

# **THE CONSTITUTION OF METROPOLITAN PUBLIC GARDENS ASSOCIATION**

**1 THE CHARITY'S NAME** is Metropolitan Public Gardens Association (MPGA)

**2 THE CHARITABLE PURPOSE** of the MPGA is the protection, preservation and enhancing of public gardens, disused burial grounds, churchyards and open spaces or land situated within the Metropolitan Area of Greater London; the provision of seats and the planting of trees within places of public resort; and the encouragement of public interest in the cultivation of gardens or similar public areas.

**3 THE TRUSTEES** The Charity shall be managed by a committee of Trustees who are appointed at the Annual General Meeting of the Charity. The Trustees shall fulfil their management responsibilities through an Executive Committee (the Committee) whose constitution and functions are as defined in the MPGA Governance Document.

## **4 DUTIES OF TRUSTEES**

- a) to act within the objects and powers of the Charity's Governance Document;
- b) to safeguard the assets of the Charity;
- c) to act with care (seeking professional advice from experts where required) with regard to running the charity, and
- d) to manage conflicts of interest, which should be declared at the beginning of Trustee meetings.

## **5 CARRYING OUT THE PURPOSE**

In order to carry out its charitable purpose, the Trustees, acting through the Committee, have the power:

- a) to raise funds for the benefit of the Charity;
- b) to receive grants and donations on behalf of the Charity;
- c) to make donations to charities and voluntary groups who fulfil the MPGA grant-giving criteria;
- d) to cooperate with and support other charities with similar purposes; and
- e) to do anything which is lawful and necessary to achieve the purposes.

## **6 THE MEMBERSHIP**

The Charity shall have a membership of people who support its work. Anyone aged 18 or over can apply to become a member. A membership list shall be maintained and the level of membership fees periodically reviewed. A person may be removed from membership if it is considered to be in the interest of the Charity.

## **7 ANNUAL GENERAL MEETING (AGM)**

- a) The AGM must be held every year, with 14 days' notice given to all members, telling them what is on the agenda.
- b) Minutes must be kept of the AGM.
- c) There must be at least five members present at the AGM.
- d) Every member has one vote.
- e) Trustees shall present the annual report and accounts.
- f) Any member may stand for election as a Trustee.
- g) Members shall elect five Trustees to serve for the next year. They will retire at the next AGM but may stand for re-election.

## **8 TRUSTEE MEETINGS**

- a) Trustees of the MPGA must hold at least one meeting each year.
- b) Before the AGM, they will nominate a Chairman, Honorary Treasurer and Honorary Secretary (who do not need to be Trustees) for the ensuing year.
- c) Trustees may act by majority decision.
- d) At least three Trustees must be present at a meeting to be able to constitute as a quorum. Minutes shall be kept for every meeting.
- e) If Trustees have a conflict of interest they must declare it and leave the meeting while the matter is being discussed or decided.
- f) During the year, the Trustees may appoint up to two additional Trustees. They will stand down at the next AGM.
- g) The Trustees may make reasonable additional rules to help run the Charity. These rules must not conflict with this Constitution or the law.

## **9 FINANCES**

- a) Money (or property) must only be used for the Charity's purposes.
- b) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- c) Trustees cannot receive any money or property from the Charity, except to refund reasonable out of pocket expenses.
- d) Money must be held in the Charity's bank account. (All cheques must be signed by two Trustees).

## **10 GENERAL MEETINGS** (Extraordinary Meetings)

- a) If the Trustees consider it is necessary to change the Constitution, or wind up the Charity, they must call a General Meeting so the membership can make the decision and any money or property remaining after payment of debts must be given to a charity with similar purposes to the MPGA.
- b) Trustees must also call a General Meeting if they receive a written request from the majority of the members or need to consult with the membership.
- c) All members must be given 14 days' notice and told the reason for the meeting.
- d) All decisions require a two-thirds majority.
- e) Minutes must be kept of Extraordinary Meetings, which require not less than 12 members to constitute a quorum.
- f) Changes to the constitution can be made at the AGM or General Meetings.
- g) No change can be made that would make the organisation no longer a charity.