

Friends of Turnham Green

Constitution

Definitions

“AGM”	Annual General Meeting
“Chair”	The person elected to preside over meetings of FoTG and the Committee and to act as the public face of FoTG
“Code of Conduct”	The Members Code of Conduct set out in paragraph 20
“Committee”	The duly elected and constituted committee set up to conduct the business of FoTG
“Committee Members”	Those Members of FoTG who have been elected to serve on the Committee
“Council”	The Council of the London Borough of Hounslow or its appointed agents who manage Turnham Green
“Days”	Include Saturdays and Sundays
“Deputy Chair”	The person elected to assist the Chair and if necessary deputise for the Chair
“EGM”	Extraordinary General Meeting
“FoTG”	Friends of Turnham Green
“General Meeting”	A meeting of Members being either an AGM or EGM
“Management Plan”	The Green Flag Management Plan 2020-25 produced by the Council (as annually updated) or any subsequent or successor Council-sponsored management plan in relation to Turnham Green.
“Member”	A person who has been accepted as a member of FoTG in accordance with paragraphs 13 and 15
“Officers”	The Chair, Deputy Chair, Secretary and Treasurer.
“Secretary”	The person elected to the Committee whose primary tasks are to ensure that the rules of FoTG are followed and to take minutes of all meetings and carry out other administrative functions on behalf of the Committee and FoTG.
“Special Resolution”	A resolution passed by seventy-five per cent of Members present and voting at a duly constituted General Meeting with no proxies.
“Treasurer”	The person elected to the Committee whose primary task is to manage and oversee FoTG’s finances
“Turnham Green”	The area designated as Turnham Green in the London Borough of Hounslow being the 2.8ha roughly triangular open space surrounding Christ Church Turnham Green and framed by Chiswick High Road, Heathfield Terrace and Sutton Lane North.
“Website”	www.friendsofturnhamgreen.org.uk

Formal

1. FoTG is a non-trading non-profit making unincorporated association formed of individual Members and has no separate legal personality or legal rights or obligations distinct from those of its Members.
2. As it has no separate legal personality, FoTG has no formal capacity to enter into a contract, commence/participate in a legal action or hold assets or property except through and in the name of one or more of its officers acting in a personal capacity.
3. FoTG is non-political and non-sectarian and has no allegiance to any political party, faith or lobby or special interest group.
4. The purpose of this Constitution is to set out FoTG's purpose, how its membership is determined, how its decisions are arrived at and who is authorised to put those decisions into effect.
5. The terms of this Constitution are mutually binding as between Members, but they are the private concern of Members only and confer no rights or obligations upon or against any third party.
6. This Constitution is adopted by Special Resolution and supersedes the original Constitution formally adopted on 10 July 2007.

Preamble

7. The Council is responsible for the day to day management and upkeep of Turnham Green.
8. The Council facilitated the setting up of FoTG as a group of local people with a vested interest in Turnham Green with the intention that they work in partnership with the Council to improve Turnham Green.
9. The Council's stated vision for Turnham Green in the Management Plan is;
"The Friends of Turnham Green, the London Borough of Hounslow and Greenspace 360 will work together to create and maintain an exemplary centre for community involvement and enjoyment which is beautiful, wildlife friendly, sustainable, safe and accessible to all".

FoTG's Purpose and Aims

10. FoTG's core purpose is to work in partnership with the Council in helping achieve this vision and to provide the Council with a forum for local consultation on key issues regarding Turnham Green.
11. In pursuance of this purpose, FoTG is tasked with:
 - (a) Encouraging the local community to take an interest in Turnham Green and become involved in practical projects to support its upkeep, management and protection;
 - (b) Developing and proposing ideas and suggestions to the Council and, where appropriate, requesting action or authorisation by the Council or any other relevant organisation to implement same;
 - (c) Protecting Turnham Green as an open space, encouraging access to it and helping to make sure Turnham Green remains an attractive open space accessible to all;
 - (d) Protecting, conserving and enhancing the ecological value of the flora and fauna of Turnham Green;
 - (e) Recognising and promoting the historic significance of Turnham Green in the local area;

- (f) Working with the Council to ensure that services provided are of maximum benefit to users and to the local community.
12. FoTG may carry out any activity which it reasonably considers will promote its purpose and aims, including but not restricted to the following:
- (a) Practical conservation, upkeep and planting works either by its own volunteers or in partnership with other organisations or groups of individuals;
 - (b) The organisation of events and activities which the FoTG may consider to be for the benefit of FoTG or other users of Turnham Green;
 - (c) The raising of money to pursue its purpose and aims primarily but not exclusively by the seeking of grants and private donations;
 - (d) Discussing, engaging and exchanging information and ideas with:
 - The Council and its designated contractors
 - Other local stakeholders in Turnham Green including Christ Church
 - Other Friends Groups, charities and volunteer groups
 - Police, crime prevention and response officers
 - Local/National grant giving organisations.

