

WATERLOW PARK TRUST ADVISORY GROUP CONSTITUTION

1 Name

- 1.1 The name of the group is the Waterlow Park Trust Advisory Group (TAG).

2 Aims

- 2.1 In 1995 the Waterlow Park Trust (Charity Registration Number 1048153) was set up and registered with the Charity Commission. When the Trust was registered there were no further incorporating documents submitted: the Trust was set up pursuant to the 1889 indenture with no requirement at that time for further documentation. From the original indenture Sir Sydney Hedley Waterlow presented Waterlow Park as a free gift to the London County Council for the purpose of a Public Park for the People in perpetuity. This was transferred to Camden Council on the demise of the Greater London Council. As there are no records of any incorporating documents held at the Council, the Charity Commission have advised Camden Council ("the Council") that in their view the terms of the charitable trust have to be "implied" by reference back to the original Indenture.
- 2.2 The Council (as the sole trustee) has the responsibility to both govern and provide services to manage the park. In order to improve both governance and management as well as fulfil its purpose of providing a public park for people, the Trust has engaged with the communities local to Waterlow Park and asked for volunteers to constitute a group called the Waterlow Park Trust Advisory Group which would act in a strategic and advisory role to the Trustee.
- 2.3 The aims of the Waterlow Park Trust Advisory Group ("TAG") will be to influence and help shape:
- The strategic direction of Waterlow Park
 - Policies and procedures for Waterlow Park
 - The operational running of Waterlow Park
- 2.4 Whilst the Waterlow Park Trust supports TAG in these aims; the Trust needs to fulfil its legal duties as trustee taking into consideration that it cannot legally delegate responsibility to TAG. Therefore the Trustee proposes to put in place a partnership agreement whereby the Council/ Trust will engage with TAG on matters relating to the three broad areas identified in 2.3 above. Any representations made by TAG given their representative nature will always be a consideration which the Trust will take into account in fulfilling its role (although both parties acknowledge that the Council must give effect to its legal responsibilities as sole trustee of the Trust and nothing contained in this constitution should be taken as overriding or compromising those legal responsibilities).

3 Composition of TAG:

- 3.1 From inception TAG will comprise a representative of each of the following organisations:
- Dartmouth Park Conservation Area Action Committee
 - Dartmouth Park Neighbourhood Forum

- Friends of Waterlow Park
- Highgate Neighbourhood Forum
- Highgate Society
- Lauderdale House Society

- 3.2 These organisations and the individuals and organisations that affiliate to them will form the basis of a network that TAG will use to disseminate information about the works that it is doing, and inform individuals and organisations how they can become involved.
- 3.3 TAG will work with its constituent organisations to expand this network. It will also increase the number of individuals and organisations that are aware of and actively involved in the work of TAG, and be responsible for ensuring that such individuals and organisations are representative of the communities local to Waterlow Park.

4 The committee

- 4.1 TAG will consist of two voluntary officer roles (chairperson and secretary) plus up to seven general committee members, two of whom will always be (subject to there being a volunteer) nominated by the Friends of Waterlow Park and the Lauderdale House Society.
- 4.2 Initially organisations listed in 3.1 will each nominate one volunteer to join the first Waterlow Park Trust Advisory Group.
- 4.3 TAG will then immediately advertise to fill the officer and committee roles, interview applicants, and recruit to these positions.
- 4.4 Officer and committee roles will be held for an initial term of up to three years with an option to re-new through a recruitment process as defined in clause 4.5.
- 4.5 When officer or committee roles become open TAG will advertise as widely as possible, interview and recruit to the positions based on the skills, knowledge and experience required to achieve its objectives. TAG will work with organisations throughout the selection process to show that it is not self-selecting.
- 4.6 All Ward Councillors of Camden's Highgate Ward will be invited to attend committee meetings as observers. They will not hold a specific role on the committee.
- 4.7 In addition the committee has the power to co-opt up to three people who will add value and enable TAG to reach its objectives. Co-opted people will not have a vote on the committee.
- 4.8 The committee should be broadly representative of the area covered by TAG.
- 4.9 TAG will seek to retain and broaden diversity of people holding committee roles such that no one organisation is over-represented and a wide range of interest groups are involved.
- 4.10 Only one person from an individual group may fill the officer positions of TAG.
- 4.11 The committee and/or its chair have the power to delegate business to working groups. These should be chaired by a committee member.

- 4.13 Any officer vacancies arising from a resignation or otherwise should be filled by an existing committee member immediately until a permanent replacement can be found. For committee member roles the position can remain empty until a suitable replacement is found.
- 4.14 Copies of the constitution will be available on TAG's website.
- 4.15 The committee will have in place a code of conduct that officers and committee members will be expected to abide by. Breaching the code of conduct may result in suspension from the committee. For an officer or committee member to be suspended a vote must be taken at a committee meeting and two thirds of the majority of the committee must vote in favour.

