



## Constitution Friends of Tividale Park revision 4

### 1. Name

The name of the Association **Friends of Tividale Park** hereinafter referred to as "the Group")

### 2. Administration

Subject to the matters set out below the Group and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution ("the Executive Committee")

### 3. Aims and Objectives

1. To represent the needs of all responsible Park users and provide opportunities for achieving specific aims by general agreement.
2. To provide a friendly and welcoming community focus for people interested in the park and what happens to it.
3. To see the Park become a clean and safe place that everyone can enjoy using.
4. To liaise and work with all Parks staff and managers.
5. To liaise with Sandwell Metropolitan Borough Council to ensure a high level of care for the park and to have a say in how the park can be improved.
6. To organise events, projects and activities and raise funds.
7. **To take steps to ensure the health and safety of its members through enacting of a Health and Safety Policy.**
8. **To comply with the requirements of the General Data Protection Regulations 2018 through a Data protection policy.**



## 4. Powers

In furtherance of the aims and objectives but not otherwise the Executive Committee may exercise the following powers.

- I. 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 relevant requirements of the law;
- II. Power to buy, take on lease or in exchange any property necessary for the achievement of the aims and objectives and to maintain and equip it for use;
- III. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Group;
- IV. Power subject to any consent required by law to borrow money and charge all or any part of the property of the Group with repayment of the money so borrowed;
- V. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the aims and objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- VI. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the aims and objectives or of similar charitable purposes and to exchange information and advice with them;
- VII. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the aims and objectives.
- VIII. Power to appoint and constitute such sub committees as the Executive Committee may think fit;
- IX. Power to do all such other lawful things as are necessary for the achievement of the aims and objectives;



- X. Power to enter into appropriate bond arrangements providing security of financial assets of the Group held by any banking organisation.

## 5. Membership

1. Membership of the Group shall be open to:
  - (a) Any individual who is interested in furthering the work of the Group; and
  - (b) Any body corporate or unincorporated association that is interested in furthering the Group's aims and objectives (any such body being called in this constitution a "member organisation" or "sponsor").
2. Every member shall have one vote, both at committee level and at the A.G.M
3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Group and may appoint an alternative to replace its appointed representative at any meeting of the Group 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 alternative to the secretary. If the representative or alternative resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
5. Membership will not be conditional upon paying of subscriptions but the "Group" will welcome voluntary payments from members.
6. The Executive Committee may unanimously and for good reason terminate the membership of or exclude from a meeting any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation (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.



7. Any member or member organisation whose membership is terminated shall have the right of appeal through mediation by Sandwell Metropolitan Borough Council.
8. **All members and volunteers shall on an annual basis sign Child Safeguarding Declaration Form in accordance with the groups Safeguarding Children Policy.**

## 6. Honorary Officers

1. At the annual general meeting of the Group the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.
2. The position of Vice Chair may stand vacant should none be elected or stands down during their term. In which case the secretary, treasurer or past chair may act as Vice Chair in the absence of the Chair.
3. **A Child Protection Officer shall be elected; this officer shall have a current Enhanced DBS checked and will take the lead on Child Protection at any public events the group may organise in accordance with its aims or goals as defined in section 3**
4. Additional officers may be elected to for specific purposes, e.g. sub-committees / officer roles for social, publicity or events.

## 7. Executive Committee

1. The Executive Committee shall consist of not less than **three** members and not more than fifteen members being:
  - a) The honorary officers specified in the clause 6.1;
  - b) Not less than **three** and not more than fifteen members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting this to include the honorary officers identified in clause 7.
  - c) Two nominated members appointed under clause 7.2
  - d) Members holding officer roles as described under clause 6.2



2. The Executive Committee may in addition appoint two coopted members but so that no-one may be appointed as a coopted 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 10.1 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 and defect in the appointment or qualification of a member.
5. No person 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 clause 8.
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 the signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Group.
7. The Executive Committee may at its discretion invite guests to attend its meeting. Such guest will not be afforded the right of vote.

## **8. Determination of membership of the 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 45 of the Charities Act 1992 (or any statutory re-enactment 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 their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
4. Notifies to the Executive Committee a wish to resign (but only if at least three (quorum) members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **9. Executive 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 Group (otherwise than as a trustee for the Group) 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 not represent the group in a professional capacity.