Membership

13. Membership is open to anyone with a vested interest in the conservation, protection and maintenance of Turnham Green and who is willing to abide by this Constitution on payment of an annual subscription of £10. The purpose of the annual subscription is to meet FoTG's administrative costs and the costs incurred in pursuance of its purpose and aims as set out above.
14. FoTG will promote its membership opportunities openly.
15. Anyone wishing to join shall complete an application in a form prescribed by the Committee and pay the annual subscription. Once the application is accepted by the Secretary the applicant shall be a Member and be deemed bound by this Constitution. The Secretary shall maintain a list of Members.
16. The Committee may at its absolute discretion refuse membership to individuals who it reasonably believes have no demonstrable vested interest in Turnham Green, are unlikely to behave in accordance with the Code of Conduct or who have applied to join with the sole purpose of advancing or opposing one single issue.
17. The Committee has discretion to increase, decrease or waive all or any annual subscriptions from time to time where this would be appropriate to ensure equality of opportunity in becoming or remaining a Member.
18. The membership year shall run from 1st January in one year to 31 December. There will be no reduction in the subscription for part year membership.
19. A member may resign at any time by written notice to the Committee or by replying **UNSUBSCRIBE** to any group email sent by the Committee.

Code of Conduct

20. Members shall at all times in relation to FoTG, its activities and affairs, whether at

meetings or in any form of communication, including social media:

- (a) behave at all times with courtesy and respect towards the Committee and other Members;
- (b) respect decisions of the majority which have been reached at General Meetings or elections and not seek to undermine them or have them overruled or their implementation prevented or postponed by the Council or other administrative body;
- (c) respect decisions made by the Committee and if they have any complaints about the Committee's conduct or decisions, address these according to the process set out in paragraph 63;
- (d) not seek to use their membership for political or sectarian purposes or to promote the aims of a particular lobby group;
- (e) not claim to represent the views of FoTG, or communicate with official bodies or the media on behalf of FoTG without the prior agreement of the Officers.

Suspension or Termination of membership

- 21. The Committee may exercise its discretion to suspend or terminate membership if, in its opinion, there is good and evidenced reason to consider that a Member has acted in contravention of the Code of Conduct.
- 22. Should any Member believe that they are or have been the object or victim whether directly or indirectly of another Member's lack of courtesy or respect, he/she may make a written complaint to the Committee who shall investigate and have the right to contact the Member(s) against whom the allegations have been made. That member is entitled to be provided with a copy of the complaint and to respond to it within a reasonable time.
- 23. The Committee may then set such procedures as it reasonably sees fit to determine whether the allegations against the member are proved on the balance of probabilities. If the Committee so finds, it may suspend or terminate that Member's membership. The Member concerned will be notified in writing within 7 days of the Committee's decision. The decision of the Committee shall be final.

Decision Making

- 24. All decisions by FoTG will be made by Members in accordance with the procedures and/or delegated powers set out below.

General Meetings

- 25. The purpose of General Meetings is to determine the democratic will of Members on matters concerning Turnham Green.
- 26. Every Member shall be entitled to attend and vote at General Meetings and is entitled to cast one vote on any resolution upon which a vote is taken.
- 27. Notice of all General Meetings will be given to Members by email at the email addresses provided by them and on the website. Failure to notify individual Members will not invalidate the Meeting or any resolution passed if (a) the failure to notify was beyond the control of the Committee and/or (b) the attendance of the individual Members in question would not have made any difference to the vote.
- 28. General Meetings are usually held in person but may be held remotely or by other electronic means should the Committee at its discretion so determine.
- 29. Members unable to attend the meeting may offer apologies and nominate another

Member as proxy on their behalf provided that they so advise the Secretary in writing not less than 24 hours before the scheduled commencement time of the General Meeting.

