

Draft Constitution for Brockwell Lido Steering Group: an Unincorporated Association

Adopted at a General meeting held _____

A. Name

The name of the Association is: **Brockwell Lido Steering Group (BLSG)**

B. Description of BLSG and its Committee

Through its committee (the 'Committee') BLSG will be the main consultative organisation through which Lido users, Park users, local residents and the local community will work with Lambeth Council and Southwark Community Leisure Limited (SCLL) or its successors in title and/or any other company, body or organisation appointed to manage the Lido in the future to maintain and develop the Lido as a community resource in accordance with BLSG's Objectives (as set out in C below).

In this context and throughout this document the term "Lido" refers to the pool and the buildings immediately surrounding the swimming pool within the Park as marked with a red line on the attached plan; references to 'Park' refer to Brockwell Park.

BLSG is composed of registered organisations as specified by this Constitution. The Committee is composed of members nominated by these registered organisations who shall be elected by and accountable to an Annual General Meeting or other Meeting (as specified below).

C. Objectives

The objectives of BLSG are, through the Committee:

1. To promote the maintenance and further development of the Lido as a community facility for open-air swimming, health, fitness, social and creative activities.
2. To ensure that the facility and programme of activities are accessible and attractive to the diverse local community regardless of age, earnings or ability.
3. To ensure that the views of Lido users and the local community are effectively represented to Lambeth and to Lido management and are reflected in the short-term and long-term planning of activities within the Lido.
4. To ensure activities within the Lido are in keeping with its location in Brockwell Park and the needs and wishes of local residents and local community.
5. To encourage and support users and others in putting forward new ideas, suggesting activities and identifying fund raising opportunities.
6. To work in partnership with Lambeth Council to monitor the quality of service at the Lido and to carry out all other responsibilities allocated to the BLSG by the Community Service Agreement (CSA) between Lambeth Council and SCLL.

D. Powers

In furtherance of its Objectives, but not otherwise, the Committee may exercise the following powers provided they have secured the agreement of at least two thirds of the persons present and voting at a general meeting of the BLSG:

1. Power to raise funds and to invite and receive contributions provided that in raising the funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
2. Power to buy, take on lease or exchange any property necessary for the achievement of the Objectives and to maintain and equip the Lido for use;
3. Power to employ such staff (who shall not be members of BLSG) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of their pensions and superannuation for staff and their dependents;
4. Power to co-operate with charities, non-profit distributing organisations, voluntary bodies and statutory authorities operating in furtherance of the Objectives;
5. Power to establish or support any charitable trusts, non-profit distributing organisations, associations or institutions formed for all of any of the Objectives;
6. Power to appoint and constitute such sub-committees or advisory committees as the Committee may see fit;
7. Power to make donations to other organisations as determined by the Committee; and
8. Power to do such other lawful things as are necessary for the achievement of the Objectives.

E. Membership of BLSG

Organisations may apply to the Committee for membership of BLSG. Applications must be in writing and provide details of the applicant organisation including its constitution, objectives, and membership details.

Applications should also include confirmation that the applicant organisation has been established for at least six months and that it supports the Objectives of the BLSG.

The Committee will maintain a register of all BLSG member organisations (BLSG Members). This register will be open to inspection by any interested persons upon the giving of reasonable notice to the Committee.

All members shall be bound by the obligations set out in the constitution of the BLSG and the Code of Conduct attached.

F. Membership and Accountability of the Committee

Nominations for membership of the Committee shall be lodged with the secretary no later than 30 days prior to the date of the Annual General Meeting. When making their nominations member organisations shall specify the person or persons (nominees) who will represent them for the purposes of BLSG but may specify no more nominations than there are Committee seats allocated to the relevant category as defined in a.b.c.d. below. The Committee shall have the power to reject nominations if the nominating organisation:

- Has been a registered member of BLSG for less than six months
- Has no constitution or rules of procedure
- Has not committed to supporting the Objects of the BLSG
- Does not fall within one of the categories as defined in a.b.c.d. below

Number of Committee Members

- a. Lido user organisation(s) 5
- b. Brockwell Park organisation(s) 2
- c. Local residents organisation(s) 1
- d. Local community organisation(s) 2

In this context: “Lido user organisation” shall mean Brockwell Lido Users (BLU) and/or any other organisation representing users of the Lido; “Brockwell Park organisation” shall mean the Friends of Brockwell Park, the Management Advisory Committee for Brockwell Park and/or any other organisations representing the interests of the Park other than Lambeth Council; “Local community organisation” shall mean the Herne Hill Forum and/or any other organisation that represents the interests of the local community, other than Lambeth Council; and “Local residents organisation” shall mean any constituted association of people who reside within a few minutes walk of the Lido and who are directly affected by noise or traffic generated by the Lido.

The Committee’s decision to reject a nomination is binding unless overturned by a two thirds majority of those attending an Annual General Meeting or an Extraordinary General Meeting.

The Committee shall also decide which of categories a. b. c. d. is appropriate for each nomination. The Committee’s decision is binding unless overturned by a two thirds majority of those attending an Annual General Meeting or Extraordinary General Meeting.