## **10. Friends of Tividale Park meetings and proceedings**

1. The Group Executive Committee shall hold at least two ordinary business meetings each year. Attendees shall be as described in clause 6. Joint Executive and Ordinary meetings may be held.
2. Friends of Tividale Park shall hold at least six monthly Ordinary Meetings. Attendees are the members of the Executive Committee, non Executive members and visitors / members of the public.
3. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 5 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters

# Friends of Tividale Park

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include an appointment of a co-opted member than not less than 21 days notice must be given.

4. The Chair shall act as a chair at meetings of the Executive Committee and Ordinary meetings. If the chair is absent from any meeting, the vice-chair of the Executive Committee (**as described in section 6**) shall act as chair of the meeting before any other business is transacted.
5. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
6. 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.
7. The Executive Committee shall keep Minutes of the proceedings at meetings of the Executive Committee and any sub-committee shall be kept.
8. The Executive Committee may from time to time make and alter rules for the conduct of their business, summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
9. The Executive Committee may appoint one or more subcommittee consisting of one 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 sub-committee shall be fully and promptly reported in the Executive Committee.
10. Any member of the Executive committee who misses three meeting with out sending apologies may be removed from the Executive committee



## 11. Receipts and Expenditure

1. The funds of the Group, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Group 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 **responsible** members of the Executive Committee ~~and the Treasurer~~
2. The funds belonging to the Group shall be applied only in furthering the aims and objectives.

## 12. Property

Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- All land held by or in trust for the Group which is not vested in the Official Custodian for Charities; and
- All investments held by or on behalf of the Group,

to be vested either in a corporation entitled to act as custodian trustee or in not less 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.

The group will manage an asset list demonstrating ownership of group property in use or installed in the park; these include bird boxes, bat boxes. These shall not be removed with permission of the group.

## 13. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:





- the keeping of accounting records for the Group.
- the preparation of annual statements of account for the Group.
- The auditing or independent examination of the statements of account of the Group.

## 14. Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the commissioners.

## 15. Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the commissioners.

## 16. Annual General Meeting

1. There shall be an annual general meeting of the Group, which shall be held in the month of ~~June 2017~~ and after which September of in each ~~following~~ year or as soon as practicable thereafter. Note this is to avoid a transition of committee members at a time where the friends group is typically holding events in the Park.
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 Group. All members of the Group 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. The Chair shall be the Chair of all subsequent annual general meetings, but if he or she is not present, before any other business is transacted, 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 Group for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the Group 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.

## **17. Special General Meetings**

1. The Executive Committee may call a special general meeting of the Group at any time. If at least ten members 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.
2. The Executive Committee will hold at least one general meeting (open to both Executive Committee Members and non Executive Committee Members) per annum, to be held approximately six months following the AGM. See clause 10.2.

## **18. 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 Group.
2. There shall be a quorum when at least one tenth of the members of the Group for the time being or ten members of the Group, whichever is the greater, are present at any general meeting.
3. Voting, see clause 10.6 (subject to clause 20).

## **19. Notices**

Any notice required to be served on any member of the Group shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid



letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 3 days of posting.

## **20. 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 amendments may be made to clause 1, clause 3, clause 9, clause 10, clause 20, clause 21 or this clause without prior consent in writing of the commissioners.
3. No amendment may be made which would have the effect of making the Group cease to be a Charity at law.
4. If required (after seeking advice) the Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **21. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Group it shall call a meeting of all members of the Group, 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 any assets held by or on behalf of the Group.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the aims and objectives of the Group as the members of the Group 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 Group must be sent to the Commissioners.



## 22. 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 end of this document.

### Revision History

Rev	Chair	Secretary	Treasurer
1	Julie Fulwell 07/09/2015	Mavis Jones 07/09/2015	Margaret Everson 07/09/2015
2	Julie Fulwell 25/07/2016	Sue Downing 25/07/2016	Sharon Davies 25/07/2016
3	Max Robinson 02/10/2017	Sue Downing 02/10/2017	Sharon Davies 02/10/2017
4	Max Robinson 19/06/2018	Sue Downing 19/06/2018	Sharon Davies 19/06/2018

### Amenments to rev 4:

Section 3 updated with #7 and 8 (health and safety and data protection)

Section 5 paragraph 8 added (Child protection policy)

Section 6 paragraph 2 changed ref Vice Chair

Section 6 paragraph 3 New – added Child Protection officer

Section 7 minor text change

Section 10 Removed paragraph 5, minor amendments to paragraphs 6 and 7

Section 11 Added word Responsible, deleted treasurer.