FRIENDS OF THE COLEHILL GARDENS

CONSTITUTION OF THE ASSOCIATION

1. Name

The name of the association is ‘Friends of the Colehill Gardens’.

2. Aims

Principal Aim

The principal aim of the association is to secure for the public benefit that the green open space at the centre of the Colehill Gardens Conservation Area (a conservation area designated by the London Borough of Hammersmith and Fulham) as at the date of the adoption of this constitution, is preserved and enhanced as a coherent green open space which is complementary to the surrounding architectural environment and promotes biodiversity.

Subsidiary aims

The following aims are also aims of the association, but where there is a conflict between these aims and the principal aim, the principal aim shall prevail:

(a) where land adjacent to the green open space which was itself green open space, has, since the year 2000, been hard-stood or otherwise covered in material, built upon, used as a parking space or had trees on it removed, to restore that land to its condition, appearance and use at that year;

(b) to ensure that where land on the green open space is set aside for use as an ornamental garden, it remains in that use and is preserved and enhanced as an ornamental garden;

(c) where land in the green open space was recently used as allotments, to ensure that that land is wholly restored to that use to further the social
wellbeing or interests of the local community or, in the alternative, to put that land to use as a recreational garden;

(d) to further the preservation and enhancement of that part of the Colehill Gardens Conservation Area other than the green open space;

(e) to encourage appropriate leisure and recreational pursuits in the Colehill Gardens Conservation Area and discourage activity within that area which detracts from the social wellbeing or interests of the local community;

(f) to secure that each and every part of the area of the London Borough of Hammersmith and Fulham which is a part of special architectural or historic interest designated as and comprising in the Colehill Gardens Conservation Area as at the date of the adoption of this constitution remains so designated; and

(g) to oppose lawfully the development of the land and buildings in the Colehill Gardens Conservation Area which is inconsistent with the principal aim and the preceding aims or any of them.

3. **Powers**

In furtherance of the aims in Article 2, but not further or otherwise, the association has the following powers:

(a) to communicate through and make representations to the appropriate authorities on any matter relating to the aims;

(b) to raise funds and apply for, invite, obtain, collect and receive contributions, grants, subscriptions, covenants, donations, fees and loans from any person or persons whatsoever and grant such security as may be thought fit subject to such consents (if any) as shall be necessary from time to time;

(c) to employ any paid worker, pay any agent or otherwise procure services to assist in the achievement of the aims of the association;
(d) to hire, rent, lease and own property and equipment necessary or desirable to achieve the aims of the association;

(e) to affiliate to any local or national association that in the Committee’s view, is not contrary to the interests of the association;

(f) to indemnify any member against the whole or part of any damages, costs and expenses she or he may have paid or incurred;

(g) to do all such other lawful things as are necessary or expedient to achieve the aims of the association,

but no power shall be exercised for the benefit of landfill site operators who may contribute to the association and claim credit under the Landfill Communities Fund or for the benefit of ‘contributing third parties’ as defined in the Landfill Tax Regulations 1996.

4. **Membership**

(a) Any person who has attained the age of fifteen and who would subscribe in writing to this constitution is eligible for membership. Applications for membership must be in writing and must be approved by the Management Committee.

(b) Members may attend and vote at the Annual General Meeting and are eligible for election to the Management Committee.

(c) A body whether corporate or unincorporate who would subscribe in writing to this constitution, other than those landfill operators or contributing third parties referred to in the proviso to Article 3, may, at the discretion of the Management Committee, be admitted to membership and shall thereafter be entitled to nominate one of its officers as eligible for election or co-option to the Management Committee and to attend and vote at General Meetings as if the officer were a member of the association.
(d) The Management Committee may terminate the membership of any member who does not meet the requirements for membership, breaks the rules of the association, brings the association into disrepute, acts inconsistently with the aims of the association or has an interest contrary to the aims of the association (and for this purpose, an interest contrary to the aims of the association may be evidenced by, without limitation, an interest in or conduct in relation to a planning application). The member concerned shall have the right to be heard by the Management Committee before a final decision is made.

(e) A member may terminate her or his own membership on giving written notice to the Management Committee.

(f) The person who is appointed Chair under Article 6(a) below is automatically a member on adoption of this constitution and paragraph (a) of this Article, in so far as it requires an application for membership and approval by the Management Committee, does not apply to such a person. This paragraph is without prejudice to the application of this Article otherwise to that person as a member.