30. No Member may hold more than 2 proxies.
31. General Meetings will be open to the public to attend but the Committee has the discretion to exclude individuals as it sees fit. Non-members may be allowed to speak at the discretion of the Chair but have no right to vote.
32. Resolutions put to the vote at any General Meeting shall be decided on a show of hands. Resolutions will be passed by simple majority unless they are Special Resolutions. If the votes cast are equal, the Chair has a second or casting vote.
33. Motions to amend the Constitution, remove Committee Members and dissolve FoTG may only be passed by Special Resolution. Ordinarily, Special Resolutions are held at an EGM convened specifically for that purpose.
34. A secret poll on any resolution may be held at the discretion of the Committee or held at the request of at least 6 Members provided that they advise the Secretary in writing not less than 24 hours before the commencement of the meeting and they are all present at the meeting. The format and procedure of the secret poll will be as stipulated by the Secretary.
35. The proposer of any Resolution and any Committee Member who has any conflict of interest must declare these to the Meeting and may not vote on the matter. At the Committee's discretion, that Member may be required to absent themselves from that part of the meeting.
36. Copies of the minutes of all General Meetings will be posted on the website.

AGMs

37. The purpose of an AGM is to advise Members annually on routine business. The business of the AGM shall ordinarily include (but not be limited to):
 - a. Receipt of a written report from the Chair on FoTG's activities over the previous 12 months;
 - b. Receipt of reports from any officers or subgroups;
 - c. Receipt of a written report from the Treasurer, including an income and expenditure account for the last financial year and a balance sheet as at the last date of that period;
 - d. Election of Committee Members; and
 - e. Consideration of any other matters as the Chair may consider appropriate for discussion at the meeting.
38. FoTG shall hold an AGM every year and not more than fifteen months shall elapse between the date of one AGM and the date of the next.
39. At least 28 days' notice of every AGM shall be given to all Members.
40. Not later than 7 days before the date of the AGM, the Secretary shall circulate to Members the agenda, together with ballot papers should there be an election of Committee Members.
41. The quorum for an AGM shall be 20% of Members present in person at the commencement of the meeting.

EGMs

42. The purpose of an EGM is to consult Members on non-routine matters that require their attention. At least 7 days' notice shall be given to all Members. In the event that the matter requires to be passed by Special Resolution, the consultation process set out in paragraph 46 shall apply.
43. The conduct, management and decision-making capacity of an EGM shall be the same as for an AGM.
44. An EGM may be called at the discretion of the Committee or on the written request of not less than 6 Members. The request must identify the Members concerned, the reasons for seeking the EGM and the text of any Resolution proposed.
45. The quorum for an EGM shall be 30% of Members present in person at the commencement of the meeting.

Consultations in advance of General Meetings

46. When any matter is proposed which requires the passing of a Special Resolution or which concerns the substantial outward appearance of Turnham Green or FoTG's relationship with the Council or other administrative body, Members shall be given the opportunity to review the proposal(s) in outline on the website and send comments to the Committee. The consultation period may be set by the Committee but should not ordinarily be for less than 28 days unless the matter in question is time-sensitive and/or needs urgent consideration. The Committee will report on the outcome of the consultation at the General Meeting in question.

The Committee

47. The purpose of the Committee is to conduct and control the day to day business of FoTG on behalf of Members with Members' authority.
48. All communications with the Committee may be made by email to the following email address; fotgreen@outlook.com.
49. The Committee shall consist of up to 7 elected members which shall ordinarily comprise the Chair, Deputy Chair, Secretary and Treasurer and up to three further members.
50. The Committee may allocate tasks and responsibilities amongst Committee Members as it sees fit.
51. Committee Members will normally be elected at an AGM but may at the discretion of the Committee be elected by online election. At least 28 days' notice of an online election shall be given to Members together with the Election Procedure, which the Committee may set at its discretion.
52. The Committee has power to co-opt up to two additional Members onto the Committee for the purpose of providing technical expertise or know-how. Members so co-opted shall hold office until the next AGM but will not be entitled to vote at Committee meetings.
53. Elected Committee Members should serve a 3 year term and may seek re-election for a further 3 year term. To help give effect to this, at each AGM, one third (or the fraction nearest thereto) of the Committee should retire and if they so wish, seek re-election. Committee Members may not seek re-election for a third or further term unless no-one has put themselves forward to replace them. Committee Members may in any event stand for further re-election after a lapse of 12 months.

54. Any member wishing to stand for election or re-election must submit within 14 days of the election a written notice of candidature in prescribed form signed by them and by at least three supporters who must be present Members together with a Candidate Statement which will be posted on the website. Failure to comply with this requirement will invalidate the candidacy in question.
55. Should the vote for Committee Members take place at an AGM, voting will be by presentation of completed ballot papers unless the Candidate(s) consent to a vote by show of hands. Ballot papers completed by Members who are unable to attend may be counted as long as these are signed by the member and physically provided to the Secretary in advance of the commencement of the meeting.
56. Members may remove any Committee Member from office and/or appoint another in their place by Special Resolution at a General Meeting should there be good reason.

