agreement between the Chair and the Secretary, who will invite other members of the Committee to put forward items for inclusion.

5. CO-ORDINATION WITH PCC, FINANCE AND ADMINISTRATION

- a) Ultimate responsibility for all matters relating to the Church and its upkeep is vested in the PCC and alterations and additions to the fabric of the Church may only be carried out by or through the PCC.
- b) The Chair, through regular consultation with the Churchwarden(s) and PCC, will ensure that the Committee is kept aware of the fabric maintenance and improvement needs and priorities of the PCC and this will inform the planning and spending decisions of the Friends.
- c) The Committee will ensure that, individually and as a body, they comply where appropriate with obligations that apply to the PCC and its members. This may include without limitation the safeguarding requirements of the Diocese of Exeter and conditions set by the PCC's insurers.
- d) The Friends will only spend money or undertake financial obligations in pursuit, directly or indirectly, of the Objectives.
- e) The Treasurer will be responsible for maintaining day-to-day financial records, providing a financial update at every Committee meeting, and presenting annual accounts in a format agreed with the Chair and the PCC Treasurer.
- f) A separate bank account has been established by the Friends and the Treasurer will ensure that it is used for payments to and by the Friends.
- g) The Treasurer will work with the PCC Treasurer to enable the latter to incorporate the Friends' financial position and activities in the PCC accounts, where the Friends funds shall be shown in a restricted fabric fund and clearly demarcated from other PCC monies.
- h) At least two Committee members, who shall be approved by the PCC, will be authorised as signatories on the Friends' bank account.
- i) The Secretary shall be responsible for:
 - (i) sending out notices of, and recording all proceedings and resolutions of, Committee meetings and the AGM;
 - (ii) together with the Treasurer, processing membership applications and maintaining a record of Members, and
 - (iii) dealing with correspondence relating to the Friends.
- j) Minutes of Committee meetings and the AGM will be presented to the PCC as soon as possible and an update from the Friends should sit as a standing item on every PCC agenda.

6. DISPUTES

If a dispute arises between Members about the validity or propriety of anything done by the Members under these Terms of Reference, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

7. WINDING UP

In the event that the Friends ceases to function, Friends' funds will continue to be restricted to the maintenance or improvement of the fabric of the Church, and responsibility for managing the assets and any outstanding obligations of the Friends will pass back to the PCC.

8. AMENDMENTS

These Terms of Reference may only be amended by resolution of the PCC after proper consultation with the Committee. No such amendment shall be made which may result in Friends' funds being allocated to purposes other than the fabric of the Church. Any amendment will be notified to all Members together with a statement confirming that the conditions of this paragraph have been complied with.

9. ADOPTION OF THESE TERMS OF REFERENCE

These Terms of Reference were adopted on by the PCC officers and Committee members whose signatures appear below.