

REGULATIONS of Friends of Brook Green

Company number: 7189080

Charity number: 1135762

These are the regulations of the company limited by guarantee Friends of Brook Green (the "Charity"), referred to in the Charity's Articles of Association and as approved by the Directors/Trustees of the Charity on 30 March 2010

2. OBJECTS OF THE FRIENDS GROUP

The objects of the Charity are for the public benefit:-

- 2.1 to protect and enhance the character, maintenance, safety, amenities and accessibility of Brook Green as an amenity;
- 2.2 to benefit the residents of the London Borough of Hammersmith and Fulham, particularly those living in the area surrounding Brook Green, by associating together said residents in a common effort to provide facilities in the interests of social welfare for recreation leisure time occupation, with the objective of improving conditions of life for the residents; and
- 2.3 to carry out such other charitable activities as the Directors/Trustees in their absolute discretion see fit.

3. MANNER OF ACHIEVING THE OBJECTS

The Charity will, in striving to achieve its objects:-

- 3.1 Foster the sense of community among residents of the Brook Green area and all users of Brook Green;
- 3.2 Fund and otherwise support activities and events on Brook Green including sports coaching and social events;
- 3.3 Represent the interests of all residents of the Brook Green area and users of Brook Green in discussions with both the London Borough of Hammersmith and Fulham (hereafter called "The Borough Council") and other bodies, as appropriate;
- 3.4 Be a point of contact between The Borough Council and residents of the Brook Green area and users of Brook Green;
- 3.5 Lobby the Borough Council to ensure that satisfactory funding arrangements are in place to fulfil the Park Management plan. Further to identify resources to support the conservation, improvement and use of the Green in fulfilment of the Park plan and the Charity's broader programme;
- 3.6 Seek donations to support the conservation, improvement and use of the Green and lobby The Borough Council to help to ensure that satisfactory funding arrangements are in place to fulfil the Park Management plan;
- 3.7 Promote Equal Opportunities for all sections of users of Brook Green and oppose all forms of discrimination;
- 3.8 Collaborate with any other body whose objects are consistent with the objects of the Charity.

4. FRIENDS

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- 4.1 Admission as a Friend of the charity shall be open to all members of the community who use the Green and /or whose lives are affected by the use and development of the Green and the surrounding area. All Friends shall pay an annual subscription in such amount as the Directors/Trustees of the Charity (hereafter called "the Directors" or the "Board") may determine. An up to date list of Friends and their addresses shall be maintained by the Directors.
- 4.2 All Friends must behave in an appropriate manner at meetings of the Friends and in premises used by the Charity. The discretion of the Chairman of the meeting shall be final in this matter.
- 4.3 A person shall cease to be a Friend in the following circumstances:
 - 4.3.1. By resignation
 - 4.3.2. If a Friend has failed to pay the Friends fee three months after it is due.
 - 4.3.3. If the Directors consider a Friend is in breach of 4.2 above.

5. BOARD OF DIRECTORS

- 5.1 The Friends shall elect at an Annual Meeting of the Friends (hereafter called "AMF") a Board of Directors to run the business of the Friends. The Board of Directors shall consist of: a Chair or Joint Chairs, Vice Chair, Treasurer and, where the Board deem it necessary, a Secretary (the "Officers"), and any number of additional Directors, subject to a maximum of twelve Directors (including the Officers). The Directors shall be registered directors of the Charity and charity trustees. No two or more persons may be on the Board at the same time who live in the same household.
- 5.2 No elected councillors of The Borough Council or anyone having held such position within the last four years shall be eligible for election to the Board of Directors although they may be a Friend of the Charity.
- 5.3 The election of Directors may only be carried out by an AMF. One third of the elected members of the Board shall retire by rotation at each AMF but shall be eligible for re-election. At the ninth Annual Meeting of the Friends following his initial election by the Friends, and at every Annual Meeting of the Friends thereafter, a Director shall retire and shall not be eligible for re-election unless his standing for re-election has been approved by a resolution passed by a majority of 75 per cent. of all of the other Board members. Other than candidates to be considered at the Friends' inaugural AMF, for which such requirement is waived, any member of the Friends who has been proposed and seconded by two other members of the Friends may stand for election to the Board of Directors. Any candidate for election to the Board must deliver notice of his/her intention to do so at least 28 days prior to the AMF and have given written confirmation that he/she is willing to be a member of the Board of Directors for at least three years, except in relation to the inaugural AMF for which such notice must be provided at least 7 days prior to the AFM. In the event that that there are more candidates for election

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than there are free spaces on the Board, a show of hands of those present at the AMF shall be taken.