Conduct of the Committee

57. The Committee shall hold at least 2 meetings per year and may regulate the format of its meetings as it considers fit. Meetings may be held in person or by such electronic means as the Committee may determine at its discretion.
58. The quorum for the Committee will be 3, one of whom must be an Officer. In the event that the number of Committee Members falls below 3, the remaining Committee member(s) retain the residual power to call and hold an election or convene a General Meeting at which new Committee Members may be elected, or take the appropriate steps to dissolve FoTG as may be appropriate.
59. When a vote is called for, Committee Members may vote by a simple majority vote. If the votes are equally cast, the Chair shall have a casting vote. A resolution in writing signed by all the Committee Members for the time being shall be treated as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
60. The Chair may and the Secretary, at the direction of the Chair, shall, at any time call an emergency meeting upon giving 24 hours prior notice to the other Committee Members and receiving their approval to convene the emergency meeting at short notice.
61. Except for emergency meetings the notice period for Committee meetings shall be at least 7 days. The agenda for each Committee meeting shall be circulated to Committee Members at least 7 days before the agreed meeting date. The meeting should cover; any changes to the declarations of interest: minutes of the last meeting: an update/report from the chair: finances, membership and reports from the chair of any subgroups.
62. Copies of the minutes of Committee meetings and decisions will be posted on the website.
63. Should any Member have any complaint about the work or conduct of the Committee, the complaint must first be made in writing and addressed to the Chair or Secretary of the Committee. The Committee will consider the complaint within a reasonable time and use reasonable endeavours to address the points raised and to correct any problems highlighted. It will inform the complainant in writing of its decision and any action taken. Should the complainant remain unsatisfied, they may then avail themselves of the process set out in paragraph 44 to call for an EGM.
64. Members of the Committee who have any conflicts of interest must declare these to the Committee and may not vote on the matter. They be asked by the remaining members to absent themselves from that part of the meeting.

Sub-Groups and Sub-Committees

65. The Committee may, as and when it considers appropriate, set up sub-groups and/or working parties, to operate on such terms as the Committee shall determine and these will always be accountable to the Committee and shall have no right of veto over decisions made by the Committee or at General Meetings. They must include at least one Committee member.

Officers - Powers and Limits on Authority

66. The Officers alone are authorised to speak publicly on behalf of FoTG. No Member may claim to represent the views of FoTG, or communicate with official bodies or the media on behalf of FoTG without the prior agreement of the Officers.

67. The Officers alone are authorised to enter into contracts, commence or participate in legal proceedings or hold assets on behalf of FoTG on the basis that FoTG has no separate legal personality. The Officers do so as agents of Members, hold any assets or property on trust for Members and are entitled to an indemnity from Members in respect of any personal liability incurred subject to the operation of Paragraph 68 below.

68. The Officers must first advise Members of any intention on their part on behalf of FoTG to commence or participate in legal proceedings or to enter into any contract with a consideration or potential liability of in excess of £500. It is open to members to call for an EGM under the process set out at Paragraph 44 above at which Members may decide by way of Ordinary Resolution. .

Finance

69. The Committee presently operates one bank account for and in the name of FoTG and may open and operate further accounts as it sees fit.

70. The Officers shall be the authorised signatories to the bank account(s). Any two of these signatories shall be required to authorise each withdrawal from FoTG's bank account(s).

71. Expenditure may only be incurred in furtherance of FoTG's purposes and aims.

72. Only Officers may enter into financial commitments on behalf of FoTG save to the extent that this may be impractical where the purchase of routine horticultural items is concerned. Any commitment to incur expenditure exceeding £100 shall require the prior written consent of any two of the Officers.

73. The Treasurer may set a budget for particular activities at the start of the financial year, to enable the purchase of materials needed at short notice. A record of such written approvals shall be maintained by the Treasurer.

74. All expenditure must be supported with valid and original contracts, invoices or receipts and be initialled by the authorising Committee Members.

75. Income and expenditure accounts shall be maintained by the Treasurer and, together with a balance sheet for each year, shall be presented to the AGM for that year. Copies will be placed on the website.

Alteration of the Constitution

76. This Constitution may only be altered by a Special Resolution.

Dissolution

77. FoTG may be wound up and dissolved at any time by a Special Resolution.
78. FoTG is automatically dissolved in the event that no Committee Members remain in office.
79. Upon dissolution, any assets remaining shall be devoted solely to an activity or a purchase for the benefit of Turnham Green.
80. Where appropriate, the Officers in place at the time of the dissolution shall facilitate the dissolution and liaise with the Council to ensure that any remaining assets are used in accordance with paragraph 79.