CONSTITUTION OF THE FRIENDS OF HOLLAND PARK

PART 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. The Name

The association's name is
THE FRIENDS OF HOLLAND PARK
and in this Constitution is called "the Friends").

3. The Objects

The objects of the Friends ("the Objects") are for the public benefit
(1) to secure the preservation, protection and improvement of Holland Park ("the Park") as a place of historic and ecological interest and beauty
(2) to promote the conservation of the natural plant, animal and bird life of the Park and, in particular, its retention as a natural woodland habitat for wildlife
(3) to educate the public in the history, natural history and other aspects of the Park

4. Application of the Income and Property

(1) The income and property of the Friends shall be applied solely towards the promotion of the Objects
(2) (a) The funds of the Friends, including all subscriptions, donations, contributions and bequests, shall be paid into an account operated by the Trustees in the name of the Friends at such bank as the Trustees may from time to time decide.
(b) The Trustees may authorise the following to sign cheques
* the Chairman
* the Treasurer
* the Secretary
* two other Trustees

(c) Two signatures are required on all cheques
(3) A Trustee may pay out of, or be reimbursed from, the property of the Friends reasonable expenses properly incurred by him or her when acting on behalf of the Friends
(4) None of the income or property of the Friends may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Friends. This does not prevent:
(a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Friends
(b) a Trustee from
(i) buying goods or services from the Friends upon the same terms as other members or members of the public
(ii) receiving a benefit from the Friends as a member of the Friends and upon the same terms as other members
(c) the purchase of indemnity insurance for the Trustees as permitted by law
(5) No Trustee may be paid or receive any other benefit for being a Trustee
(6) A Trustee may not
(a) sell goods, services or any interest in land to the Friends
(b) be employed by or receive any remuneration from the Friends
(c) receive any other financial benefit from the Friends
(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Friends and any personal interest (including but not limited to any personal or financial interest) and take no part in voting upon the matter
(8) In this clause 4 "Trustee" shall include any person firm or company connected with the Trustee

5. Dissolution

(1) (a) If the Trustees consider it is necessary or desirable to dissolve the Friends they shall call ageneral meeting
(b) A resolution to dissolve the Friends may be passed only by a majority of not less than two thirds of the members present and voting at the meeting
(2) If the members resolve to dissolve the Friends the Trustees will
remain in office as Charity Trustees and be responsible for winding up the affairs of the

Friends in accordance with this clause
3) The Trustees must collect all the assets of the Friends and must pay or make provision for all the liabilities of the Friends

(4) The Trustees must apply any remaining property or money by transfer to any charity or charities for purposes the same as or similar to the Friends

(5) The members may pass a resolution before or at the same time as the resolution to dissolve the Friends specifying the manner in which the Trustees are to apply the remaining property or assets of the Friends and the Trustees must comply with the resolution if it is consistent with clause 5 (4) above
(6) In no circumstances shall the net assets of the Friends be paid to or distributed among members of the Friends (except to a member that is itself a charity)
(7) The Trustees must notify the Charity Commission ("the Commission") promptly that the Friends have been dissolved. If the Trustees are obliged to send the Friends' accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Friends' final accounts

6. Amendments

(1) The Friends may amend any provision contained in Part 1 of this Constitution other than clause 3 (The Objects), clause 5 (Dissolution) and clause 6 (Amendments) provided that
(a) no amendment may be made that would have the effect of making the Friends cease to be a charity at law
(b) any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting
(2) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting
(3) (a) the notice of general meeting in clause 6 (1) or 6 (2) must include notice of the resolution, setting out the terms of the proposed amendment
(b) the Secretary must receive notice of the proposed amendment at least twenty-eight days before the date of the meeting
(4) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed

PART 2

7. Membership

(1) Membership is open to individuals over fifteen or organisations that are approved by the Trustees
(2) (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Friends to refuse the application
(b) The Trustees must inform the applicant in writing of the refusal within twenty-one days of the decision
(c) The Trustees must consider any written representations the applicant makes about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final
(3) Membership is not transferable to anyone else
(4) The Trustees must keep a register of names and addresses of the members
(5) An annual subscription shall be paid by all members. The annual subscription shall be of such amount as the Friends may approve in general meeting

8. Termination of Membership

Membership is terminated if:
(1) the member dies or, if it is an organisation, ceases to exist
(2) the member resigns by written notice to the Friends unless, after the resignation, there would be less than two members
(3) any sum due from the member to the Friends is not paid in full within three months of it falling due
(4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Friends that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed
(b) the member, or at the option of the member, the member's representative (who need not be a member of the Friends) has been allowed to make representations at the meeting

