



CONSTITUTION

1. NAME AND STATUS

- 1.1 The name of the association is Friends Forum of Bromley Parks and Green Spaces, hereinafter known as the "Forum"
- 1.2 The Forum is constituted as an unincorporated association and will be administered and managed in accordance with this constitution by a committee hereinafter known as "the Committee".

2. DEFINITIONS

- 2.1 "Friends Group" means any body whose objects are to promote, or maintain parks and/or green spaces within Bromley which are supported by the Council;
- 2.2 "Member Group" means a Friends Group which is admitted to membership of the Forum;
- 2.3 "Bromley" means the geographical area comprised of the London Borough of Bromley;
- 2.4 "Council" means the Authority with responsibility for the London Borough of Bromley;
- 2.5 "writing" means all forms of written communication including email.

3. AIMS AND OBJECTIVES

- 3.1 The aims and objectives of the Forum (the "Objects") are to work in partnership with the Council and other external organisations to:
 - 3.1.1 support all Member Groups to promote, maintain and conserve the facilities, and encourage the positive usage of all parks and green spaces in Bromley for the health and well-being of the community;
 - 3.1.2 support Member Groups with their aim to contribute towards the conservation and enhancement of the physical and natural environments;
 - 3.1.3 ensure that Member Groups are supported in their obligations as regards liability insurance;
 - 3.1.4 raise funds to help Member Groups to improve facilities, environments and activities available within the parks and green spaces across Bromley;
 - 3.1.5 encourage new Friends Groups to form, providing advice and support;
 - 3.1.6 identify training needs and to support training and educational opportunities for Member Groups;
 - 3.1.7 promote the benefits of being actively involved with a Friends Group;
 - 3.1.8 actively support the regional and national movements for parks and green spaces;
 - 3.1.9 act as a representative of all Member Groups.

4. POWERS

4.1 In order to further its Objects, but not otherwise, the Forum has power:

- 4.1.1 to operate and maintain a website and other forms of digital communication for promoting Bromley's parks and green spaces;
- 4.1.2 to operate a bank account in the name of the Forum;
- 4.1.3 to enter into contractual arrangements;
- 4.1.4 to co-operate with any other body which operates in furtherance of the Objects or of similar purposes;
- 4.1.5 to appoint sub-committees provided that any sub-committee shall be required to operate within the terms of reference set down by the Committee;
- 4.1.6 to raise and distribute funds in accordance with the Member Grant and Expenses Policy;
- 4.1.7 to insure and arrange insurance cover for, and to indemnify the Committee members against all such risks incurred in the course of the performance of their duties as the Forum shall think fit provided that no such insurance or indemnity shall extend to any claim arising from fraud, wrongdoing or wilful neglect or default on the part of the Committee members;
- 4.1.8 to make rules for the conduct of its business;
- 4.1.9 to do all such other lawful acts and things as are necessary or desirable for the attainment of the Objects.

5. USE OF INCOME AND CAPITAL

5.1 Other than as expressly permitted by this clause, the income and capital of the Forum must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to a Committee member or any person belonging to a Member Group. This does not prevent the payment of:

- 5.1.1 reasonable and proper remuneration to any Committee member, employee, or person belonging to a Member Group in return for any services provided to the Forum;
- 5.1.2 expenses, in line with clause 5.1.1, to any Committee member, employee or person belonging to a Member Group;
- 5.1.3 premiums on the indemnity insurance referred to in clause 4.1.7;
- 5.1.4 donations in memoriam from Forum raised income, provided:
 - the person being remembered had been an active volunteer with a Member Group and made an exceptional contribution to the local community;
 - there is agreement with the individual's family and all Committee members.

6. WINDING UP / DISSOLUTION

- 6.1 If the members resolve to dissolve the Forum, the Committee members will remain in office and be responsible for winding up the affairs of the Forum in accordance with this clause.
- 6.2 In the event of a winding up or dissolution, the Committee will give notice of this fact in writing to all interested parties including the Council, any authorised parks management contractor and Member Groups.
- 6.3 If there are any assets of the Forum remaining after all its debts and liabilities have been paid or satisfied, they must not, under any circumstances, be paid to or distributed among any Committee member or any Member Group (unless that Member Group is a charity and meets the criteria set out in clause 6.6).
- 6.4 Any assets of the Forum remaining after all its debts and liabilities have been paid or satisfied shall be distributed in the following order:
- 6.4.1 the terms of any borrowing/grant funding agreements with any external bodies shall be met;
 - 6.4.2 any monies held by the Forum as budget funding from the Council and/or authorised parks management contractor shall be repayable to said party;
 - 6.4.3 any physical items purchased from monies funded by the Council and/or authorised parks management contractor shall be discussed in the first instance with said party and returned, as agreed;
 - 6.4.4 any assets (monetary or otherwise) remaining thereafter shall be paid or transferred to one or more bodies that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of surpluses that are as least as restrictive as those in this constitution.
- 6.5 The bodies selected to receive any items, as identified in clause 6.4.4, will be nominated by the Committee and approved by the Member Groups at or before the winding up or dissolution.
- 6.6 If the Committee are unable to identify any bodies, then they may pay or transfer the surplus to any charity or charities which exist for purposes similar to the Objects.

