

Constitution of the London Forum of Amenity and Civic Societies

adopted on the 23rd September 2004 with revisions adopted on 15th October 2008 at the annual general meeting

A Name.

The name of the Association is the London Forum of Amenity and Civic Societies ("the Charity")

B Administration.

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 G of this constitution ("the Executive Committee").

C Objects.

The Charity is established for the public benefit to protect and to improve the quality of life of people living in, working in, or visiting the area comprising Greater London, in particular by promoting and encouraging:

- (i) high standards of planning, urban design, landscaping, infrastructure and transport;
- (ii) the conservation of lands, buildings, open spaces, waterways, amenities, features of historic interest and the individual character of localities;
- (iii) the creation of or improvement to lands, buildings, open spaces, waterways, amenities, features of historic interest and the individual character of localities and the avoidance, removal, or improvement of features that are unsightly or, in the public interest, undesirable;
- (iv) knowledge of and interest in the matters aforesaid amongst persons concerned with such matters in a professional, legislative or administrative capacity and amongst members of the public generally (including corporate bodies) or any section of the public;
- (v) a sense of civic pride amongst members of the public generally or in any section of the public generally, and the fostering of community involvement and the capacity to effect necessary change;
- (vi) the principles and practice of sustainable development.

In pursuing its objects the Charity will promote and encourage the activities of local amenity societies and act in a representative capacity on their behalf on amenity and environmental issues affecting Greater London.

D Powers.

In furtherance of the objects 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 objects 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 Charity;
- (iv) power 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;
- (v) power 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;
- (vi) power to co-operate with any other body or organisation operating in furtherance of the objects 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 objects including encouraging the formation of new amenity and civic societies in localities where such societies do not already exist;
- (viii) power to do or promote research, surveys, studies or other work and publication of the results;
- (ix) power to do or to promote the publication of books, films, tapes, pamphlets, journals, newsheets, records other publications whether in paper or electronic form by means of sale, donation or otherwise;
- (x) power to organise or promote seminars, symposia, courses, competitions, colloquia, programmes, conferences, workshops, meetings or any other events;
- (xi) power to organise or promote education and training and arranging conferences and other educational events;
- (xii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (xiii) power to do all such other lawful things as are necessary for the achievement of the objects.

PROVIDED ALWAYS THAT in pursuance of the aforesaid objects the Charity shall respect the independent local role of individual amenity and civic societies within their several areas of activity.

E Membership.

(1) Full membership of the Charity shall be open to:

- (i) any local amenity society or civic society registered with the Civic Trust and having as its basic objective the protection and improvement of the environment within Greater London;
- (ii) any local amenity or civic society or group which, although not registered with the Civic Trust, has a similar basic objective to that set out in the foregoing clause and, in the opinion of the Executive Committee of the Charity, is suitable for full membership.

Provided always that such organisation shall have paid the annual subscription as laid down from time to time by the Executive Committee.

(2) Each organisation that is a full member shall be entitled to appoint not more than three delegates to represent it at general meetings of the Charity, but each organisation shall have only one vote. In the event of a delegate so appointed ceasing to belong to the organisation that has appointed him or her, he or she shall forthwith cease to be

its representative.

(3) Associate membership shall be open to such professional, commercial, voluntary and other organisations as express an interest in the activities of the Charity, and are, in the opinion of the Executive Committee, of such character as to assist and enhance the reputation of the Charity; but Associate members shall not have the right to vote at any meeting of the Charity.

(4) Individuals who express an interest in the activities of the Charity and are, in the opinion of the Executive Committee, of such character as to assist and enhance the reputation of the Charity may become Individual Subscribers to the Charity but shall not have the right to vote at any meeting of the Charity.

(5) Honorary membership shall be open to such individuals and organisations as, in the opinion of the Executive Committee, have given illustrious service to the cause of environmental conservation and improvement in Greater London, but Honorary members shall not have the right to vote at any meeting of the Charity.

(6) The Executive Committee shall have the right:

- (i) to approve or reject applications for membership;
- (ii) to determine, by simple majority, the level of subscriptions;
- (iii) for good reason to 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.

F President and Vice-Presidents

The Executive Committee shall have the power to appoint a President and Vice-Presidents subject to approval at the annual general meeting. The President and Vice President shall not become trustees by virtue of their office.

G Executive Committee.

(1) The Charity and its property shall be managed and administered by an Executive Committee whose members shall be elected in accordance with this Constitution. The members of this committee shall be the Trustees of the Charity and in this constitution are together called "the Trustees".

(2) The Executive Committee shall consist of not less than 10 members nor more than 15 members comprising:

- A chair,
- A secretary,
- A treasurer.
- Up to 12 other members

(3) The Charity in general meeting shall elect the Trustees, who shall confirm their willingness to act. A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity or be nominated by two members of the Executive Committee. A person cannot be nominated by two members of the Executive Committee if his election would result in less than half of the Executive Committee being members of the Charity or the nominated representatives of organisations that are members of the Charity. A Trustee must not be less than 18 years old or disqualified under Clause H hereunder.

(4) Nominations for election to the Executive Committee must be made by full members of the Charity 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. No member society shall have more than two representatives on the Executive Committee.

- (5) At each annual general meeting one-third of the members of the Executive Committee or, if their number is not three or a multiple of three, the number nearest to one third must retire from office but they may be re-elected or re-appointed. The members of the Executive Committee to retire by rotation shall be those who have been longest in office since their last appointment. If any members of the Executive Committee became or were appointed on the same day those to retire shall be determined by lot.
- (6) Any casual vacancy on the Executive Committee may be filled by the Committee and any person so appointed shall hold office until the conclusion of the next annual general meeting and shall be eligible for election at that meeting.
- (7) The Executive Committee shall have the power to co-opt members of the Committee save that not more than one third of the members of the Executive Committee can be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee called under clause J 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.
- (8) 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.

H Termination of Membership of 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 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).

I Executive Committee 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 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 Executive Committee. The reimbursement in good faith of reasonable out of pocket expenses shall, however, be permitted.
- (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.

J Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least four 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. If the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (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 of their number to be chairman of the meeting before any other business is transacted.
- (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.
- (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.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.
- (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
- (7) The Executive Committee may appoint one or more sub-committees whose membership shall include at least two 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.

- (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.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects of the Charity.

L Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and (b) all investments held by or on behalf of the Charity; 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.
- (3) 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.

M Accounts.

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:

- (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.

N Annual Report.

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 report and its transmission to the Commission.

O Annual Return.

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.

P Annual General Meeting.

- (1) There shall be an annual general meeting of the Charity, which shall be held in the month of October in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 28 days' notice of the annual general meeting to all the members of the Charity. All the full members of the Charity shall be entitled to attend and vote at the meeting.
- (3) The chairman of the Charity shall be the chairman of the 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 Charity for the preceding year.

Q Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least five members request such a meeting in writing, stating the business to be considered, the secretary shall call such a meeting. At least 28 days' notice must be given. The notice must state the business to be discussed.

R 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 Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or delegates representing fifteen members of the Charity, whichever is the greater, are present at any general meeting.
- (3) Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may be made by the Executive Committee provided always that no such arrangements shall be made with regard to Clauses T and V hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent more than one member organisation, but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

S Notices.

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Charity may give any notice to a member either:
 - (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 giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

T 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 amendment may be made to clause A (the name of charity clause), clause B (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

- (4) The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

U Standing orders and rules

The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the Charity. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by a general meeting and shall not be inconsistent with the provisions of this Constitution.

V Dissolution.

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 28 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 Charity Commission.