5 Committee meetings

- 5.1 The committee will meet a minimum of four times a year. Additional committee meetings may be called by the chair and secretary or at the request of one-third of committee members. Committee members must be given at least 7 days' notice of these additional meetings.
- 5.2 Dates of Committee meetings shall be advertised on TAG website (not less than 7 days' notice for each meeting).
- 5.3 The committee will conduct business as set out in section 9.
- 5.4 If a committee member misses 3 consecutive meetings without good cause, the rest of the committee may choose to suspend or exclude that member from the committee.

6 Annual General Meeting ("AGM")

- 6.1 TAG shall call an open AGM to:
- Accept the resignations and confirm new appointments to TAG committee and officers;
 - Present the annual report of the committee and any statement of financial accounts;
 - Receive reports of any organisation or person elected to represent TAG on another body.
 - Consider any proposed changes to the constitution;
- 6.2 A minimum of 14 days' notice of the AGM shall be given. The AGM will be promoted on the TAG website and through the TAG network.
- 6.3 Any proposed amendments to the constitution should be presented to the committee for consideration at least 10 days prior to the AGM.
- 6.4 TAG must hold an AGM within 15 months of their previous AGM. Failure to do so will result in TAG 'lapsing' and no longer being recognised by the Waterlow Park Trust. If there should be a bank account in place then it must not be used for TAG business during lapsed periods. In order to regain recognition, a full AGM must be held under the rules above.

6.5 Business will be conducted as set out in section 9. Minutes will be taken as set out in section 10.

7 Special General Meetings (“SGM”)

7.1 At least 40% of TAG will need vote in favour of calling an SGM. This request must be made in writing to the secretary at least 14 days before the requested meeting date. The secretary must then send written notice to the committee and wider network at least 7 days in advance of the meeting.

7.2 An SGM may also be called by the committee within 21 days of being advised by a committee member that they are appealing against action taken as a result of a code of conduct breach.

7.3 Business of the SGM will be conducted as set out in section 9. Minutes will be taken as set out in section 10.

8.0 Code of Conduct

8.1 TAG will adopt its own Code of Conduct and all members of the committee will be required to sign it.

9.0 Conduct of Business

9.1 At all meetings decisions shall be taken by a simple majority of those committee members present and eligible to vote.

9.2 The quorum for the committee shall be fifty percent of the total number of committee members.

9.3 The chair has a deliberative vote only, therefore in the event of a tied vote, then the motion must be taken as defeated, the chair does not have a casting vote.

9.4 Conflict of interest must be declared. Committee Members with a conflict of interest should then withdraw from discussions and voting on the issue in question.

10 Minutes

10.1 Minutes will be produced at AGMs, SGMs and Committee Meetings, all minutes will be available online once formally approved.

10.2 All votes at an AGM, SGM or Committee Meeting shall be counted and recorded in the minutes.

11 Finance

11.1 Should TAG take on any responsibility for finances then:

- Consideration will need to be given as to whether the current governance structure is still suitable.
- A simple record of income and expenditure must be produced each year at the AGM and should be available to all members on request.

- Accounts should be independently audited if the turnover is over £5k per year.
- Accounts should be open to inspection by the members on request.
- All monies raised by or on behalf of TAG shall be applied to further the aims of Waterlow Park and for no other purpose.
- Account(s) must be opened in the name of TAG. Cheques, transfers and other banking instruments or instructions shall be signed by at least two signatories from separate households and are unrelated who must also be members of the committee.
- If TAG have a bank debit card, credit card or cheque book it can only be used with approval of the committee.
- Proper records of all transactions including petty cash must be kept.
- The Treasurer should present quarterly financial reports to the committee.

12 Dissolution

12.1 Should an AGM not have been held within 15 months of the last AGM, six months will be allowed to lapse during which time the following dissolution rules will be applied:

- TAG must hold an SGM or AGM where committee members will consider a motion to dissolve TAG. All committee members of TAG must be given fourteen days notice that this meeting will be taking place. At this meeting if two thirds of the committee member's present vote for the motion to dissolve TAG, then it will be dissolved.
- Should the decision be taken to dissolve TAG then the committee must decide on the disposal of any assets remaining after the satisfaction of debts and other liabilities, and who will close any TAG bank accounts. All assets of TAG must be applied to a charitable purpose agreed by the committee members of TAG. Any Council assets TAG has been permitted to use must be returned to the Council.
- Should TAG not hold an AGM or SGM within the six month timeframe then the Council will dissolve TAG.

This Constitution was adopted by:

Waterlow Park Trust Advisory Group at a meeting held at LUX (WATERLOW PARK CENTRE) on (date) 28/3/17

Signed [Signature] (Chair)

Signed [Signature] (Secretary)

