

The Friends of Mycenae Gardens

Constitution (as amended 18 October 2022)

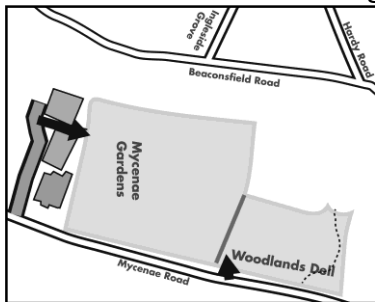
1. Name

The name of the group shall be “the Friends of Mycenae Gardens” (hereinafter “the Group”)

2. Aims and powers

The Group shall be a ‘not for profit’ association’, whose aims shall be:

- to protect and promote Mycenae Gardens, (“the Gardens”, being the area primarily bounded by the heavy line on the attached map) as a Site of Nature Conservation Importance and a Community Open Space and as a park that fosters the natural environment, wildlife, woodland and open space for the benefit, health and well-being of the whole community;
- to support the use of the Gardens for recreation and learning, as a place for quiet enjoyment and study, and as an amenity for the local people;
- to help to balance the various uses and interests, so as to improve and sustain the Gardens and to encourage a sense of community around the area of the Gardens;
- to promote the interests of the users of the Gardens in consultation with the local authority and other bodies; to that end, to keep members of the Group informed on matters affecting the Gardens and to encourage all users of the Gardens to join the Group.



The Group shall have the power:

- to affiliate to any body whose objects may benefit or support the Group in the pursuit of the aims above;
- to raise funds via membership fees, donation, grants and fundraising activities to support the protection, running and use of the Gardens;
- to help with practical conservation work through voluntary action for the benefit of the Gardens, its wildlife and the community in partnership with the London Borough of Greenwich;
- to do all things incidental or conducive to the aims above.

3. Membership

- Membership shall be open to any individual or organisation interested in supporting the group’s work. Those who apply to join shall become members upon their names being registered in the records kept for that purpose by the Secretary (or by the Membership Secretary, if any).
- Members may resign at any time by giving notice to the Secretary.
- Membership fees (if any), structure and payment arrangements shall be proposed by the Committee and determined at each AGM for the period until and including the next AGM.
- Where such fees have been so determined, then only members who have paid such fees as are applicable to them more than one month previously shall be entitled to vote at any General Meeting of the Group. Subject to that:
 - each individual member shall have one vote;

- each member organisation shall be entitled to nominate one voting member for each meeting.
- Votes may only be cast by those attending such meetings in person, or attending by proxy in such cases and under such arrangements as may be decided from time to time by the Committee. Where reference is made below to members attending a meeting by proxy, it shall apply only in such cases and subject to such arrangements.
- Members of the Group are referred to below as 'General Members'.

4. Management

- The business of the Group shall be managed by the Committee, made up of not less than 6 nor more than 9 Committee Members. The managements for the time being of the Woodlands and Mycenae House shall each have the right to nominate one such Committee Member for any meeting of the Committee. The remaining Committee Members shall be elected at a General Meeting from among General Members. (Until the first Annual General Meeting takes place this constitution shall take effect as if the persons whose signatures appear at the bottom of this document had been duly elected to the Committee).
- One third of the elected members of the Committee (rounded up if necessary) shall retire each year (at the Annual General Meeting) but may stand for re- election. Those retiring shall be those with the longest service since their most recent election. If a choice falls to be made between members with equal length of service, that choice shall be made by lot from among such members
- Decisions shall be taken by majority vote of those present in person.
- The Committee shall have the authority to co-opt any General Member to fill any vacancy occurring in their number. Co-opted members shall have no vote on the Committee.
- The Committee shall meet not less than four times a year.
- The quorum for meetings of the Committee shall be one half of the voting members of the Committee.
- Members of the Committee may resign at any time by giving notice in writing to the Secretary.
- Members will automatically be taken off the Committee if they miss three consecutive meetings. This may be waived at the discretion of the Chair.
- The election or removal members of the Committee may otherwise only be carried out at and by a General Meeting of the Members of the Group.

5. Officers

- The Chair, Secretary, Treasurer and Liaison Officer and such other officers as the Committee shall decide shall be elected at the first meeting of the Committee following each Annual General Meeting and shall hold office until the completion of the first meeting of the Committee after the next Annual General Meeting unless a clear majority of the Committee decides otherwise. The Chair must be elected from among the members of the Committee. The other officers may be elected from among the members of the Committee or the General Members, and in the latter case shall be entitled to attend meetings of the Committee but not to vote at such meetings.
- If any vacancy arises among these officers during the year the Committee shall appoint such other member of the Committee or (except in the case of the Chair) such General Member as it may think fit to serve for the remainder of the year.
- THE CHAIR (or a deputy nominated by the Chair for any particular meeting from among the Committee) shall conduct the meetings of the Committee and the Group, and shall have a casting vote, if necessary.
- THE TREASURER shall open and maintain a banking account in the name of the Group, keep proper accounts of income and expenditure and report on them as required by the Committee

or General Meeting.

