

**FRIENDS OF WANDSWORTH PARK
CONSTITUTION & RULES
15 June 2015**

1. NAME

The Association shall be called “Friends of Wandsworth Park” (herein after called “the Friends”).

The Friends of Wandsworth Park is a not for profit organization.

2. OBJECTIVES

The objective of the Friends shall be for the public benefit to secure the preservation, protection and improvement of Wandsworth Park ("the Park") as a place of historic and ecological interest, beauty, rest and recreation; to promote the conservation of the natural plant, animal and bird life of the Park, and in particular, its retention as a semi-natural habitat for wild life; and to educate the public in the history, natural history and other aspects of the Park and to meet the needs of users of the park.

3. POWERS

In furtherance of the above objectives the Friends may:

- (a) endeavour to protect the Park’s individual character against over commercialisation.
- (b) communicate through and make representations to the appropriate authorities on any matters relating to the Park.
- (c) promote the improvement of communication between Wandsworth Borough Council (WBC), Enable Leisure & Culture (“Enable”) (the new Parks Service Charity created by the Council) and local residents by providing a responsible group of people with whom the WBC and Enable can consult on matters relating to the Park.
- (d) donate to WBC and Enable such items to enhance the park as the Committee may determine from time to time.
- (e) raise funds and invite and receive contributions, subscriptions, covenants, donations and otherwise from any person or persons, trusts, corporate bodies, institutions or government bodies whatsoever, provided that the Friends shall not undertake any permanent trading activities in raising funds for the said objectives.
- (f) do all such other lawful things as shall further the attainment of the above objectives.

4. MEMBERSHIP

(a) Membership of the Friends shall be subject to the payment of an annual subscription and available to any individual resident in, or organisation based in, the London Borough of Wandsworth, or any individual or organisation, corporate or otherwise, which is interested in the furtherance of the Objectives of the Friends.

(b) No member shall have power to vote at any meeting of the Friends if his, her or its subscription is in arrears at that time.

(c) There shall be three classes of membership:

i. Adult Membership

ii. Family Membership whereby two persons (who in any General Meeting shall each have one vote) living at the same address. Children under 16 years are included in that rate.

iii. Corporate Membership shall be open to any body, whether incorporated or unincorporated, which supports the Objectives of the Friends. Each Corporate Member may at any General Meeting of the Friends exercise one vote through such person as may be nominated by the Corporate Member for the purpose.

(d) The Committee shall have discretion to refuse any application for membership or to request any member to resign. If such a member refuses to resign the Committee may remove that member's name from the list of members and refund any current subscription which that member may have paid.

(e) Membership is not transferable to anyone else.

(f) The Officers must keep a register of names and addresses of the members. The information shall remain private and confidential and shall not be shared with any third party for personal gain.

TERMINATION OF MEMBERSHIP

Membership is terminated if:

(a) the member dies or, if it the organisation, ceases to exist;

(b) the member resigns by written notice to the Friends unless, after the resignation, there would be less than two members;

(c) any sum due from the member to the Friends is not paid in full within three (3) months of its due date;

(d) the member is removed from membership by a resolution of the Committee that it is in the best interests of the Friends that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(i) the member has been given at least 21 days' notice in writing of the meeting of the Committee at which the resolution shall be proposed and the reasons why it is to be proposed;

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Friends) has been allowed to make representations to the meeting.

5. COMMITTEE

(a) Subject as hereinafter mentioned the policy and general management of the affairs of the Friends shall be directed by a Committee consisting of the Officers and five (5) members of the Friends and such members as may be co-opted to membership of the Committee, in accordance with clause 6(d).

(b) A quorum of the Committee shall be three (3).

(c) Members of the Committee shall be elected by members of the Friends at a General Meeting. Every candidate for election shall have consented to nomination and be proposed and seconded by members. Proposals and consents shall be delivered to the Secretary at least fourteen (14) days before the General Meeting. The Committee may for good reason abridge this period in favour of any named person.

(d) The Committee may co-opt any person to be a member of the Committee for a term not longer than one (1) year. The power to co-opt shall not be so exercised that there are more than three (3) co-opted members at any time.

(e) Any casual vacancy in the Committee may be filled by the Committee and any persons so appointed shall hold office until the following Annual General Meeting and shall be eligible for re-election at that meeting.

6. OFFICERS

Those present at the ANNUAL GENERAL MEETING (AGM) shall elect members to serve as:

- i. Chairperson,
- ii. Vice Chairperson,
- iii. Secretary
- iv. Treasurer and
- v. such other posts as may be decided by the membership.

(a) THE CHAIRPERSON or his/her deputy shall preside at all meetings of the Friends and shall have a casting vote in the case of an equality of votes.

(b) THE SECRETARY or his/her deputy shall keep minutes of all meetings of the Friends and sign all notices convening meetings

(c) THE TREASURER or his/her deputy shall keep accounts of the funds of the Friends and be responsible for the safe-keeping of all assets of

the Friends.

(d) Nominations for the election of these Officers shall be made at least fourteen (14) days before the Annual General Meeting.

(e) Such nominations shall be supported by a seconder and the written consent of the proposed nominee must first have been obtained.

(f) Nominations, secondings and consents may be in digital format.

(g) The election of Officers shall be completed prior to the appointment of further members of the Committee.

(h) Nominees for election as Officers shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Friends.

