

# Draft for Revised Constitution

May 2018

## REVISED CONSTITUTION

### Marchmont Association London

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#### 1. NAME

The organisation shall be called the

“Marchmont Association” (the Association).

This is an Association of residents and businesses centred on Marchmont Street, London, WC1 located in the Association’s ‘Area of Benefit’.

The ‘Area of Benefit’ of the Association shall be the area enclosed by the bold red line on this map.



## **2. THE PURPOSES (AIMS) OF THE MARCHMONT ASSOCIATION**

**To promote the Association's purposes (aims) as an important body that safeguards the interests of the residential and business community within the Association's 'Area of Benefit', the Association shall:**

- a. establish and maintain a safe, high quality street environment throughout the area of benefit, thereby ensuring that it remains an attractive place to live, work and visit
- b. encourage good practice and communications from and between the Association with council, university and any other significant body, business or landowner in the interests of the community within the Association's 'Area of Benefit'
- c. support any local interest within the Association's 'Area of Benefit' which, from time to time, may be designated as an actionable measure by the Committee
- d. protect the interests of residents and businesses in cases of new development within the area
- e. be a source of news and information about current activities and developments in the area.

**The Association shall promote:**

- f. the involvement of residents and businesses with the Association
- g. community spirit, pride of place and a sense of shared responsibility for the area's success and to organise local events that support this purpose
- h. conservation and enhancement of the area's community assets, historic character and rich social history
- i. the on-going improvement of the environment within the Association's 'Area of Benefit' for the benefit of residents, businesses and visitors.

## **3. CARRYING OUT THESE PURPOSES (AIMS)**

**The Association may:**

- a. raise funds, receive grants and donations
- b. apply funds to carry out the work of the Association
- c. appoint a Sub Committee made up of two or more Committee Members and any expert nominated by any Member and appointed by the Committee to represent the Association's interests at any meetings with third parties with whom the Association desires to make some agreement
- d. co-operate with and support charities, statutory bodies, community and other organisations that share our aims and purposes
- e. promote inward investments that support the Association's purposes (aims)
- f. do anything which is lawful and necessary to achieve the Association's purposes (aims).

#### **4. MEMBERSHIP**

- a. The Association shall have a membership.
- b. People, who are aged 18 or over, and enterprises who may either by their residency, trade, business, occupation, charitable association or other activity that takes place on a day to day basis within or around the 'Area of Benefit' and who support the aims of the Association may, by their attendance at an AGM, declare themselves to be members of the Association.
- c. Alternatively, and at their sole discretion, such persons or enterprises, so qualified in clause (b) but not present at an AGM, may register their membership or cancel their membership by giving at least seven days' notice by mail or email to the Association's Secretary and which shall be acknowledged by the Secretary.
- d. Subject to the agreement of the Committee, other organisations or associations outside the Area of Benefit, having similar aims and objectives, may be taken into membership by the majority agreement of committee members attending a committee meeting.
- e. The Committee may adjudicate that any person is not qualified for membership.

#### **5. COMMITTEE**

The Committee shall be comprised of four officers - Chair, Vice-Chair, Secretary, Treasurer and six other members. At any time, if the Chair is a resident, the Vice-Chair shall be a business member and vice versa.

- a. The Chair and other Committee members shall be elected from and by the Members of the Association at the Annual General Meeting (AGM).
- b. Officers shall be appointed by the duly elected Committee at its first meeting and these shall include the Vice-Chair, Secretary and Treasurer.
- c. If the membership should fail to elect a Chair at the AGM, then the Committee may by the process of a proposal received by the Committee and which shall be seconded by a Committee Member, elect a Chair of the Association.
- d. The Committee shall be elected for a period of one year, with the right to stand for re-election in the following and subsequent years.
- e. The Committee may co-opt up to two additional Committee Members during the year and fill any vacancies on the Committee as they arise. These Members must stand down at the next AGM, but are eligible to stand for re-election at the AGM.
- f. The Committee shall be responsible for dealing with the matters for which the Association was formed but shall be accountable to General Meetings. Decisions of the Committee shall be by simple majority.
- g. The Committee shall meet as often as its Members feel necessary but not less than four times a year to carry out the work of the Association. Seven days' notice shall normally be given for such meetings, except in emergencies, when twenty-four hours' notice shall suffice.
- h. A meeting of the Committee Members may be held either in person or by suitable alternative means agreed between the Committee Members in which all participants may communicate simultaneously with all other participants.
- i. The Secretary shall ensure that Minutes are taken at each meeting and circulated to Committee Members.
- j. Declaration of conflict of interest. Committee Members must declare if they could benefit financially or otherwise from Committee membership either directly or indirectly (through

someone they are connected to) or if their membership competes with a duty or loyalty they have to another organisation or person.

- k. If Committee Members have a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.
- l. A quorum to enable Committee meetings to be valid shall be five members, to include at least one resident and one business member. Decisions arrived at by members attending an inquorate meeting will need to be ratified at the next quorate meeting.
- m. No one may be appointed a Committee Member if he or she would be disqualified from acting as a committee member under the provisions of clause 6
- n. The Association will publish from the Association website an up-to-date Committee Membership list for public inspection.
- o. The Committee Membership list shall detail:
  - a. the full name of the Member and Officer status as applicable
  - b. a means to contact the Committee Member
- p. The Committee may make reasonable additional rules to help run the Association. These rules must not conflict with this Constitution or the law.