7. MEMBERSHIP

- 7.1 Membership of the Forum is open to all Friends Groups.
- 7.2 All Friends Groups must complete a registration form in the format set down by the Committee from time to time.
- 7.3 Upon confirmation of membership of the Forum, the Friends Group will become a Member Group and will be entitled to have one vote at all meetings of the Forum.
- 7.4 The Committee will maintain an up to date list of all Member Groups and relevant contact details.

8. TERMINATION OF MEMBERSHIP

8.1 A Member Group will cease to be a member if:

8.1.1 by a resolution of its governing body, it resigns by giving notice in writing to the Forum; or

8.1.2 the Member Group ceases to exist.

8.2 The Committee may, if there is good reason and having first discussed this with the Council, notify a Member Group that it proposes to terminate its membership. In this case, the Member Group shall be invited to a meeting with the Committee members and one or more representatives of the Council to attempt to resolve the issue. Following this meeting, if the Committee decides to terminate the membership of a Member Group, it shall confirm this in writing, giving reasons for its decision.

9. MEETINGS

9.1 The Forum will hold an Annual General Meeting (hereafter "AGM") and normally an Annual Conference each calendar year. The notice and invitation to attend each of these meetings will be sent to all Member Groups plus representatives of the Council and other interested parties as deemed appropriate by the Committee.

9.2 The interval between the date of one AGM and the date of the next should be no more than 12 months but, if the Committee so decides, may be up to 18 months. The Committee will choose the time and place of the AGM.

9.3 The Committee shall prepare an annual report and accounts which shall be circulated to Member Groups with the notice for the AGM.

9.4 The Forum will normally hold four Members' meetings in each calendar year. The notice and invitation to attend each of these meetings will be sent only to Member Groups, though at the discretion of the Committee guests may be invited to speak on a specific agenda item.

9.5 The Committee will call an Extraordinary General Meeting (hereafter "EGM") if requested to do so in writing by a Member Group. The request must state the nature of the business that is to be discussed and why an EGM to discuss the matter is warranted. The Committee shall convene such a meeting as soon as possible after the request has been received and the invitees and notice provisions of clauses 9.6 and 9.7 shall apply. The Committee reserves the right to decline a request that can be resolved by other means.

9.6 The Committee itself may call an EGM at any time. Such an EGM will be used to discuss specific and urgent items which have not previously been the subject of a Members' meeting. EGMs will have the same invitees as for AGMs.

9.7 The AGM and Annual Conference will be called on at least 21 days' notice. Members' meetings and an EGM may be called on shorter notice, of not less than seven days, at the discretion of the Committee, as dictated by the circumstances.

9.8 The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all resolutions to be proposed at the meeting must be set out in the notice.

9.9 Subject to space limitations, the Forum encourages as many members of Member Groups to attend meetings and everyone in attendance shall be entitled to speak.

- 9.10 If anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.
- 9.11 Notice of every meeting shall be given in writing, either personally, by post or by e-mail. This notice will be addressed to the contact person(s) for each Member Group using their recorded details as notified to the Forum.

10. PROCEEDINGS AT MEETINGS

- 10.1 A meeting is not valid unless a quorum is present throughout the meeting.
- 10.2 The quorum is six Member Groups or one tenth of the Member Groups, whichever is greater.
- 10.3 If a quorum is not present within 15 minutes after the time set for the meeting, the meeting shall be adjourned to such time and place as decided by the Committee provided that at least seven days' notice is given of the reconvened meeting.
- 10.4 The Chair of the meeting will be the Chair of the Committee or, in the event of the Chair's absence, such other person chosen by the Committee.
- 10.5 The Secretary of the Forum, or such person appointed to do so, shall take minutes of all proceedings of meetings. Minutes will be circulated to Member Groups as soon as possible and will be uploaded to the Forum website when formally accepted.

