

CONSTITUTION ~~OF THE~~ ANGEL ASSOCIATION

1 NAME

The name of the ~~Society~~association shall be the Angel Association.

2 OBJECTS

The ~~Society~~Association is established for the public benefit for the following purposes in the area comprising St. Peter's Ward, London Borough of Islington as defined and surrounding area, which area shall hereinafter be referred to as "the area of benefit":

- (i) ~~(i) To~~to promote high standards of planning and architecture in or affecting the area of benefit;
- (ii) ~~(ii) To educate the public in the geography, history, natural history and architecture of~~to facilitate the provision of information and educational resources for the benefit of members, schools and other groups in the area of benefit;
- (iii) ~~(iii) To~~to secure the preservation, protection, development and improvement of features of historic or public interest or amenity in the area of benefit ;
- (iv) ~~(iv) To~~to advance public safety by the promotion of safe traffic movements throughout the area of benefit;
- (v) to comment on applications for new, or variations to existing licences to sell or supply alcohol in the area of benefit; and
- (vi) to promote opportunities for young people, in particular, to have access to leisure and other activities in the area of benefit.

3 POWERS

In furtherance of the said purposes but not otherwise the ~~Society~~Association through its Executive Committee shall have the following powers:-

- (i) ~~(i) To~~to promote the area of benefit;
- (ii) ~~(ii) To~~to promote research into subjects directly connected with the objects of the ~~Society~~Association and to publish the results of any such research;
- (iii) ~~(iii) To~~to act as a co-ordinating body and to co-operate with the local authorities, planning and licensing committees, and all other statutory authorities, voluntary

organisations, charities and persons having aims similar to those of the ~~Society~~Association;

- ~~(iv)~~ (iv) ~~To~~To promote or assist, including through subscriptions or payments from the Association's funds, activities which are of a charitable nature ~~throughout or which the Executive Committee considers (in good faith) to be beneficial to some or part of~~ the area of benefit or its residents;
- ~~(v)~~ (v) ~~To~~To publish reports and other literature;
- ~~(vi)~~ (vi) ~~To~~To make surveys and prepare maps and plans and collect information in relation to any place, ~~erection~~ or building of beauty or historic interest within the area of benefit;
- ~~(vii)~~ (vii) ~~To~~To hold meetings, lectures ~~and~~ exhibitions and members' social events and tours to places of interest;
- ~~(viii)~~ (viii) ~~To~~To give advice and information;
- ~~(ix)~~ (ix) ~~To~~To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; ~~—~~ provided that the ~~Society~~Association shall not undertake any permanent trading activities in raising funds for its primary purpose;
- ~~(x)~~ (x) ~~To~~To acquire, by purchase gift or otherwise, property whether subject to any special trust or not;
- ~~(xi)~~ (xi) ~~To~~To sell, let, mortgage, dispose of or turn to account all or any of the property or funds of the ~~Society~~Association as shall be necessary;
- ~~(xii)~~ (xii) ~~To~~To borrow or raise money for the purposes of the ~~Society~~Association on such terms and on such security as the Executive Committee shall see fit, but so that the liability of individual members of the ~~Society~~Association shall in no case extend beyond the amount of their respective annual subscriptions; ~~and~~
- ~~(xiii)~~ (xiii) ~~To~~To do all such other things as are necessary for the attainment of the said purposes.

~~3~~4 MEMBERSHIP

- (i) Membership shall be open to all who are interested in actively furthering the purposes of the Association.
- ~~(ii)~~ Membership shall be open to all who are interested in actively furthering the purposes of the Society.— No member shall have power to vote at any meeting of the ~~Society~~Association if his or her subscription is in arrears at the time. The year covered by an annual subscription due from a member shall run from ~~AGM to~~

~~AGM~~ one Annual General Meeting to the next Annual General Meeting, with a three months' period of grace. ~~The level of subscriptions shall be as proposed by the Executive Committee from time to time and agreed by members at an AGM.~~

(iii) The level of subscriptions shall be as proposed by the Executive Committee from time to time and agreed by members at an Annual General Meeting.

(iv) Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the ~~Society~~ Association. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representative.

4-5 MEETINGS AND ACCOUNTS

(i) An Annual General Meeting shall be held once in every year to receive the Executive Committee's report, ~~audited its annual~~ accounts and, to elect Officers and Members of the ~~Committee. The Committee shall decide when ordinary meetings of the Society shall be held.~~ Executive Committee and to transact such other business as the Executive Committee shall determine.

(ii) The Executive Committee shall decide when meetings of the Association shall be held and the business to be transacted at such meetings. Meetings of the Association other than an Annual General Meeting shall be called Special General Meetings.

(iii) Special General Meetings of the ~~Society~~ Association not convened by the Executive Committee shall be held at the written request (giving the nature of the business to be proposed at such meeting) to the Secretary of fifteen or more members whose subscriptions are fully paid up. ~~Twenty members personally present shall constitute a quorum for a Meeting of the Society.~~

(iv) Twenty members personally present shall constitute a quorum for an Annual General Meeting or Special General Meeting of the Association.

