

# The Friends of Poole Park

## CONSTITUTION

Adopted on 26/02/2003, as amended on 01/12/2003, 07/03/2005 and 27/04/2015.

### **1. NAME**

The name of the organisation shall be '**The Friends of Poole Park**' (hereinafter referred to as 'the Charity').

### **2. 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 Committee, constituted by clause 8 of this Constitution ('the committee').

### **3. OBJECTS**

The objects of the Charity shall be: -

- 3.1 to promote the preservation, restoration, maintenance and improvement of Poole park for the benefit of the public.
- 3.2 to promote the benefit of Poole and the surrounding areas by associating the local authorities and inhabitants in a common effort to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objects of improving the conditions of life of the inhabitants

### **4. POWERS**

In furtherance of the Objects, the Charity, through its Committee, may: -

- 4.1. Liaise with the Borough of Poole, and where desirable, other local authorities, Government Departments and other bodies and organisations in connection with matters affecting Poole Park, including donations of amenities and facilities by way of gifts.
- 4.2. Represent collectively all persons and organisations interested in Poole Park and, in conjunction with the Borough of Poole, encourage the use of Poole Park for leisure educational and physical recreational purposes.
- 4.3. Co-operate with other charities, voluntary bodies and statutory authorities, which have similar objects or charitable purposes and exchange information with them.
- 4.4. Promote and maintain interest in the present and future Poole Park area.
- 4.5. Raise, or assist in the raising of, funds by all lawful means.
- 4.6. Review existing and proposed amenities and facilities at Poole Park and their allocation and use and urge reconsideration of any policies, which the Committee considers restrict the full use of such amenities and facilities.
- 4.7. Hold monies, material and assets of any kind whatsoever, acquire such monies material and assets by way of gift, subscription, loan or otherwise borrow and give security for monies, and establish or support any charitable trusts, associations, or institutions formed for the purposes of the Objects or either of them.
- 4.8. Provide, or assist in the provision, of voluntary Wardens for Poole Park.
- 4.9. Appoint and constitute such advisory committees, as the Committee may think fit.
- 4.10. Do all such other lawful things as are necessary for the achievement of the Objects

## 5. MEMBERSHIP

- 5.1 Membership of the Charity shall be open to individuals and organisations interested in Poole Park, subject to their agreement to abide by regulations relating to membership which may be made by the Charity from time to time and subject also to the right reserved by the Charity to reject any application for membership if, in the opinion of the Committee, there are reasonable grounds for so doing.
- 5.2 The Borough of Poole shall be entitled to appoint a representative on the Committee with full voting rights
- 5.3 Chief Officers of the Borough of Poole whose duties include a responsibility relating to Poole Park, or their nominated representatives, shall be ex-officio members of the Charity.
- 5.4 Every individual and organisation member shall have one vote at meetings of the Charity.
- 5.5 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 him or her at any meeting of the Charity if he or she is unable to attend.
- 5.6 Each member organisation shall notify the name of its appointed representative and of any alternative to the Secretary. If the representative or alternate resigns from, or otherwise leaves, the member organisation, he or she shall forthwith cease to be its representative.
- 5.7 The Committee may, 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 Committee, accompanied by a friend, before a final decision is made.
- 5.8 The numbers of individual and organisation members shall be reported at every meeting of the Committee and shall appear in the Annual Report.

## 6. SUBSCRIPTION

The subscription for individual and organisation members, which shall be reviewed and fixed from time to time at a General Meeting, shall be paid by the first day of March in each year.

## 7. HONORARY OFFICERS

- 7.1. The Honorary Officers of the Charity will be **Chairman, Secretary and Treasurer**, who will be elected at the Annual General Meeting each year. In addition, at an Annual General Meeting, the Charity may, from time to time, elect other Officers, which may include a **Vice-Chairman, Membership Secretary, Publicity Officer, and Events Co-coordinator**. Such Officers shall hold office from the conclusion of the meeting concerned.
- 7.2. The Committee will nominate the Chairman and Vice-Chairman. Nomination of all other Officers shall be in accordance with sub-clause 15.6

## 8. COMMITTEE

- 8.1 The Committee shall consist of not less than 5 nor more than 11 members, all of whom are 18 years of age or more, being the Honorary Officers specified in the preceding clause and the members elected at the AGM.
- 8.2 In the event of no nominations, or insufficient nominations, being received by the

Secretary in accordance with this Constitution, the Annual General Meeting shall be entitled to appoint a Committee.