11. RESOLUTIONS

- 11.1 At any meeting, a resolution put to the vote of the meeting will be decided on a show of hands by those Member Groups present.
- 11.2 Resolutions to change clauses 1-6 of this constitution shall require the approval of not less than two thirds of the Member Groups present and voting at a meeting. All other changes to the constitution shall be passed by a simple majority of the Member Groups present and voting at a meeting.
- 11.3 All other resolutions shall be passed by a simple majority of the Member Groups present and voting at a meeting.
- 11.4 In the event of an inconclusive outcome the Chair will have a casting vote.

12. THE MAKE UP OF THE COMMITTEE

- 12.1 The Committee will consist of at least three but no more than eight individuals who have been elected at an AGM. As far as possible, the Committee will be made up of individuals representing a diverse range of Friends Groups.
- 12.2 There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer on the Committee and Committee members may hold more than one of these posts at any time.
- 12.3 The Committee can continue to act and function regardless of any vacancy among their number, subject to maintaining a quorum.
- 12.4 Every Committee member must be a member of a Member Group.
- 12.5 A Committee member shall not have a vote at a meeting (other than the Chair if using a casting vote).

13. APPOINTMENT AND REMOVAL OF THE COMMITTEE

- 13.1 Every Committee member will retire at each AGM but can stand for re-election if they wish.
- 13.2 Prior to retiring, the Committee shall discuss and endeavour to agree whether all or, if not, which of the Committee members shall offer themselves for re-election; having regard (without limitation) to any candidates offering themselves for election to the Committee and to the desirability of:
- a) maintaining a level of continuity within the Committee;
 - b) maintaining a broad range and experience within the Committee; and
 - c) achieving a measured and sustainable refreshment of the Committee.
- 13.3 All persons seeking election or re-election as a Committee member must give notice to Forum and her/his willingness to be appointed or re-appointed recorded by the current Committee prior to the AGM (or an EGM, as appropriate).
- 13.4 The notice of the AGM (or an EGM, as appropriate) of the Forum should include the names of all individuals standing for election or re-election at the meeting.
- 13.5 Following agreement to stand, appointment to the Committee will be confirmed by a majority vote of Members at the AGM (or an EGM, as appropriate).
- 13.6 A Committee member shall cease to be such:
- 13.6.1 if s/he ceases to be a member of a Member Group;
 - 13.6.2 if s/he resigns by giving notice to the Forum;
 - 13.6.3 if s/he is removed from office by notice signed by all the other Committee members provided that there is good reason for such removal and the outgoing Committee member is given written notice of such reason;
 - 13.6.4 if s/he becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs;
 - 13.6.5 if s/he is absent, without permission of the Committee members, from all of their meetings held within a period of six consecutive months and the Committee members resolve that s/he be removed;
 - 13.6.6 if s/he becomes bankrupt or is convicted of an indictable offence.

14. MEETINGS OF THE COMMITTEE

- 14.1 The Committee shall hold as many meetings each year as is necessary to deal with the business of the Forum but, at a minimum, there shall be at least four meetings each year.
- 14.2 Meetings may be called at any time by the Chair or by any two members of the Committee with notice of at least seven days (or less if all Committee members agree), including the matters to be discussed.
- 14.3 If the Chair is absent from any meeting and if the Vice-Chair is not available, another member of the Committee present can be nominated to act as Chair for that meeting.
- 14.4 A quorum will be at least two Committee members or else a third of the total number of members of the Committee, whichever is greater, present at a meeting. Every Committee member has one vote at a Committee meeting.
- 14.5 A majority of votes of the members of the Committee present will carry a decision. In the case of an equality of votes, the Chair of the meeting has a second or casting vote.

- 14.6 The Committee can appoint sub-committees to carry out delegated tasks provided that the appointment of any sub-committees shall be in accordance with any terms of reference set down by the Committee from time to time.
- 14.7 The Committee must keep minutes of the action points from each meeting of the Committee and they will be circulated to the Committee members as soon as possible after the meeting for agreement as to accuracy.
- 14.8 The Committee may, at its discretion, hold Open Committee Meetings and may invite representatives of Member Groups, the Council and other interested parties, as appropriate to the agenda, to attend. The Committee will ensure that at least seven days' notice of this type of meeting is given and endeavour to ensure that minutes are circulated to all attendees represented.
- 14.9 The Committee may act notwithstanding any vacancies in its number, but, if the number of committee members is less than the number fixed as the quorum, the continuing committee member(s) may act only for the purpose of filling vacancies or of calling a meeting to appoint further committee members.
- 14.10 A resolution in writing, signed by all the Committee members, entitled to receive notice of a meeting of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee. Such a resolution may consist of several documents in the same form, each signed by one or more of the Committee members.
- 14.11 The Committee may agree to co-opt individuals to the Committee if it is felt appropriate and those appointments shall only be valid until the next AGM.