

## LANCASTER GREEN SPACES CONSTITUTION

### 1. Name

The name of the organisation shall be Lancaster Green Spaces referred to as LGS throughout this constitution.

### 2. Objectives

The objectives of LGS are:

The preservation, enhancement and maintenance of public areas and amenities in the City of Lancaster for the benefit of the public.

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Management 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 to do all such other lawful things as are necessary for the achievement of the objects.

### 3. Membership

Membership shall be open to all who accept the constitution and are in broad agreement with the aims of LGS. A member of LGS is a person who has paid the annual subscription (to be determined by the membership at the Annual General Meeting) and who has given their name and address to the membership secretary.

### 4. Refusal of Membership

The Management Committee (see point 8) shall have the power to refuse an application for membership or expel a member. Any refusal or expulsion shall be in writing. Any person whose application is refused or who is expelled from LGS shall have the right to appeal in person or in writing, or both, to the next Annual General Meeting which shall be obliged to consider the matter fully.

### 5. Subscriptions

All people purchasing green bonds by 26th May 1995 shall be entitled to join LGS. From June 1996 subscriptions are payable annually from the 1st June. Any new member joining from 1st January shall be entitled to free membership until the 1st June following. The membership of the organisation shall fix the scale of subscriptions by simple majority vote at the Annual General Meeting, but must have regard for any recommendations put forward by the Management Committee.

### 6. Finance

(a) The Treasurer shall collect or arrange the collection of all money due to LGS and shall be the custodian thereof. All monies drawn from LGS's savings account shall be signed by two authorised persons to be agreed at the Annual General Meeting.

(b) Wherever possible, funds will be held by a banking organisation with a policy of ethical investment acceptable to the membership.

(c) Members and working groups may incur reasonable and proper out of pocket expenses on behalf of LGS provided prior approval is obtained from members attending a monthly business meeting. These out of pocket expenses may be subject to certification by the treasurer that there are sufficient funds to cover it.

(d) Any affiliation or donation to another group or organisation must have the approval of a monthly meeting.

#### 7. Management

The day to day business and administration of LGS will be carried out by the Management Committee of LGS. The Committee will comprise those nominated officers duly elected by the membership at the Annual General Meeting, together with not less than 0 and not more than 5 members who shall hold office from the conclusion of the meeting.

The Management Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause 10 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.

All the members of the Management 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 they may be re-elected or re-appointed.

The proceedings of the Management 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.

Nobody shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

#### 8. Annual General Meeting

(a) The Annual General Meeting shall normally take place during February or March of each year.

(b) Notice of the AGM together with a request for resolutions and nominations for the Management Committee shall be circulated to every member no less than 30 days in advance of the meeting. A preliminary agenda, and where possible an annual report of activities of LGS shall be sent to each member no less than 14 days before the AGM.

(c) An AGM will be considered quorate if 5 or 25% of members, whichever is the smaller, are present.

(d) The AGM will be responsible for electing the following nominated officers:

Chair

Secretary

Site Manager

Fundraiser

Press Officer

Member without portfolio

and up to 5 ordinary members.

#### 9. Investments of LGS

Subject to the provisions of sub-clause (2) of this clause, the Management 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 Management 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.

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.

#### 10. Extra ordinary General Meeting (EGM)

(a) An EGM may be called for the purpose of considering a specific resolution by request of the Management Committee. At least 14 days notice of the meeting must be given in writing to all members.

(b) An EGM will be considered quorate if 5 or 25%, whichever is the smaller, of the paid up members are present.

#### 11. Procedure at AGM's and EGM's

(a) All paid-up members who are present have one vote each.

(b) Resolutions will be agreed by a simple majority vote.

#### 12. Winding up

If the Management 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 to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Management 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 object 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 Commissioners.

### 13. Agreeing and Amending the Constitution

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.

No amendment may be made to clause 1, clause 2, clause 12 or this clause without the prior consent in writing of the Commissioners.

No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Management Committee should promptly send to the Commissioners a copy of any amendment under this clause.