

## **CONSTITUTION: AN UNINCORPORATED ASSOCIATION**

As amended by the FoBP AGMs on 20 November 2011 & 14 October 2012

A The name of the Association is: **Friends of Brockwell Park**

### **B Administration**

Subject to the matters set out below, the Friends and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ('the Executive Committee').

### **C Objects**

The objects of the Friends shall be for the benefit of local residents and communities and those in the immediate environs:

- a) to seek to preserve and protect as an historic, landscaped, public open space the whole of the curtilage known as Brockwell Park, Herne Hill, to seek to maintain its beauty, history and ecological interest, and to enhance and promote the Park.
- b) to ensure its free enjoyment by all sections of the community for their recreation and leisure for the enhancement of the quality of life in this part of South London.

### **D. Powers.**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers, provided that they have secured the agreement of two-thirds of their membership present and voting at a general meeting:

power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;

- 1 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 2 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Friends;
- 3 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Friends with repayment of the money so borrowed;
- 4 power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants<sup>2</sup>
- 5 power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 6 power to establish or support any charitable trusts, associations or institutions

formed for any or all of the objects;

- 7 power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 8 power to make donations to the responsible authority for the Park of such things as the Committee may from time to time determine
- 9 power to do such other lawful things as are necessary for the achievement of the objects.

#### **E. Membership.**

- 1 Membership of the Friends will be open to:
  - a. individuals (over the age of 18 years) who are interested in furthering the work of the Friends and who have paid any current subscription laid down from time to time by the Executive Committee, and
  - b. any body corporate or unincorporated association which is interested in furthering the Friends' work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').
  - c. Individuals appointed by the Executive Committee, or appointed by a General Meeting on the nomination of the Executive Committee, as an Honorary Member.
- 2 Every full member shall have one vote, provided that they have been in membership for six months before the meeting at which the vote is to be taken.
- 3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Friends; and may appoint an alternate to replace its appointed representative at any meeting of the Friends if the appointed representative is unable to attend.
- 4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 5 The Executive Committee may by two-thirds majority and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

#### **F. Elected officers and committee.**

At the annual general meeting of the Friends the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary, a treasurer and a membership secretary who shall hold office from the conclusion of that meeting.

## **G. Executive Committee.**

- 1 The Executive Committee shall consist of no fewer than eight members and not more than sixteen members being:
  - (a) the following elected officers: Chair, Vice-Chair, Secretary, Treasurer and Membership Secretary
  - (b) no fewer than three and not more than five ordinary members elected at the annual general meeting
  - (c) one nominated member appointed as follows: one to represent Brockwell Park Management Advisory Committee (MAC) or any organisation that succeeds it.
  - (d) the executive committee shall agree by majority vote, standing orders for the conduct of their business meetings, based on accepted practice for the conduct such of committee meetings (e.g. as defined by Citrine)
  - (e) the executive committee shall draw up and agree by majority the job description of each of the honorary officers.
  - (f) The executive committee shall agree by majority a procedure for settling disputes among the committee members should these arise
- 2 The Executive Committee may in addition appoint not more than five voting co-opted members from among the membership of the Friends but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J (1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 3 All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 5 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 6 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Friends.

## **H. Determination of Membership of Executive Committee.**

A member of the Executive Committee shall cease to hold office if he or she:

- 1 is disqualified from acting as a member of the Executive committee by virtue of section 72 of the Charities Act 1993 (or any statutory reenactment or modification of that provision);
- 2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 3 is absent without the permission of the Executive Committee from all of their meetings held within a period of six months and the Executive Committee recommend that his or her office be vacated; or
- 4 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **I. Executive Committee Members not to be personally interested.**

1. Subject to the provisions of sub-clause 2 of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Friends (otherwise than as a trustee for the Friends) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Friends: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm or organisation, is under discussion.

## **J. Meetings and proceedings of the Executive Committee.**

- 1 The Executive Committee shall hold at least four ordinary meetings each year for the conduct of FOBP business. A special meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than four days' notice being given to other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 2 The chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the Vice-Chairman shall act as chairman for the meeting; in the absence of the Vice-Chairman as well as the Chairman, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

- 3 There shall be a quorum when at least one half of the number of members of the Executive Committee for the time being or five members of the Executive Committee, whichever is the greater, are present at a meeting.
- 4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

#### **K. Receipts and expenditure.**

- 1 The funds of the Friends, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Friends at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 2 The funds belonging to the Friends shall be applied only in furthering the objects.

#### **L. Property.**

- 1 Subject to the provisions of sub-clause 2 of this clause, the Executive Committee shall cause the title to:
  - (a) all land held by or in trust for the Friends which is not vested in the Official Custodian for Charities; and
  - (b) all investments held by or on behalf of the Friends;to be vested either in a corporation entitled to act as custodian trustee or no fewer than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- 2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Friends, the Executive Committee may permit any investments held by or in trust for the Friends to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **M. Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 1 the keeping of the accounting records for the Friends;
- 2 the preparation of annual statements of account for the Friends;
- 3 the auditing or independent examination of the statements of account for the Friends; and
- 4 the transmission of the statements of account of the Friends to the Commission.

#### **N. Annual Report.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commission.

#### **O. Annual Return.**

The Executive 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 an annual return and its transmission to the Commission.

#### **P. Annual General Meeting.**

- 1 The Friends shall, in each calendar year hold a general meeting as its annual general meeting of the Friends, except the same shall be held not more than fifteen months after the holding of the after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held not more than eighteen months after the registration of the Friends as a charity.
- 2 Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Friends. All the members of the Friends shall be entitled to attend and vote at the meeting.
- 3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting.
- 4 The Executive Committee shall present to each annual general meeting the report and accounts of the Friends for the preceding year.

- 5 Nominations for election to the Executive Committee must be made by members of the Friends in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **Q. Special General Meetings.**

The Executive Committee may call a special general meeting for the Friends at any time. If at least fifteen ordinary members of the Friends request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### **R. Procedure at General Meetings.**

- 1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Friends.
- 2 There shall be quorum when at least 5% of members of the Friends for the time being or twenty members of the Friends, whichever is the greater, are present at any general meeting.

#### **S. Notices.**

Any notice to be sent to members shall be in writing and shall be sent by the Secretary or a nominee of the Executive Committee either personally, or by post, or, for members with recorded email addresses, by email unless the member has given notice it should be posted.

#### **T. Alterations to the Constitution.**

- 1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2 No amendment may be made to Clause A, Clause C, Clause D, Clause I, Clause U or this clause without the prior consent in writing of the Charity Commissioners.
- 3 No amendment may be made which would have the effect of making the Friends cease to be a charity at law.
- 4 The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

#### **U. Dissolution.**

If the Executive Committee decides that it is necessary or advisable to dissolve the Friends it shall call a meeting of all the members of the Friends, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise the assets held by or on behalf of the Friends. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given spent for the benefit of Brockwell Park or transferred to such other charitable institution or institutions having objects similar to the objects of the Friends as the members of the Friends may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Friends must be sent to the Charity Commission.

On dissolution, the Friends minute books and other records shall be deposited with the Lambeth Archives.

#### **V. Arrangements until first Annual General Meeting.**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed