



THE FRIENDS OF THE IVEAGH BEQUEST, KENWOOD CONSTITUTION AS APPROVED BY THE ANNUAL GENERAL MEETING IN 2021

NAME

1) The name of the association shall be The Friends of the Iveagh Bequest, Kenwood. It is herein referred to as 'the Association'.

OBJECT

2) The object of the Association is the promotion and improvement of the amenity for the public at large of the Iveagh Bequest, including Kenwood House, Hampstead Lane, London NW3, its estate and collections, through the support and assistance of a group of Friends.

POWERS

- 3) The Association shall have the power to:
- a) encourage, promote and assist in the development of a group of Friends of the Iveagh Bequest, Kenwood, known as the 'Friends of Kenwood';
 - b) generally further the charitable purposes of the Iveagh Bequest, Kenwood and encourage the development of the facilities afforded by it;
 - c) appoint representatives or delegates to any other body with which the Association may be concerned;
 - d) engage in, support and co-ordinate research, publishing, education, advertising and other work for the furtherance of the above object, providing that no activities of a permanent trading nature shall be undertaken by the Association;
 - e) take any other lawful action to promote the said object.

MEMBERSHIP

4) Full membership of the Association shall be open to all individuals over the age of eighteen years. Non-voting Associate membership shall be open to all individuals under the age of eighteen years. Non-voting Corporate membership shall be open to companies, to include corporate bodies and corporate benefactors, approved by the Council.

COUNCIL

5) The Council shall consist of the Officers of the Association together with up to a maximum of six other full members of the Association elected at each alternate Annual General Meeting. The Council shall hold office for a period of two years and shall exercise the powers and duties set out in para. 7) hereunder. The Chairman and Vice-Chairman of the Association shall be respectively Chairman and Vice-Chairman of the Council. Council members shall be Trustees as defined by the Charity Commission for England & Wales.

OFFICERS

6) The Council may appoint the following Officers from time to time; these appointments shall be confirmed by the Association at each alternate AGM:

Chairman
Vice-Chairman
Secretary
Treasurer
Membership Secretary

POWERS AND DUTIES OF COUNCIL, COUNCIL MEETINGS

7a) The Council shall have the general management and direction of the funds and affairs of the Association, and in particular (but without prejudice to the generality of the foregoing):

- i) may nominate representatives or delegates to serve on any other body;
- ii) may pay the whole or any part of expenses of any member in or about the execution of any of his functions and duties on behalf of the Association;
- iii) may make, and from time to time vary, procedures provided they do not conflict with this Constitution;
- iv) may fill casual vacancies from time to time in its membership from amongst the full members of the Association;
- v) may co-opt up to four persons on to membership of the Council for such purposes and such periods as the Council shall determine at any point in time during the two-year period, including the co-opting of Officers; such co-options to be in addition to the number of Council members set out in para. 5), to terminate at the end of the period of office of the Council.

7b) Council meetings shall be held not less than twice in every year. Six Council members shall constitute a quorum. In the absence of the Chairman and Vice-Chairman, those present may elect a Chairman for the meeting from amongst their number. At each meeting, a Council member must declare the nature and extent of any interest or conflict of interest. Any Council member who has been absent from 3 consecutive meetings of the Council without good reason shall cease thereupon to be a Council member; any competent Council member may be eligible to be re-appointed. The Council must keep minutes of all appointments and all meetings.

SUBSCRIPTIONS

8) All subscriptions of the Association shall be such sums as may be fixed from time to time at the Annual General Meeting. Annual Membership of the Association runs for a fixed subscription year. Members whose subscriptions are twelve months in arrears shall be automatically excluded from membership.

MEETINGS OF THE ASSOCIATION

9a) General and Council Meetings: may be held in person or by electronic means as the Council may from time to time decide at their discretion. Decisions at meetings: to be in all cases by simple majority; the Chair having casting/deciding vote in the event of a tied vote. This applies to all decisions except for an alteration to the Constitution, para 12) and Winding-Up, para 14) where a two-thirds majority is required.

9b) Annual General Meetings. The Annual General Meeting of the Association, of which at least thirty days' notice shall be given to all members by the Secretary, shall be held within fourteen months of the last Annual General Meeting. The business of the Annual General Meeting shall be to receive a report from the Council, to receive the annual accounts and to appoint an Independent Examiner, and to consider any proposal of which twenty-one days' notice has been given. In alternate years the business shall also include the election of Officers and other members of the Council. Twenty five members present shall constitute a quorum.

9c) Special General Meetings. The Council may at any time and shall within thirty days after receiving a request in writing of any ten members, summon a Special General Meeting of which not less than twenty-one days' notice shall be given by the Secretary to each member, specifying the business to be transacted. No other business shall be transacted at the Special General Meeting, at which a quorum of twenty-five is obligatory.

ACCOUNTS

10a) All funds and assets in the possession of the Association shall be held, paid and applied as the Council may direct within the Object of the Association, and pending such direction all funds shall be held in separate bank accounts in the name of the Association with such bankers as the Council may from time to time direct. All documents and payment of funds shall be sufficiently authorised, signed or endorsed by any one of the Chairman, Secretary or Treasurer, up to a limit directed by the Council; any payment to be made over this limit shall require the authority of any two of the designated Officers; the amount to be reviewed periodically by the Council and amended as deemed necessary. The funds of the Association may also be held, at the discretion of the Council, in such classes of investments designated as suitable for charities by the Charity Commission for England & Wales and under such terms as the Council may direct.

10b) The accounts of the Association shall be made up to 31 December in each year. The accounts shall be subject each year to an Independent Examination carried out by an Independent Examiner appointed in accordance with this Constitution.

INDEPENDENT EXAMINER

11) An Independent Examiner, shall be appointed at the Annual General Meeting to carry out an examination of the annual accounts in accordance with the rules and guidance published from time to time by the Charity Commission. The Independent Examiner may be a member of the Association but may not take an active part in its administration.

ALTERATIONS

12) No alteration shall be made to this Constitution except by and with the authority of a resolution passed by a majority of two-thirds of the members of the Association present and voting at an Annual General Meeting or a Special General Meeting. Any proposal to alter the Constitution must be notified to each member by the Secretary not less than twenty-one days before the meeting at which it is to be considered. No alterations shall be made which would affect the Association's charitable status.

NOTICES

13) Notices to members shall be deemed sufficiently served if sent by electronic means or by ordinary pre-paid post to the addresses of the members held by the Association.

WINDING-UP

14) The Association shall not be wound up other than by resolution of two-thirds of the members present and voting at a General Meeting. The Council shall on the winding-up of the Association pay the surplus funds of the Association toward such other UK-registered charities as the Council shall in its discretion decide.

April 2021