9. General Meetings

(1) (a) There shall be an annual general meeting of the Friends once in each year to be held not more than fifteen months after the previous annual general meeting
(b) The business at the annual general meeting shall include
* consideration of the annual reports of the Chairman and Treasurer
* the appointment of the Independent Examiner to examine the annual statements of account
* the election of the Officers and other Trustees
* any other business as may be necessary
(2) General meetings other than annual general meetings shall be called special general meetings
(3) The Trustees may call a special general meeting at any time
(4) The Trustees must call a special general meeting if requested to do so in writing by at least thirty members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution

10. Notice of Meetings

(1) The minimum period of notice required to hold any general meeting of the Friends is twenty-one clear days from the date on which the notice is deemed to have been given
(2) A general meeting may be called at shorter notice, if it is so agreed by all the members entitled to attend and vote
(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so
(4) The notice must be given to all the members and the Trustees

11. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present
(2) A quorum is thirty members entitled to vote upon the business to be conducted at the meeting
(3) The authorised representative of a member organisation shall be counted in the quorum
(4) If
(a) a quorum is not present within half an hour from the time appointed for the meeting or
(b) during a meeting a quorum ceases to be present
the meeting shall be adjourned to such time and place as the Trustees shall determine
(5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting
(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

12. Chair

(1) General meetings shall be chaired by the President, Vice President or the person who has been elected as Chairman
(2) If there is no such person or he or she is unable to preside or is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting
(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting
(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting

13. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned
(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution

(3) No business shall be conducted at the adjourned meeting unless it could properly have

		been conducted at the meeting had the adjournment not taken place (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating date time and place of the meeting
14.	Votes	Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
15.	Representatives of Other Bodies	(1) Any organisation that is a member of the Friends may nominate any person to act as its representative at any meeting of the Friends (2) The organisation must give written notice to the Friends of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Friends. The nominee may continue to represent the organisation until written notice to the contrary is received by the Friends. (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Friends shall not be required to consider whether the nominee has been properly appointed by the organisation.
16.	Officers and Trustees	(1) The Friends and the property of the Friends shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this Constitution are together called "the Trustees" (2) The Friends shall have the following Officers * A Chairman * A Secretary * A Treasurer * Such other Officers as may from time to time be necessary (3) A Trustee must be a member of the Friends or the nominated representative of an organisation that is a member of the Friends (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 19 (5) The number of Trustees shall be not less than four but (unless otherwise determined by a resolution of the Friends in general meeting) shall not be subject to any maximum (6) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees
17.	The Appointment of Trustees	(1) The Friends in general meeting shall elect the Officers and the other Trustees (2) The Trustees may co-opt any person who is willing to act as a Trustee. Subject to clause 17 (6) (b), they may also co-opt Trustees to act as Officers. The number of co-opted Trustees shall not exceed three (3) A casual vacancy among the Trustees may be filled by a member of the Friends appointed by the remaining Trustees (4) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment or co-option but shall be eligible for re-election or election as the case may be at that annual general meeting (5) No one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting (a) he or she has been proposed and seconded in writing by members entitled to vote at the meeting (b) the person proposed has consented in writing to the appointment; "writing" for the purpose of clause 17 (5)(a) and this purpose includes electronic means (c) the notification required under clause 17 (5) (a) and (b) has been delivered to the Secretary at least seven days before the annual general meeting, provided that the Trustees may for good cause abridge this period (6) (a) The appointment of a Trustee, whether by the Friends in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees (if applicable) (b) The Trustees may not co-opt a person to be an Officer if a person has already been appointed or elected to that office and has not vacated the office

(7) (a) The Trustees may invite an honorary President ("the President" who shall not be an Officer or Trustee) to enhance the profile of the Friends.
(b) The Trustees may appoint one of their number as Vice President in order to chair meetings in the absence of the Chairman

18. Powers of Trustees

(1) The Trustees must manage the business of the Friends and have the following powers in order to further the Objects (but not for any other purpose):
(a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations
(b) to accept gifts
(c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use
(d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Friends. In exercising this power the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993
(e) to borrow money on such terms as the Trustees think fit including the charging of the whole or any part of the property belonging to the Friends as security for repayment of the money borrowed
(f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them
(g) to communicate with and make representations to the appropriate authorities concerning matters relating to the Park
(h) to donate to the department of the Royal Borough of Kensington and Chelsea ("RBKC") responsible for the management of the Park, trees, plants, livestock and such other things as the Trustees may from time to time determine
(i) to promote the improvement of communication between RBKC and local residents
(j) to organise walks, lectures, exhibitions and meetings
(k) to carry out any ecological or other research deemed necessary for the achievement of the Objects and provide for the publication of the results of such research
(l) to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the Objects
(m) to acquire, merge with or enter into any partnership or joint venture arrangements with any other charity formed for any of the Objects
(n) to set aside income as a reserve against future expenditure in accordance with the Friends' written policy concerning reserves
(o) to obtain and pay for such goods and services as are necessary for carrying out the work of the Friends
(p) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do under the Trustee Act 2000
(q) to do all such other lawful things as are necessary for the achievement of the Objects
(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees
(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees

19. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she
(1) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
(2) ceases to be a member of the Friends
(3) becomes incapable, by reason of mental disorder, illness or injury of managing and administering his or her own affairs
(4) resigns as a Trustee by notice to the Friends (but only if at least two Trustees will remain in office when the notice of resignation is to take effect) or
(5) is absent without permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated

20. Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution

(2) Any Trustee may call a meeting of the Trustees
(3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee
(4) Questions arising at a meeting must be decided by a majority of votes
(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
(6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made
(7) The quorum shall be a minimum of one third of the total number of Trustees plus one or such larger number as may be decided from time to time by the Trustees
(8) A Trustee shall not be counted in the quorum present when any decision is made about something upon which the Trustee is not entitled to vote
(9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for purpose of filling vacancies or of calling a general meeting
(10) The Chairman of the Friends shall chair meetings of the Trustees or, in his or her absence, the Vice President
(11) If the Chairman or Vice President is unable to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting
(12) The person who chairs the meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her by the Trustees
(13) A resolution in writing signed by all the Trustees entitled to attend a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as effective as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held

21. Delegation

(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees on terms which shall be recorded
(2) The Trustees may impose conditions when delegating, including conditions that:
* the relevant powers are to be exercised exclusively by the committee to whom they delegate
* no expenditure may be incurred on behalf of the Friends except in accordance with a budget previously agreed with the Trustees
(3) The Trustees may revoke or alter a delegation
(4) All acts and proceedings of any committee must be reported to the Trustees

22. Irregularities in Proceedings

(1) Subject to clause 22 (2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
* who was disqualified from office
* who had previously retired or who had been obliged by the Constitution to vacate office
* who was not entitled to vote on the subject, whether by reason of conflict of interest or otherwise
if, without:
* the vote of that Trustee and
* that Trustee being counted in the quorum
the decision has been made by a majority of Trustees at a quorate meeting
(2) Clause 22 (1) does not permit a Trustee to keep any benefit that may be conferred on him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void
(3) No resolution or act of
(a) the Trustees
(b) any committee of the Trustees
(c) the Friends in general meeting
shall be invalid by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it can be shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Friends

23. Minutes

Minutes must be kept of all
(1) appointments of Officers and Trustees made by the Trustees
(2) proceedings at meetings of the Friends

(3) meetings of the Trustees and committees of Trustees including:
* the names of Trustees present at the meeting
* the decisions made at the meetings and
* where appropriate the reasons for the decision

24. Annual Report and Return and Accounts

(1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to
(a) the keeping of accounts and records for the Friends
(b) the preparation of annual statements of account for the Friends
(c) the transmission of statements of account to the Friends
(d) the preparation of an annual report and its transmission to the Commission
(e) the preparation of an annual return and its transmission to the Commission
(2) The statements of account
(a) must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission
(b) shall be examined by an Independent Examiner

25. Registered particulars

The Trustees must notify the Commission of any changes to the Friends' entry on the Central Register of Charities

26. Insurance

The Trustees must insure in respect of public liability.

27. Notices

(1) Any notice required by this Constitution to be given to any person shall be
(a) in writing or
(b) given by electronic means where the member concerned has indicated his or her willingness to receive notices by such means
(2) The Friends may give notice to any member
(a) personally or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address or
(c) by leaving it at the address of the member or
(d) by sending it by electronic means to the member's address
(3) a member who does not register an address with the Friends shall not be entitled to receive any notice from the Friends
(4) A member present at any meeting of the Friends shall be deemed to have received notice of the meeting and the purposes for which it was called
(5) A notice shall be deemed to be given five days after the envelope containing it was posted, or in the case of electronic communication, 48 hours after it was sent

28. Rules

(1) The Trustees may from time to time make and alter rules for the conduct of their business
(2) Rules may regulate the following but are not restricted to them:
(a) the admission of members of the Friends (including the admission of organisations)
(b) subject to the approval of the Friends in general meeting in clause 7 (5), categories of membership and subscriptions
(c) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this Constitution
(d) the keeping and authentication of records

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