- THE SECRETARY shall be responsible for the convening of all meetings and the proper giving of notice to all Members of the Group and/or Committee. S/he shall ensure that a proper record is kept of all meetings of the group, its Committee and any sub-committees, in the form of Minutes and shall make these available as required by the Committee or General meeting.
- The SECRETARY (or, if the Committee so decide, a Membership Secretary) shall keep a register of the members of the Group.
- The LIAISON OFFICER shall be responsible for keeping residents of streets in the vicinity of the Gardens informed of the activities of the Group and other matters relevant to the Gardens, so far as they might materially affect such residents, and shall provide a channel of communication for such residents to the Group and the Committee.

6. FINANCE

- All monies raised by and on behalf of the Group shall be applied to further the aims of the Group and for no other purpose.
- The Treasurer shall open and maintain an account in the name of the Group. For this purpose, it shall be sufficient to deposit money of the Group on account with the Vanbrugh Community Association limited (Mycenae House).
- All payments shall be authorised by two of three signatories nominated by the Committee. One of these should be the Treasurer. No two members of the same household may be signatories.
- The nominated signatories shall have authority to draw on funds in the account, but not to overdraw on such account or otherwise to borrow in the name of the Group. No Member of the Committee (whether a nominated signatory or not) nor any General Member shall, as a result of such membership or as a result of anything done hereunder, have the authority to pledge the credit of other Members of the Committee or General Members.
- Members of the Committee shall not make any financial gain from their position, but may be reimbursed for reasonable out-of-pocket expenses incurred, provided these are approved by the Committee.

7. Annual general meetings

The Secretary shall call an Annual General Meeting ('AGM') of the General Members to be held in each calendar year, on such date as the committee may determine. The Secretary shall give not less than 21 days' notice of the AGM to the General Members.

The Agenda will include:

- Minutes of the previous AGM (and any intervening Special General Meeting)
- Chairman's Report
- Treasurer's Statement including accounts made up to the end of the previous calendar year
- Membership fees (if any), structure and payment arrangements
- Election of Committee members for the following year. Nominations for Committee members [shall be supported by 2 members and signed by the nominee indicating willingness to serve.
- The notice of the AGM will include an indication of any additional matters that the Committee proposes to raise.

8. Special General Meetings

The Committee may at any time decide to call a Special General Meeting and shall do so upon a written request signed by not less than 15% of the Members of the Group, or 12 such members whichever is the less. Any such decision or request must state the nature of the business or proposals to be discussed at the meeting and such statement shall be included in the notice of the meeting. The Secretary shall call the meeting within 28 days of the decision or request and shall

give not less than 5 days' notice of the meeting. Any General Meeting which is to consider a resolution to remove a member of the Committee shall be called by at least twenty-one clear days notice.

9. Quorum

Subject to clause 12 below, the quorum for all General Meetings shall be one third of the General Membership or 15 members (attending in person or by proxy), whichever is the lower.

10. Conduct

It is a condition of membership that members shall conduct themselves in a reasonable manner. The Committee may suspend a member of the Committee or a General Member for failure to observe this, or for any other conduct inconsistent with the aims of the group. Any member suspended has the right of appeal to the following Annual or Special General meeting. A suspended member shall have no right to vote either as a member of the Committee or the Group.

11. Alterations to the Constitution

Any proposal to alter this Constitution must be submitted to the Secretary not less than 28 days before the meeting at which it is to be discussed together with the wording of the proposed alteration(s). Not less than 21 days' notice shall be given of such a meeting, and of the proposed alteration(s). Any alteration shall require the approval of two-thirds of those attending in person or by proxy and voting at the meeting.

12. Dissolution

- If the Committee decide that the group should be dissolved, they should call a Special General Meeting at which the matter shall be discussed. In the event that fewer than 3 people can be found to form the Committee then the Chairman must call a Special General Meeting and table a dissolution resolution.
- Such a meeting may also be requested by General Members in accordance with clause 8. For the sole purpose of dissolution, a quorum need not apply, and the group may be dissolved by a simple majority of those present. In that event, the Committee will remain in office to wind up the affairs of the Group.
- The assets, financial and otherwise, remaining when the group has satisfied its liabilities, shall either be applied directly in accordance with the aims of the Group, or shall be passed to another voluntary organisation with the same or similar aims. In no circumstances shall the net assets be paid to or shared out amongst members of the Group.

13. Notice

Proper notice of any General Meeting or other notice to the General Members shall be given by putting up a written notice in Mycenae House or (if that is not possible) in such other convenient place as the Committee may from time to time determine and notice shall be deemed to be given upon such notice being put up. The Committee may also use any supplementary means to ensure that such notice comes to the attention of General Members.