(v) The Executive Committee shall give at least 7 days' notice to members of all ~~Meetings~~ meetings of the ~~Society~~ Association.

(vi) The Association's annual accounts shall be prepared in a way which is consistent with the requirements of the Charity Commission as may from time to time be in force.

5-6 OFFICERS

(i) Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations

shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. ~~The elections of Officers shall be completed prior to the election of further Committee members. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined.~~

(ii) Outgoing officers may be re-elected.

(iii) The elections of Officers shall be completed prior to the election of further Members of the Executive Committee.

(iv) ~~members. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined.~~

(v) Nominees for election as Officers or Members of the Executive Committee ~~members~~ shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Society Association.

(vi) The Officers of the Society Association shall consist of:-

- Chairman
- Honorary Secretary
- Honorary Treasurer

~~All~~ all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. The Executive Committee shall have the power to fill casual vacancies occurring among the Officers of the Society Association.

~~6-7~~ THE EXECUTIVE COMMITTEE

(i) The Executive Committee shall be responsible for the management and administration of the Society Association. The Executive Committee shall consist of the Officers and not less ~~that~~ than 4 and not more than 6 other members. The Executive Committee shall have power to co-opt further members (who shall attend in an advisory and non voting capacity). The Officers and members of the Executive Committee shall normally be resident or work in the area of benefit but the Executive Committee shall have power to co-opt additional members from outside the area of benefit. ~~In the event of an equality of votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary before the Annual General Meeting. They must be supported by a seconder and the consent of the nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Society, and out-going members can be re-elected. The Executive Committee shall meet not less than 6 times a year at intervals of not more than 2 months and the Honorary Secretary shall give all members not less than 7 days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee. The Executive Committee shall~~

~~have the power to fill up to 3 casual vacancies occurring among the members of the Executive Committee between General Meetings.~~

(ii) In the event of an equality of votes cast, the Chairman shall have a second or casting vote.

(iii) The Executive Committee shall meet not less than 6 times a year at intervals of not more than 2 months and the Honorary Secretary shall give all members not less than 7 days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee. The Executive Committee shall have the power to fill up to 3 casual vacancies occurring among the members of the Executive Committee between General Meetings.

~~7-8~~ **SUB-COMMITTEES**

The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chairman and Secretary of each sub-committee shall be appointed by the Executive Committee and all actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any sub-committee and membership of a sub-committee shall be no bar to appointment to membership of the Executive Committee. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

~~8-9~~ **DECLARATION OF INTEREST**

It shall be the duty of every Officer or member of the Executive Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Executive Committee meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chairman) or vote thereon.⁹

10 EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Executive Committee shall, out of the funds of the Society Association, pay all proper expenses of administration and management of the Society Association. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the Society Association shall be applied by the Executive Committee in furtherance of the purposes of the Society Association.

~~10-11~~ **INVESTMENT**

All monies at any time belonging to the Society Association and not required for immediate application to its purposes shall be invested by the Executive Committee in or upon such investments, securities, or property as it may see fit, subject nevertheless to such authority,

approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

~~11~~ 12 TRUSTEES

- (i) Any freehold and leasehold property acquired by the ~~Society~~Association shall, and if the Executive Committee so directs any other property belonging to the ~~Society~~Association may be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. ~~Any trustees shall be at least 3 in number or a trust corporation. The Power of appointment of new trustees shall be vested in the Executive Committee. A trustee need not be a member of the Society but no person whose membership lapses by virtue of clause 3 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee. The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.~~
- (ii) ~~Any trustees shall be at least 3 in number or a trust corporation. The Power of appointment of new trustees shall be vested in the Executive Committee.~~
- (iii) ~~A trustee need not be a member of the Association but no person whose membership lapses shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee.~~
- (iv) ~~The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given.~~
- (v) ~~The Association~~The Society shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a trust corporation) and liability under such indemnity shall be a proper administrative expense.

~~12~~ 13 AMENDMENTS

This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the ~~Society~~Association, provided that 28 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the ~~Society~~Association at any time to cease to be a charity in law.

~~13~~ 14 NOTICES

Any notice required to be given by these Rules shall be deemed to be duly given if left at or sent by prepaid post or email addressed to the address of that member last notified to the Secretary.

~~14~~ 15 WINDING UP

- (i) ~~The Association~~The Society may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Association confirmed by ~~confirmed by~~ a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous Meeting.
- (ii) If a motion for the dissolution of the Association is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the meeting is given.
- (iii) ~~The Society~~ may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Society confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous Meeting. ~~If a motion for the dissolution of the Society is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the Meeting is given.~~ In the event of the dissolution of the ~~Society~~Association the available funds of the ~~Society~~Association shall be transferred to one or more charitable institutions having objects similar or reasonably similar to those herein before declared as shall be chosen by the Executive Committee and approved by the Meeting of the ~~Society~~Association at which the decision to dissolve the ~~Society~~Association is confirmed. ~~On dissolution the minute books and other records of the Society shall be deposited with the Civic Trust.~~
- (iv) On dissolution the minute books and other records of the Association shall be ~~shall be~~ deposited with the Civic Trust or its successor body.

July 2017

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