## **6. DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS**

A Committee Member must cease to hold office if he or she:

- a. ceases to be a member of the Association
- b. has become physically or mentally incapable of acting as an Association Committee Member and may remain so for more than three months, in the written opinion given to Committee Members by a registered medical practitioner treating that person
- c. resigns as a Committee Member by notice to the Association (but only if at least two committee members will remain in office when the notice of resignation is to take effect);  
or
- d. is absent without the permission of Committee Members from all meetings held within a period of six consecutive months and Committee Members resolve that his or her office be vacated
- e. acts in a manner deemed contrary to the interests of the Association by a majority of the Committee Members or by a meeting convened by Members

## **7. AGM and GENERAL MEETINGS**

The Annual General Meeting (AGM) shall be held not later than the end of May each year, giving twenty-one days' notice to Members. The Agenda for these meetings shall include: confirming the Minutes of the last AGM, receiving the accounts and Annual Report of the Committee, electing the Committee and any other business proposed by the Committee or any Member.

- a. There must be at least twelve members present at the AGM for there to be quorum.
- b. At any AGM, the Committee Members must present the Annual Report and Accounts.
- c. Decisions, other than decisions to dissolve the Association, taken at all General Meetings (including the AGM) shall require a simple majority. All Members shall be entitled to one vote.
- d. Members must elect at least seven Committee Members to serve for the next year. The Committee Members must retire at the next AGM but may stand for re-election.

- e. Any Member may stand for election as a Committee Member.
- f. Subject to the agreement of Members present at the AGM, other organisations or associations outside the Area of Benefit, having similar aims and objectives, may be taken into membership.
- g. That a Member as contemplated within clause 7f and who is a trustee, officer of (or who is duly nominated by that organisation and agreed by the Association to represent that organisation) shall be the person so nominated or from time to time to time and subject to at least twentyfour hours' notice may likewise be substituted by an alternate representative of that organisation.

### **Special Meetings**

- h. If the Committee Members consider it is necessary to change the Constitution, or wind up the Association, they must call a Special General Meeting so that the Membership can make the decision.
- i. Committee Members must also call a Special General Meeting if they receive a written request from at least twelve Members. Such meetings to take place within twenty-one days.
- j. All Members who have registered their email address must be given fourteen days' notice and told the reason for the meeting. All decisions at Special General Meetings require a two thirds majority. Minutes must be kept.
- k. Special General Meetings of the Association may be convened by the Committee, as and when required, giving at least fourteen days' notice to Members.

## **8. WRITTEN RESOLUTIONS**

A resolution in writing or by email signed jointly or severally by at least two thirds of the Committee Members on a matter will be as valid and effectual as if it had been passed at a meeting of the Committee Members duly convened and held and may consist of several documents in like form each signed by one or more Committee Members. The date of a written resolution will be the date on which the last Committee Member entitled to vote signs.

- a. Approval must be received by the person nominated in advance by the Committee Members for that purpose (the "Recipient"); and
- b. Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all the Committee Members confirming whether the resolution has been formally approved by the Committee Members in accordance with this clause.
- c. The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

## **9. FINANCE & PROPERTY**

- a. The financial year of the Association shall run from 1st April.
- b. Responsibility for the proper management of the funds of the Association shall be vested in the Committee.
- c. Any two of three designated signatories appointed by the Committee are required to sign all cheques and transfers on behalf of the Association. Excepting for reasonable sums for the purposes of sundry expenses, but not to exceed £100.00, money must be held in the Association's bank account.

- d. All moneys raised by or on behalf of the Association shall be used only to further the purposes (aims) of the Association.
- e. The Treasurer shall be responsible for keeping records of income and expenditure and for drafting annual accounts, which shall be verified by an independent, qualified person prior to presentation to the AGM.
- f. The most recent annual accounts can be seen by any Member on request.
- g. Committee members cannot receive any money or property from the Association, except to refund reasonable out of pocket expenses, unless permitted by law.

## **10. Changes to the Constitution**

Any proposed changes to the Constitution must be handed to the Secretary fourteen days before the meeting in question.

Changes to the Constitution can be made by a simple majority of members at AGMs or at Special General Meetings. No change can be made that would make the organisation no longer an association.

## **11. Dissolution**

The Association may only be dissolved at a Special General Meeting called for that purpose, giving Members fourteen days' notice.

- a. A proposal to dissolve the Association shall take effect only if agreed by two thirds of the Members present at the meeting.
- b. Any money remaining after payment of debts must be given to an Association with similar purposes to this one as agreed by a majority of the Members present at the meeting.
- c. Any property remaining after payment of debts shall first be adjudicated by the Committee who will then recommend to Members the distribution so adjudicated. This may be accepted by a majority of Members present at the meeting.

Signed

Secretary

Date