5. General Meetings

The Annual General Meeting

(a) The Annual General Meeting of the association is to be held once a year. It is to be held not more than fifteen months after the holding of the preceding Annual General Meeting or the adoption of this constitution.

(b) At least 14 days’ notice of an Annual General Meeting is to be given to all members.

(c) The following business is to be transacted at the Annual General Meeting:

(i) the receipt of the annual accounts;

(ii) the election of officers and the Management Committee;
(iii) the appointment of independent examiner/auditor (if necessary); 
(iv) the consideration of any other motions.

Special General Meetings

Special General Meetings may be called by the Management Committee and must be called within 21 days of receiving a written signed request by no fewer than 10 members giving the reason for such a request and the business to be discussed; all members are to be given 14 days’ notice together with details of the business to be discussed.

Ordinary General Meetings

Ordinary General Meetings shall be held once a quarter to discuss activities and plans. Members shall receive 7 days’ notice of the meeting.

Conduct of all General Meetings (including the Annual General Meeting)

The meeting shall be chaired by the current Chair or substitute member. The quorum for General Meetings is one fifth of the membership rounding down. Decisions shall be by simple majority (except in the case of Amendments to the Constitution, see Article 8). The Chair has a casting vote in the event of a tie.

6. Management Committee

(a) A Management Committee consisting of three officers, that is, Chair, Treasurer and Secretary, and up to three other members, having indicated a willingness so to act, shall be elected at the Annual General Meeting to manage the affairs of the association. On adoption of this constitution and prior to the first Annual General Meeting, the Chair and Secretary shall be, respectively, Mrs Adronie Alford and Ms Julia Ng.

(b) The officers and Management Committee members shall serve, unless otherwise decided by the association in General Meeting, until the
conclusion of the next Annual General Meeting after their election (and in
the case of the Management Committee members appointed on adoption of
this constitution, the first Annual General Meeting) and are eligible for re-
election (or election).

(c) The Management Committee may fill any casual vacancy on the
Management Committee including vacancies among the officers and any
person appointed shall serve until the conclusion of the next Annual General
Meeting.

(d) The Management Committee may co-opt up to three persons on to the
Management Committee and they shall have full voting rights. They shall
serve until the end of the next Annual General Meeting.

(e) The Management Committee shall meet a minimum of once per year.

(f) The quorum for a vote of the Management Committee is one third of its
current number or two whichever is the larger. Decisions shall be by simple
majority and the Chair shall not have a casting vote.

(g) The Management Committee may establish such sub-committees as it
considers expedient, and may determine (and subsequently revoke or
amend) the terms of reference, powers, duration and composition of any
such sub-committee, PROVIDED that no sub-committee may enter into legal
or financial agreements without the prior written authority of the
Management Committee.

7. **Funds and Finance**

(a) All funds shall be spent solely on the aims of the association. Any surplus
funds shall be held and applied for the aims of the association and may not
be distributed to the members.

(b) A bank account shall be opened in the name of the association.
(c) All cheques shall be signed by at least two signatories authorised by the Management Committee, none of whom is to be related to the other or live at the same address as the other.

(d) The financial year shall run from 1st April to 31st March.

(e) The Treasurer shall keep proper accounts of the finances of the association and provide regular financial reports on income and expenditure to the Management Committee during the year.

(f) The Management Committee shall submit a statement of accounts for the last financial year to the Annual General Meeting.

8. **Amendments to the Constitution**

Amendments to the constitution may be made only by a resolution passed by two thirds of the members at an Annual General Meeting or Special/Extraordinary General Meeting, of which due notice has been given together with the wording of the proposed amendment. The Chair has a casting vote in the event of a tie.

9. **Dissolution**

A resolution to dissolve the association must be passed at a Special General Meeting or by special resolution at an Annual General Meeting and must be carried by a two-thirds majority of members present and eligible to vote. The Chair shall have a casting vote in the event of a tie.

Any assets of the association remaining after the satisfaction of all debts and liabilities (including satisfaction following the conclusion of an agreement with a relevant funder) are to be given or transferred to an organisation with similar aims PROVIDED that any Landfill Communities Fund monies shall be transferred to any enrolled Environmental Body as the Committee shall determine and shall not fall for distribution to an organisation with similar aims.
Adoption of the Constitution

This constitution was adopted on the 1st day of March 2019

Adronie Alford (Chair)