- 5.4 The Board shall meet as necessary, but not less than four times in each year, in addition to the AMF. Provided that he/she gives at least 14 days' notice in advance of a Board meeting, any member of the Friends may approach the Chairman, Vice Chairman, Treasurer or Secretary to request that he/she should be able to attend a Board meeting in respect of a particular matter. Such request will not be unreasonably declined and if invited such member of the Friends may speak but not vote at the meeting.
- 5.5 The quorum for Board meetings shall be one-third of its elected membership subject to a minimum of three. A Director who is absent for three successive Board meetings without giving previous notice to the Board may be removed from the Board by a resolution of the Directors.
- 5.6 All strategic matters affecting the Friends shall be decided or ratified by the Board at its meetings for which seven days' notice must be given to each Director. The Directors may hold a Board meeting on shorter notice if 75% of the Directors agree. Any Director may request that a decision of the Board should be taken by vote of those attending and in the event of a tied vote the Chair shall have the casting vote (unless there are joint Chairs in which case there shall be no casting vote).

6. COMMITTEES

- 6.1 The Board may appoint such committees as may be required to carry out the activities of the Charity. The Board shall set the terms of reference of any committee, which may then act and apply any finance raised by itself or on its behalf only within those terms. The Chair (or Chairs if there are joint chairs) and Treasurer shall be ex-officio members of any committee.
- 6.2 All committees shall keep proper accounts of income and expenditure, and a proper record of all meetings, and shall report on them or deliver them up as required by the Board.
- 6.3 The Board may dissolve any committee whereupon the accounts, records and assets, financial and otherwise of the committee shall pass to the Board.

7. ANNUAL MEETINGS OF THE FRIENDS

The Board shall call an AMF each year upon not less than 21 days notice to all Friends (save that this requirement for notice shall not apply to the first AMF).

- 7.1 At this meeting (save for the first AMF):

7.1.1 The Board shall present an annual report of the Friends;

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- 7.1.2 Committees of the Board shall present an annual report and accounts of their activities;
 - 7.1.3 The Board shall present the accounts of the Friends for the previous year (audited if appropriate);
 - 7.1.4 The Board for the next year shall be elected; and
 - 7.1.5 Any proposals submitted to the Board in writing not less than seven days in advance of the meeting shall be discussed.
- 7.2 As part of its Annual report, the Charity will provide evidence of how inclusive, participatory and representative their activities are of Brook Green users and residents.

8. SPECIAL MEETING OF THE FRIENDS

The Board shall call a Special Meeting of the Friends at the request of a majority of the Board, or on receipt of a written petition by not less than twenty Friends giving reasons for their request. The Board shall give not less than 14 days' notice of the holding of a Special Meeting of the Friends, which shall take place within 28 days of the receipt of the request or petition.

9. GENERAL MEETING

All decision taken at an AMF or a Special Meeting of the Friends shall be by simple majority of Friends present who vote.

10. DUTIES OF DIRECTORS

- 10.1 The Chair, or where there are Joint Chairs one of the Chairs, (or in their absence the Vice-Chair or other Director) shall conduct the meetings of the Friends.
- 10.2 The Treasurer shall open and maintain a banking account in the name of the Charity. All cheques shall be signed by the Treasurer and one of two other Directors nominated by the Board as signatories. The Treasurer shall keep proper accounts and income and expenditure and report on them or deliver them up as required by the Board or by a Meeting of the Friends. Save where the accounts are audited, such accounts shall be certified by someone who is not a Friend or a Director and who has been appointed by the Friends at the AMF.
- 10.3 The Secretary shall be responsible for the convening of the AMF and all Special Meetings of the Friends and the giving of the prescribed notice to Friends. She/He shall convene meetings of the Board by giving notice of such meetings to the Directors. She/He shall ensure that a proper record is kept of all meetings of the Friends, the Board and any committees in the form of minutes; and shall deliver up such records as required by the Board or General Meeting. The Secretary (or Director) shall permit the minutes to be examined on receipt of not less than 7 days notice by any 6 Friends. If

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no secretary has been appointed, the Board shall ask one or more of their number to take the steps set out in this regulation 10.3.

- 10.4 Any person or Director delegated by the Board to represent the Friends in consultation with any other body shall act on the instructions of the Friends and shall report back to the following Board or Friends' meeting, whichever is the sooner. Only Directors shall be delegated to consult with the local authority on matters of green space management.

11. ALTERATIONS TO THE CONSTITUTION

- 11.1 Any proposal to alter these regulations must be submitted to the Board not less than 28 days before the meeting at which it is to be discussed. Not less than 14 days' notice shall be given of such a meeting, together with the wording of the proposed alteration(s). Any alteration shall require the approval of two-thirds of those present and voting at the meeting.
- 11.2 If the Board shall decide that the Friends should be dissolved, they shall give at least 14 days' notice to all Friends of a meeting at which the matter shall be discussed. For the sole purpose of discussing dissolution a quorum need not apply. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

12. MATTERS NOT PROVIDED

Any matter not provided for in these rules or the Articles shall be dealt with by the Board at its discretion and in accordance with company law and charity law.