7. POWERS & PROCEEDINGS OF THE COMMITTEE

(a) The Committee may appoint such special or standing committee as may be deemed necessary by the Committee and may determine their terms of reference, powers, duration and composition. Any such committee shall be advisory only and shall report back as soon as possible all acts and proceedings to the Committee.

(b) The Committee shall have the power (1) to approve or reject applications for membership and (2) for good and sufficient reason to terminate the membership of any member of the Friends PROVIDED THAT any member shall have the right to be heard by the Committee before a decision is made.

(c) Subject to and in accordance with the Constitution and subject to any resolution passed in a General Meeting, the Committee may make and amend such regulations concerning the administration of the Friends as it may consider desirable to achieve the objectives of the Friends.

(d) The Committee shall have the power to raise funds in order to further the objectives of the Friends.

(e) The Committee shall be authorised to approve expenditure on behalf of the Friends.

(f) The Committee shall make decisions by a majority of votes.

(g) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(h) An Officer or member of the Committee shall cease to hold office if he/she:

(i) ceases to be a member of the Friends;

(ii) becomes incapable, by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(iii) resigns as an Officer or member by notice to the Friends;

(iv) is absent without permission of the Officers from all their meetings held within a period of six (6) consecutive months and the

Committee resolves that his/her office be vacated.

8. FINANCE

(a) All monies raised by or on behalf of the Friends shall be applied to further the objectives of the Friends and for no other purpose.

(b) The Treasurer shall keep proper accounts of the finances of the Friends.

(c) The annual accounts shall be audited by an honorary auditor or examined by an independent examiner whichever is considered appropriate by the Committee.

(d) An audited or independently examined statement of accounts for the last financial year shall be submitted by the Treasurer to the Annual General Meeting for approval.

(e) A bank account shall be maintained in the name of the Friends with [BANK NAME] or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Chairman, the Treasurer and the Secretary to sign cheques on behalf of the Friends. All cheques must be signed by not less than two of the three authorised signatories.

(i) The Committee shall, out of the funds of the Friends, pay all proper expenses of administration and management of the Friends.

(ii) After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Friends shall be applied by the Committee in furtherance of the Objectives of the Friends

(iii) All money received in the form of donations, subscriptions or any other contributions shall be put into the bank account and shall be used to further the Objectives of the Friends.

9. MEETINGS

GENERAL MEETINGS

An initial General Meeting of the Friends shall be held at which the Constitution shall be adopted, the Officers of the Friends and the members of the Committee shall be elected and the amount of the annual membership subscription be fixed.

Alteration to this constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Friends at least 21 days before the meeting

at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed.

The Committee must hold an Annual General Meeting (AGM) within 12 months of the date of the adoption of this constitution.

An Annual General Meeting (AGM) must be held in each subsequent year and not more than 15 months may elapse between successive Annual General Meetings.

- (i) At least 21 days notice of such AGM meeting shall be given.
- (ii) The business to be transacted shall include:
 - (a) the Chairperson's annual report
 - (b) the Treasurer's report
 - (c) election of Officers
 - (d) appointment of Committee members
 - (e) questions
 - (f) any other business

All general meetings other than Annual General Meetings (AGM) shall be called Special General Meetings (SGM).

The Committee may call a Special General Meeting (SGM) at any time.

The Committee must call a Special General Meeting (SGM) if requested to do so in writing by at least ten (10) members, or one tenth (1/10) of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Officers fail to hold the meeting within 28 days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.

10. NOTICE

The minimum period of notice required to hold any general meeting of the Group is twenty-one (21) days from the date on which the notice is deemed to have been given.

A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

The notice must be made available to all the members and to the Committee.

Any notice required to be given by these rules shall be deemed to be duly given by digital format (email addresses supplied by members), social media, Facebook, Twitter, website: www.friendsofwandsworthpark.com, posted in the Friends of Wandsworth Park Noticeboard in the Park, www.PutneySW15.com, deodar@listbox.com, and all other noticeboards that agree to post a notice on our behalf.

11. QUORUM

No business shall be transacted at any general meeting unless a quorum is present.

A quorum is twenty (20) members present at any meeting and entitled to vote upon the business to be conducted at the meeting.

The authorised representative of a member organisation shall be counted in the quorum.

If:

(a) a quorum is not present within 30 minutes from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Officers shall determine.

The Officers must re-convene the meeting and must give at least seven (7) days notice of the re-convened meeting stating the date, time and place of the meeting.

If no quorum is present at the re-convened meeting within 15 minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

12. EQUAL OPPORTUNITIES

The Friends confirm their commitment to equality of opportunity in all areas of their work. All individuals shall be treated in a fair and equal manner and in accordance with the law regardless of gender, marital status, race, religion, colour, age, disability or sexual orientation.

13. DISSOLUTION

(i) The Friends may be dissolved by a two-thirds majority of members present and voting at an Annual General Meeting or Special General Meeting of the Friends confirmed by a simple majority of members voting at a further Special General Meeting held not less than fourteen (14) days after the previous meeting.

(ii) If a motion for the dissolution of the Friends is to be proposed at an Annual General Meeting or a Special Meeting this motion shall be referred to specifically when notice of the meeting is given.

(iii) In the event of the dissolution of the Friends, the available funds of the Friends shall be transferred to such one or more charitable institutions having objectives similar or reasonably similar to these hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Friends at which the decision to dissolve the Friends is confirmed.