

Friends of the Parkland Walk. Constitution

1 DEFINITIONS

- 1.1 The name of the Association is Friends of the Parkland Walk (hereinafter called "The Association").
- 1.2 The "Parkland Walk" is the linear open space located between Finsbury Park Station and Alexandra Park and Palace in the London Boroughs of Haringey and Islington i.e. the whole former railway and ancillary adjacent land.

2 OBJECTS AND POWERS

2.1 The Association is established:-

- (a) to promote the conservation, protection and improvement of the Parkland Walk and environs.
- (b) to advance public education about all aspects of the Parkland Walk including the flora and fauna.
- (c) to provide facilities for recreation and leisure time occupation which are in the interest of social welfare and with the object of improving the condition of life for the users of the Walk.

2.2 In furtherance of the said objects, but not otherwise the Association may:-

- (a) Conserve and protect the Parkland Walk as a natural habitat for a wide variety of plant and animal life.
- (b) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (c) Establish where necessary local branches (whether autonomous or not).
- (d) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals.
- (e) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish useful results thereof.
- (f) Monitor proposals, plans, statements and studies concerned with the Parkland Walk the air above it and the land below and adjacent to it and challenge those which diminish its interest, stability, quality, amenity or extent.

- (g) Support individuals and groups who are affected by proposals similar to those which from time to time may threaten parts of the Parkland Walk.
- (h) Arrange or provide or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- (i) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects, whether in the United Kingdom or other countries.
- (j) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association.
- (k) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or electronically recorded material (whether audible, visible or both) as shall further the said objects.
- (l) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain, and alter any buildings, structures, earthworks or equipment necessary for the work of the Association.
- (m) Make regulations for any property which may be so acquired.
- (n) Subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (o) Subject to any consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (p) Raise funds and invite and receive contributions from any person whatsoever by way of subscriptions and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects.
- (q) Invest the monies of the Association not immediately required for the said objects in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time be imposed or required by law.
- (r) Do all such lawful things as are necessary for the attainment of the said objects.

3 MEMBERSHIP

- 3.1 Full membership of the Association shall, at the discretion of the Executive Committee, be open to:-
- (a) Individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned, and
 - (b) National, international and local voluntary or other organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscriptions as aforesaid.
- 3.2 Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof.
- 3.3 Each member organisation may appoint:-
- (a) A deputy to replace its appointed representative if the latter is unable to attend a particular meeting of the Association, and
 - (b) Observers (who shall not be entitled to vote) to attend any such meeting.
- 3.4 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association. Junior members shall not be entitled to vote.
- 3.5 Honorary members may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote.
- 3.6 The said Executive Committee shall have the right:-
- (a) To approve or reject applications for membership.
 - (b) For good and sufficient reason to terminate the membership of any individual or organisation PROVIDED THAT the individual member or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Executive Committee before a final decision is made.

4 HONORARY OFFICERS

- 4.1 At the Annual General Meeting, hereinafter mentioned the Association shall elect a Chair, a Vice-Chair, a Treasurer and such other Honorary Officers as the Association shall from time to time decide.
- 4.2 The Chair and the Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting next after their election but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than five consecutive years. On the expiration of such period one year must elapse before any former Honorary Officer shall be eligible for re-election.
- 4.3 The Chair and the Honorary Officers shall be ex officio members of the Association, the said Executive Committee and of any other Committee.
- 4.4 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

5 EXECUTIVE COMMITTEE

- 5.1 Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by an Executive Committee (hereinafter called "the Committee") which shall meet not less than three times a year and when complete shall consist of not less than five or not more than twelve members.
- 5.2 The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 7 hereof.
- 5.3 Election to the Committee shall be for three years. One third of the membership shall retire annually but, subject to clause 4.2 above, shall be eligible for re-election. The members retiring shall be those who have been longest in office since the last election but not reckoning ex officio members. If members have been in office the same length of time, those due to retire shall be chosen by lot.
- 5.4 In addition to the members so elected and those serving by virtue of Clause 4.3 hereof the Committee may co-opt up to four further members being full members of the Association whether individual, or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting

after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.

- 5.5 Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.
- 5.6 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- 5.7 The Committee shall fix the remuneration of staff (not being members of the Committee) as may in their opinion be necessary.
- 5.8 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

6 MEETINGS OF THE ASSOCIATION

- 6.1 The first General Meeting of the Association shall be held not later than the first day of January 1992, and once in each year thereafter an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days' notice shall be given in writing by the Honorary Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- 6.2 The Chair of the Committee may at any time at his/her discretion and the Honorary Secretary shall within 21 days of receiving a written request so to do, signed by no less than twenty full members (whether individual or representative) and giving reasons for the request, call a Special General Meeting of the Association.

7 NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS

- 7.1 Only full members of the Association whether individual or representative shall be eligible to serve as Honorary Officers or members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by full members of the Association in writing and must be in the hands of the Honorary Secretary at least 48 hours before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

8 RULES OF PROCEDURE AT ALL MEETINGS

- 8.1 **Quorum** -The quorum at a General Meeting of the Association shall be 50 full members either individual or representative or one tenth of the total number of full members whichever is less. A quorum of the Committee or any committee appointed under clause 5.8 hereof shall be one third of the Committee or committee (as the case may be) or any other number or proportion as the Association may in General Meeting from time to time determine.
- 8.2 **Voting** - Save as otherwise herein provided, all questions arising shall be decided by a simple majority of those present and entitled to vote at the meeting. Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to Clauses 11 and 12 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 8.3 **Minutes** - Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- 8.4 **Standing Orders and Rules** - The Committee shall have the power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

9 FINANCE

- 9.1 All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to an employee of the Association or the repayment to the members of the Committee of any committee appointed under Clause 5.8 hereof of reasonable out-of-pocket expenses.
- 9.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- 9.3 The Accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- 9.4 An audited statement of the accounts shall be submitted by the Committee to the Annual General Meeting as aforesaid.
- 9.5 A bank account shall be opened in the name of the Association with Barclays Bank PLC of 254 Seven Sisters Road, London N4, or with such other Bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Honorary Secretary of the Association and two members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.

10 TRUST PROPERTY

The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than four or more than eight individual persons (not being members of the Committee).

11 ALTERATIONS TO THE CONSTITUTION

An alteration to this constitution shall receive the assent of not less than a two thirds majority of the full members of the Association whether individual or representative present and voting

at a meeting specially called for that purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Honorary Secretary to each member of the Association PROVIDED THAT no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at law.

12 DISSOLUTION

If the Committee by a simple majority decide at any time on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision is confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

13 NOTICES

Any Notice may be served by the Honorary Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

14 INTERPRETATION

For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.