- 8.3 The Committee shall have the power to co-opt additional members up to a maximum of one-third of the number of those elected or appointed in accordance with clauses 8.1 or 8.2. Such co-opted members shall serve up to (and including) the date of the first Committee meeting, which is held after the Annual General Meeting of the Charity following their co-option.
- 8.4 The ex-officio members of the Charity specified in Clause 5.3 and the appointed representative of each member organisation have the right to attend meetings of the Committee in a non-voting capacity.
- 8.5 Every member of the Committee shall act as a Trustee of the Charity. The form signed by any person accepting nomination for election to the Committee shall incorporate a declaration of acceptance of the duties of membership of the committee, and willingness to act in the trusts of the Charity, and failure to sign such a declaration shall constitute disqualification from membership of the Committee.
- 8.6 All the members of the 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 may be re-elected or re-appointed.
- 8.7 The proceedings of the Committee shall not be invalidated by any vacancy among its number, or by failure to appoint a member, or by any defeat in the appointment or qualification of a member.

## **9 DETERMINATION OF MEMBERSHIP OF THE COMMITTEE**

A member of the Committee shall cease to hold office if he or she: -

- 9.1. Is disqualified from acting as a member of the Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
- 9.2. Becomes incapable by reason of mental disorder, illness, or injury, of managing and administering his or her own affairs, or
- 9.3. Is absent, without permission of the Committee, from all of its meetings held within a period of six months and the Committee resolves that his or her office be vacated, or
- 9.4. notifies to the Committee a wish to resign (but only if at least four members of the Committee will remain in office when the notice of resignation takes effect).

## **10. COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

- 10.1. No member of the Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee of the Charity), or receive remuneration, or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

## **11. MEETING AND PROCEEDINGS OF THE COMMITTEE**

- 11.1. The Committee shall hold at least two ordinary meetings each year.
- 11.2. A special meeting of the Committee may be called at any time by the Chairman or by any two of its members upon not less than 7 days' notice being given to the other members of the Committee of the matters being discussed except that, if those matters include the appointment of a co-opted member, 21 days' notice shall be given.

- 11.3. The Chairman of the Charity shall act as Chairman of the Committee at meetings of the Committee. If the Chairman is absent from any meeting, the Vice-Chairman (if elected) shall chair the meeting. If neither is present at a meeting, the members of the Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 11.4. Four members of the Committee (other than ex-officio and co-opted members), one one-half of the number of members of the Committee for the time being (which ever is less) shall constitute a quorum at a meeting.
- 11.5. At meetings of the Committee, every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question. Should the same number of votes be cast in favour or against, the Chairman shall have the casting vote.
- 11.6. The Committee shall keep minutes of its proceedings and those of meetings of any of its sub-committees. Such minutes shall be kept for a minimum of seven years. At every meeting the minutes of the previous meeting shall be reviewed by the Committee and, once confirmed by its members, shall be signed by the Chairman of the meeting, who will also initial each page of the minutes.
- 11.7. The Committee may, from time to time, make and alter rules for the conduct of its business, the summoning and conduct of its meetings, and the custody of documents, provided such rules are in accordance with this Constitution.
- 11.8. The Committee may appoint one or more sub-committees, consisting of three or more of its members, for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Committee. Such a sub-committee may be given power to co-opt up to one -third of its total membership.
- 11.9. The Committee shall have the power to determine any question, which may arise on the construction of this Constitution, and to take such action as the Committee may consider desirable on any matter affecting the Charity not provided for in this Constitution.

## **12. FINANCE**

- 12.1 The funds of the Charity, including all donations, contributions and bequests, shall be paid into accounts operated by the Committee in the name of the Charity at such banks or other appropriate financial institutions, as the Committee shall from time to time decide. Such funds shall be applied only in furthering the Objects.
- 12.2 The Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification to that Act) with regard to: -
  - a) The keeping of accounting records for the Charity,
  - b) The preparation of annual statements of account for the Charity
  - c) The independent examination of such statements of account, and
  - d) The transmission of such statements to the Charity Commissioners.
- 12.3 Cheques shall be signed by such persons as the Committee may authorize from time to time, subject to an upper limit specified by the Committee on the amount of such cheques which may be signed by one person, above which upper limit

