

# FCC Constitution

(Proposed & Accepted at AGM, March 2019)

## NAME

1. The name of the Society shall be “The Friends of Clapham Common”, or the “Friends”.

## OBJECTS

2. The Society is established for the public benefit for the following purposes in the area generally known as Clapham Common in South West London, irrespective of local government, postal or parliamentary boundaries, which area shall hereinafter be referred to as “Clapham Common”:

- to improve the biodiversity of Clapham Common;
- help restore its pathways, buildings and facilities;
- to voice residents’ opinions on events occurring on the Common, and manage their impact;
- to otherwise enhance Clapham Common for the benefit of all users, including dog-walkers, cyclists and players of sports.

3. In furtherance of the said purposes but not otherwise the Society through its Committee shall have the following powers:

- liaising with Lambeth Council (and Wandsworth Council) for better management and maintenance of the Common;
- promote and carry out new planting and replacement of trees;
- create new habitats for more diverse flora and fauna;
- encourage young families in activities to understand and appreciate nature on the Common;
- subject to such consents as may be required by law, to sell, let, mortgage, dispose of, or turn to account, all or any of the property or funds of the Society as shall be necessary;
- subject to such consents as may be required by law, to borrow or raise money for the purposes of the Society on such terms and on such security as the Committee shall think fit, but so that the liability of individual members of the Society shall in no case extend beyond the amount of their respective annual subscriptions;
- to do all such other lawful things as are necessary for the attainment of the said purposes.

4. The Society shall not conduct any party political or religious activities.

## MEMBERSHIP

5. Membership shall be open to all who support the purposes of the Friends. No member shall have power to vote at any meeting of the Society if his or her subscription is in arrears at the time. Corporate members shall be such societies, associations, educational institutions or businesses as support the purposes of the Society. A corporate member shall appoint a representative to vote on

its behalf at all meetings but before such representative exercises the right to vote the corporate member shall give particulars of such representative in writing to the Honorary Secretary.

## SUBSCRIPTIONS

6. The subscription shall be:

Individual members per annum £10

Family (up to three named members) £15

Corporate members per annum £50

or such other reasonable sum as the Committee shall determine from time to time and it shall be payable on their anniversary of joining each year. Membership shall lapse if the subscription is unpaid three months after it is due.

## MEETINGS

8. An Annual General Meeting shall be held in or about February of the year following each year end, to receive the Committee's Report and the accounts, examined by an Independent Examiner; and to elect Officers of the Society and Members of the Committee. The Committee shall decide when ordinary meetings of the Society shall be held. Notice of meetings may be sent electronically.

9. Special General Meetings of the Society shall be held at the discretion of the Committee or at the written request of fifteen or more members whose subscriptions are fully paid up. Fifteen members personally present shall constitute a quorum for Special General Meetings and the Annual General Meeting. The Committee shall give at least 7 days' notice to members of all meetings of the Society.

## OFFICERS

10. The Officers of the Society shall consist of:

Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Honorary Membership Secretary, all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. The Committee shall have the power to fill casual vacancies occurring among the Officers of the Society.

11. No person may hold more than two offices in the Society.

## COMMITTEE

12. The Committee shall consist of the Officers and not more than 7 other members. The Committee shall have power to fill casual vacancies occurring among the full members of the Committee and to co-opt further members who shall attend in a non-voting capacity. The President and Vice-Presidents may attend any meeting of the Committee but may not vote at such meetings.

13. The Committee shall be responsible for the management and administration of the Society, and may take decisions on its behalf. Four shall constitute a quorum at a Committee meeting. In the event of an equality in the votes cast, the Chairman shall have a second or casting vote. The Committee may appoint, regulate and dissolve sub-committees from time to time for such purposes as it thinks fit, provided that at least one member of each sub-committee is also a member of the

Committee and that all actions and proceedings of each sub-committee shall be reported to the Committee.

#### VOTES OF MEMBERS AND ELECTIONS

14. The Officers and Members of the Committee must be members of the Society. They shall be elected at each Annual General Meeting and shall hold office until the end of the following Annual General Meeting. Outgoing Officers and Committee Members may be re-elected.

15. Nominations for the election of Officers and Members of the Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the nominee shall have been obtained. The elections of Officers shall be completed before the election of further Committee members. Nominees for election as Officers or Committee Members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society.

16. If nominations exceed the number of vacancies, the election shall be by single ballot, in which every member of the Society present shall be entitled:

- in the case of Officers, to cast one vote in respect of each contested post;
- in the case of Committee members, to cast one vote for each of up to 10 candidates and the candidates achieving most votes shall be elected.

Candidates for election to the Committee may vote in elections. Only members of the Society may vote in any elections or at any meetings of the Society.

#### DECLARATION OF INTEREST

17. It shall be the duty of every member who has any direct or indirect financial or professional interest in any item discussed at any meeting of the Society (including any Committee or subcommittee meeting) at which he or she is present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) or vote thereon.

#### EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

18. The Committee shall, out of the funds of the Society, pay all proper expenses of administration and management of the Society. After the payment of such expenses and the setting aside to reserve of such sums as may be deemed expedient, the Committee shall apply the remaining funds in furtherance of the purposes of the Society.

#### INVESTMENT

19. All moneys at any time belonging to the Society and not required for immediate application for its purposes shall be invested by the Committee in or upon such investment, securities or property as it may think fit, subject nevertheless, where appropriate, to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Committee.

## TRUSTEES

20. Any freehold and leasehold property acquired by the Society shall, and if the Committee so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as the Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The power of appointment of new trustees shall be vested in the Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 6 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Committee. The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

## ACCOUNTS

21. The Committee shall comply with their legal obligations under the Charities Acts with regard to:

- the keeping of accounting records for the Society;
- the preparation of the annual statements for the Society;
- the independent examination of the statements of account of the Society; and
- the transmission of the statements of account of the Society to the Charity Commission.

## ANNUAL REPORT AND RETURN

22. The Committee shall comply with their legal obligations under the Charities Acts with regard to the preparation of an annual report and return, and its transmission to the Charity Commission.

## AMENDMENTS

23. This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Society, provided that at least 21 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Society at any time to cease to be a charity in law, and provided further that no amendment shall be made to Clause 2, 3,4, 26 or this Clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

## NOTICES

24. Any notice required to be given by this Constitution shall be deemed to be duly given via email to the email address of that member last notified to the Honorary Membership Secretary.

## WINDING UP

25. The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 21 days after the previous Meeting. If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special Meeting this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the Society the available funds of the Society shall be transferred to such one or more charitable institutions having objects similar to those herein before declared as shall be chosen by the Committee and approved by the Meeting of the Society at which the decision to dissolve the Society is confirmed. Preference shall be given to a body able to utilise such funds in the Clapham area. On dissolution the minute books and other records of the Society shall be deposited with the same beneficiary.