



MAPESBURY DELL TRUST CONSERVATION

AREA TRUST [Name changed by Resolution at AGM on 30th January 2006]

CONSTITUTION (SHOWING ALL AMENDMENTS)

The name of the Association is **Mapesbury Dell Trust Conservation Area Trust** ('the Charity')

1 **Administration**

1.1 Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of this constitution ("the Executive Committee").

2 **Objects**

2.1 The Charity's objects ('the Objects') are: -

~~1 — the conservation protection and improvement of the physical and natural environment of the general area known as the Mapesbury Conservation Area, and bounded to the West by Walm Lane and Chichele Road, to the East by Shoot up Hill, to the North by Anson Road and to the South by the Jubilee Line. [Deleted by resolution at Extraordinary General meeting on 1st February 2003]~~

The enhancement, maintenance and improvement of open space, within the Mapesbury Conservation Area known as Mapesbury Dell and Children's Park for its use: -

- (a) as a recreational facility for the public at large;
- (b) for the advancement of education of children;
- (c) for the conservation of rare and endangered species of wildlife.

3 **Powers**

3.1 In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 1 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;
- 2 to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 3 subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 4 subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 5 to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 6 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 7 to establish or support tiny charitable trusts, associations or institutions formed for all or any of the objects;
- 8 to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 9 to do all such other lawful things as are necessary for the achievement of the objects.

4 **Membership**

4.1 Membership of the Charity shall be open to:

- 1 individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
- 2 any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').

4.2 Every member shall have one vote.

- 4.3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- 4.4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 4.5 The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (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.

5 Honorary Officers

- 5.1 At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary, a treasurer and a development officer who shall hold office from the conclusion of that meeting.

6 Executive Committee

- 6.1 The Executive Committee shall consist of not less than 4 members nor more than 8 members being:
- 1 the honorary officers specified in the preceding clause;
 - 2 not less than 1 and not more than 4 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- 6.2 The Executive Committee may in addition appoint not more than 3 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 9.1 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.
- 6.3 All the 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.
- 6.4 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.

6.5 Nobody 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 the following clause.

6.6 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 signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

7 **Determination of Membership of Executive Committee**

7.1 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 72 of the Charities Act 1993 (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 members of the Executive Committee will remain in office when the notice of resignation is to take effect).

8 **Executive Committee Members not to be personally interested**

8.1 Subject to the provisions of clause 8.1 no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

8.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

9 **Meetings and proceedings of the Executive Committee**

9.1 The Executive Committee shall hold at least two 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 4 days' notice being given to the other members

of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

- 9.2 The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one if their number to be chairman of the meeting before any other business is transacted.
- 9.3 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 a meeting.
- 9.4 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.
- 9.5 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.
- 9.6 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 the custody of documents. No rule may be made which is inconsistent with this constitution.
- 9.7 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.

10 **Receipts and expenditure**

- 10.1 The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity 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.
- 10.2 The funds belonging to the Charity shall be applied only in furthering the objects.

11 **Property**

- 11.1 Subject to the provisions of clause 11.2, the Executive Committee shall cause the title to:
- 1 all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - 2 all investments held by or on behalf of the charity;
- to be vested either in a corporation entitled to act as custodian trustee or iii 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, tile holding trustees shall not be liable for the acts and defaults of its members.

- 11.2 if a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

12 **Accounts**

- 12.1 The Executive Committee shall comply their obligations under the Charities Act 1993 (or any statutory re enactment or modification of that Act) with regard to:
- 1 the keeping of accounting records for the Charity;
 - 2 the preparation of annual statements of account for the Charity;
 - 3 the auditing or independent examination of the statements of account of the Charity; and
 - 4 the transmission of the statements of account of the Charity to the Commission.

13 **Annual Report**

- 13.1 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to tile preparation of an annual report and its transmission to the Commission.

14 **Annual Return**

- 14.1 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

15 **Annual General Meeting**

- 15.1 There shall be an annual general meeting of the Charity which shall be held in the month of March in each year or as soon as practicable thereafter.
- 15.2 Every annual general meeting shall be called by the Executive Committee.
- 15.3 The secretary shall give at least 21 days notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- 15.4 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of

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.

- 15.5 The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 16 Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 3 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- 17 **Special General Meetings**
- 17.1 The Executive Committee may call a special general meeting of the Charity 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.
- 18 **Procedure at General Meetings**
- 18.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 18.2 There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.
- 19 **Notices**
- 19.1 Any notice required to be served on any member of the Charity shall be in writing and may be given by the secretary or the Executive Committee: -
- 1 so far as concerns members who live in the Mapesbury Conservation Area by one or more notices displayed in a reasonably prominent public place where it is likely to come to such member's attention; or
 - 2 by delivery to any member either
 - (a) personally; or
 - (b) by hand delivery 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; or
 - (c) by Email to the Email address last notified by the member to the Secretary of the Charity, in which case the Email shall be deemed to have been received within 3 days of its transmission

Provided that notice shall always be sufficiently given if it is displayed by notice in a prominent place in Mapesbury Dell or given in accordance with

(c) above unless a member specifically requests that notice be given to him/her by post to his/her last known postal address. [Amended pursuant to resolution at Annual General Meeting on 24th May 2012]

19.2 Any accidental omission to give notice of a General Meeting to a member shall not invalidate the meeting.

20 **Alterations to the Constitution**

20.1 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.

21 **Dissolution**

21.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Charity. 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 Charity as the members of the Charity 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 Charity must be sent to the Commission.

22 **Arrangements until first Annual General Meeting**

22.1 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 bottom of this document.