

Friends of Garthorne Road Nature Reserve Constitution

Adopted on the 19th July 2017

A Name & address

The name of 'the Group' is the Friends of Garthorne Road Nature Reserve

B Administration

Subject to the matters set out below the Friends of Garthorne Road Nature Reserve and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by the clause H of this constitution

C Objectives.

The Objectives of the Friends of Garthorne Road Nature Reserve are:

- (i) To promote, maintain and enhance the indigenous wildlife and botanical value of Garthorne Road Nature Reserve and its educational use for the public and eradicate and control invasive species on the reserve
- (ii) To include local community cohesion and cultural enhancement.

E Membership

- (i) Membership of the Friends of Garthorne Road Nature Reserve shall be open to any person over the age of 16 who is committed to furthering the objectives of the Group and has completed the application form.
- (ii) Every member shall have one vote.
- (iii) The Executive Committee may by a majority vote and for good reason terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (iv) It shall be the responsibility of each member to ensure that his or her contact details are up to date.
- (v) The Executive Committee may after a reasonable period of grace terminate the membership of any individual who has not provided up to date contact details.

F Honorary Officers

At the Annual General Meeting of the Friends of Garthorne Road the members shall elect from amongst themselves a chairperson, a secretary, a treasurer and a

communications/media officer, who shall hold office from the conclusion of that meeting.

G Executive Committee

- (i) The Executive Committee shall consist of not less than three members and not more than 13 members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than three and not more than 9 Members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (ii) The Executive Committee may in addition appoint not more than 2 co-opted members, 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 K (1). The appointment 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.
- (iii) All the members of the Executive Committee shall retire from office immediately prior to the election of the new Committee, after having given their annual report but they may be re-elected or re-appointed
- (iv) 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.
- (v) Nobody shall be appointed as a member of the Executive Committee who is under 18 years old or who would if appointed be disqualified under the provisions of the following clause
- (vi) Any person who enters into Office as a member of the Executive Committee shall be deemed to be committed to furthering the objectives of the Group.

H Determination of Membership of Executive Committee

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

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

- (iii) 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———Issues of personal financial interest

- (i) Should issues arise which may be of personal financial interest to a Executive Committee member, then that committee member's vote is rendered invalid in any vote pertaining to the issue

J Meetings and proceedings of the Executive Committee

- (i) The Executive Committee shall hold at least 4 ordinary meetings each year. 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 7 days' and not more than 14 days' notice being given to other members of the Executive Committee of the matters to be discussed, an appointment of a co-opted member then not less than 14 days' notice must be given
- (ii) The chairperson shall act as chairperson at meetings of the Executive Committee. If the chairperson is absent from any meetings, the committee will choose one of their number to act as chair.
- (iii) There shall be a quorum when at least four members of the Executive Committee are present at a meeting
- (iv) 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 chairperson of the meeting shall have a second or casting vote
- (v) 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.
- (vi) 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 custody of documents. No rule may be made which is inconsistent with this constitution.
- (vii) 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

- (i) The funds of the group, including all donation contributions and bequests, shall be paid into a 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 members of the Executive Committee
- (ii) The funds belonging to the Group shall be applied only in furthering the objects of the Group.

L Property

Should the Group find itself in a position to acquire any property or investment, it shall amend this constitution in accordance with the lawful directions of the Executive Committee and in accordance with the clause T

M Accounts

The Executive Committee shall:

- (i) keep accounting records for the Group;
- (ii) prepare annual statements of account for the Group;
- (iii) report the annual statement of accounts for the Group at the Annual General Meeting.

O Annual Return

P Annual General Meeting

- (i) There shall be an annual general meeting of the Friends of Garthorne Road Nature Reserve which shall be held in the month of May in each year or as soon as practicable thereafter
- (ii) The Executive Committee shall call every annual general meeting. The Secretary shall give at least 21 days' notice of the annual general meeting to all members of the Group. All the members of the Group shall be entitled to attend and vote at the meeting
- (iii) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson of the subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting
- (iv) The Executive Committee shall present to each general meeting the report and account of the Group for the preceding year.

- (v) Nominations for the election to the Executive Committee must be made by the 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.

Q Special General Meetings

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 meeting. At least 21 days notice must be given. The notice must state the business to be considered

R Procedure at General Meetings

- (i) 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
- (ii) There shall be a quorum when at least five members of the Executive Committee are present at any general meeting. In the event that there are fewer than five members of the Executive Committee there shall be a quorum when all of the members of the Executive Committee are present at any general meeting.

S Notices

- (i) Any notice required to be served on any member of the Group shall be in writing and shall be served by the Secretary of the Executive Committee on any member either electronically or personally or by post.
- (ii) Where a notice is sent electronically the address for service shall be the relevant electronic account provided by the member and may include email and phone accounts. A notice sent electronically shall be deemed to have been received within three days of sending unless it was clear at the time that the message was undelivered.
- (iii) Where a notice is sent by post it shall be sent in a prepaid letter addressed to such member at his or her last known address in the United Kingdom. Any letter so sent shall be deemed to have been received within ten days of posting.

T Alterations to the Constitution

- (i) 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 alteration proposed.

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 no less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by the two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by the 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 objects of the group such as The London Wildlife Trust or as the members of the Group may determine. Or failing that such assets shall be applied for some other charitable purpose.

V Adoption of this constitution

This constitution was unanimously adopted on the date mentioned above by members present at the meeting.