- the signatures of two members of the Committee will be required.
- 12.4 All sums of cash at any time standing to the credit of the Charity in its Bank accounts and not required for immediate working purposes, shall be invested by the Committee in the name of the Charity. Subject to any special trusts attached thereto, any such sums may be invested in securities for the time being authorized by law for the investment of trust funds, or in such other investments (including the purchase of freehold or leasehold land) as the Committee shall, on advice of its financial advisers given at the time of the investment, select.
  - 12.5 The Financial year of the Charity shall run from 1<sup>st</sup> January each year to 31<sup>st</sup> December in the same year.
  - 12.6 All proper costs, charges and expenses of and incidental to the management of the Charity shall first be defrayed out of its income.
  - 12.7 An independent person appointed by a General Meeting or, in default, appointed by the Committee shall examine the Accounts of the Charity, which shall be presented to the first Annual General Meeting after 31st December next following the date of this Constitution.
  - 12.8 The Financial records of the Charity shall be kept for a minimum of seven years.
- 13. ANNUAL REPORT AND REVIEW**
- 13.1 Each year the Committee shall prepare an Annual Report and a Review of the work of the Charity during that year, which it shall submit to its members at the Annual General Meeting. The Annual Report shall comply with the provisions of the Charities ACT 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of Annual Reports and the transmission of them to the Charity Commissioners.
  - 13.2 The Committee shall provide the Borough of Poole with a copy of each Annual Report and Accounts not less than 21 days prior to each Annual General Meeting
- 14. ANNUAL RETURN.**
- 14.1 The Committee shall comply with its 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 Charity Commissioners.
- 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, or as soon as practicable thereafter.
  - 15.2 The Committee shall call every Annual General Meeting. The Honorary Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Charity and to the Borough of Poole.
  - 15.3 All the members of the Charity, other than ex-officio members, shall be eligible to vote at General Meetings of the Charity provided that, in the case of each organisation member, the name of the accredited representative of the organisation shall be notified in writing to the Honorary Secretary of the Charity at least seven days prior to attendance at any General Meeting. If such a representative shall be unable to attend a General Meeting then, if the organisation concerned informs the Honorary Secretary, in writing, prior to the Meeting, of the name of a proxy, that proxy shall be eligible to vote on behalf of the organisation at the Meeting.

- 15.4 If a member shall be unable to attend a General Meeting then, if the member concerned informs the Honorary Secretary, in writing, prior to the Meeting, of the name of a proxy, that proxy shall be eligible to vote on behalf of the absent member at the Meeting.
- 15.5 The Annual General Meeting shall:-
- a. consider the Report and Review of the Committee on the work of the Charity during the previous year,
  - b. consider the Honorary Treasurer's Report and Accounts of the Charity,
  - c. elect Officers and elect or appoint the Committee and
  - d. deal with any other business of which at least 14 days notice in writing has been given to the Honorary Secretary.
- 15.6. A nomination for election to the Committee must be made by a member of the Charity and shall be made on a form provided by the Honorary Secretary. The form will incorporate the declaration required in accordance with sub-clause 8.5. of this Constitution and will be signed by the nominee. Such a nomination must be in the hands of the Honorary Secretary by 15<sup>th</sup> February each year. Should nominations exceed vacancies, election shall be by ballot.
16. **SPECIAL GENERAL MEETINGS.**  
The Committee may call a Special General Meeting of the Charity at any time. In addition, the Honorary Secretary shall call such a meeting if it is requested, in writing, stating the business to be considered, by at least ten members. At least 21 days notice of a Special General Meeting, stating the business to be discussed, must be given, in writing, to all members and to the Borough of Poole.
17. **PROCEDURE AT GENERAL MEETINGS.**
- 17.1 The Honorary Secretary, or such other person specifically appointed by the Committee, shall keep a full record of proceedings at every General Meeting of the Charity.
- 17.2 At General Meetings, 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, which ever is the greater, are present.
- 17.3 If a quorum is not present at a General Meeting, it shall be suspended and the Honorary Secretary shall notify all members of the Charity that it is to be re-convened seven days later. If there is no quorum at that re-convened General Meeting, those then present shall proceed with the business specified in the notice calling the original Meeting and the outcome shall have the same force as if a quorum was present.
18. **NOTICES.**  
Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Honorary Secretary or the Committee on the member personally or by sending it through the post in a pre-paid letter addressed to such member at his or her last-known address in the United Kingdom. Any letter so sent shall be deemed to have been received within ten days of posting.
19. **PRECLUSION OF CONTRIBUTIONS TO A BODY UNDER THE LANDFILL TAX CREDITS SCHEME.**  
The Charity will not apply any of its funds to the benefit of any person or

organisation who or which provides contributions to a body under the Landfill Tax Credit Scheme, or is a contributing third party in relation to any such contribution.

**20. ALTERATIONS TO THE CONSTITUTION.**

- 20.1. Subject to the following sub-clauses, this Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a General Meeting, provided that the notice calling the meeting includes notice of the resolution, setting out the terms of the proposed alteration.
- 20.2. No amendment shall be made to this clause, or to Clauses 1, 3, 10 or 21, without the prior consent, in writing, of the Charity Commissioners and no amendment shall be made which would have the effect of making the Charity cease to be a charity at law.
- 20.3. The Committee shall promptly send to the Charity Commissioners a copy of any amendment to this Constitution made under this clause. This shall be the responsibility of the Honorary Secretary under direction from the Committee.

**21. DISSOLUTION.**

- 21.1. If the 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 proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Committee shall have power to realize 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 one or more charitable institutions locally, having objects similar to those of the Charity.
- 21.2. A copy of the statement of accounts for the final accounting period of the Charity shall be sent to the Charity Commissioners. This shall be the responsibility of the Honorary Secretary under direction from the Committee.