- 2. The members of the Committee will be elected from amongst the nominees for each category by a majority vote of persons present at a General Meeting of the BLSG; each person present shall have one vote. Only persons who are members of organisations registered with BLSG shall be entitled to vote.
- 3. An appropriate Lambeth officer and a Lambeth councillor will be invited to attend meetings of the Committee in a non-voting capacity.
- 4. The Committee may co-op additional non-voting members who have specific areas of expertise or experience needed to achieve the Objects of BLSG.
- 5. Elected members of the Committee will hold office from one annual meeting to the next but may be re-elected.
- 6. At the first meeting following the foundation of BLSG and following each AGM thereafter the Committee shall elect a Chair, Secretary, Treasurer, and other officers as it sees fit from among its members. The Committee shall also nominate a representative to Fusion’s Board of Management. The Committee is accountable to the members of organisations which are BLSG Members and must report annually to them on its work.

G. Changes to Elected Members of the Committee

A BLSG Member whose nominee is elected to the Committee will be asked to replace that nominee if he/she:

- 1. is absent from 3 consecutive meetings without organising a substitute representative;
- 2. notifies the Committee of a wish to resign;
- 3. ceases to belong to the registered organisation he/she has been nominated by; and
- 4. is in breach of Conflicts of Interest under Clause I below.

A BLSG member organisation may be expelled from the Committee by a special resolution at a Special General Meeting called by the Committee with a 21 day notice of the meeting being given to all members.

H. The Initial Period

In order to ensure continuity of discussion for Lambeth, the Lido manager designate and the organisations that have been active to date, the organisations who have nominated individuals to participate in discussions with Lambeth and the Lido manager designate through the forum of the Lambeth Steering Group will be the initial BLSG Members and their nominees will be the initial members of the Committee.

The initial Committee will represent a balance of Lido user, Park user, local resident and local community organisations as follows:

	Number of Committee Members
1. Brockwell Lido Users	3
2. Friends of Brockwell Park	1
3. Brockwell Park MAC	1
4. Herne Hill Forum	1

The initial Committee will be responsible for registering organisations for membership of the BLSG and calling a meeting of all registered members for election of the Committee no later than one year from the date of the signing of the 25 year lease for the Lido by Lambeth Council and SCLL.

I. Conflicts of Interest

No elected member of the Committee may have or acquire any interest in the property belonging to the Lido or receive remuneration or be interested (other than as a member of the Committee) in any contract entered into by the Committee.

Any member of the Committee who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Committee; provided that at no time shall a majority of the members of the Committee benefit under this provision and that any such member shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J. Meetings and proceedings of the Committee

1. the Committee is responsible for:
 - a. ensuring that it has adequate information about user satisfaction with the Lido service and provision to enable it to carry out the review and monitoring process described in the CSA;
 - b. providing opportunities, at least once a year, for all members of organisations which are BLSG Members to feedback comments about the Lido, discuss issues of concern and to identify ways in which the Lido can better meet the needs of the community and users.
 - c. representing the views of Lido users, Park users, local residents and the local community, after appropriate consultation, to Lambeth Council and Lido Management;

- d. communicating regularly to members of all members of organisations which are BLSG Members on the work of the Committee.
2. the Committee shall meet at least 4 times a year and at least one of these meetings shall be open to the public
3. There shall be a quorum when a least 50 % of the elected members of the Committee are present at the meeting.
4. Every matter shall be determined by a majority of votes of the elected members of the Committee present and voting but in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
5. the Committee shall keep minutes of the proceedings at the meetings of the Committee and any sub-committees or advisory committees.
6. the Committee may from time to time make and alter rules for the conduct of its business, convening and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution or with the CSA.
7. the Committee may appointed one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which would be more conveniently undertaken or carried out by a sub-committee.

K. Receipts and Expenditure

1. The funds of BLSG shall be paid into an account operated by the Committee at a bank account. All cheques drawn on the account must be signed by at least two designated members of the Committee.
2. The funds belonging to BLSG may be applied only in furthering its objects
3. Accurate accounting records will be kept of all income and expenditure
4. A financial report shall be given at the Annual General Meeting as specified in clause L below
5. Accounts shall be externally examined annually.

L. Annual General Meeting

1. BLSG shall, in each calendar year, hold an Annual General Meeting, not more than 15 months after holding the previous Annual General Meeting.
2. The Annual General Meeting shall be called by the secretary of the Committee who shall give at least 21 days notice of the Annual General Meeting to all members of organisations which are BLSG Members either directly or via the BLSG Members.
3. The treasurer shall present a report and accounts for the preceding year to the Annual General Meeting
4. Voting at an Annual General Meeting is by majority vote by persons present who have been members of an organisation registered with BLSG for at least a month. In case of equality the chair shall cast the deciding vote. Decisions concerning membership of the Committee and changes to the Constitution are binding on the Committee. Other decisions taken are for guidance and advice to the Committee. At the discretion of the

Committee, all persons present at the meeting can be invited to vote on designated issues.

5. The quorum at any General Meeting of BLSG shall be 50% of the member organisations.

M. Other General Meetings

Upon the request of two BLSG Members, the secretary of the Committee shall convene an Extraordinary General Meeting of the registered organisations of BLSG, specifying the business to be discussed. At least 21 days notice of the meeting shall be given to all members of organisations which are BLSG Members either directly or via the BLSG Members.

Voting at Extraordinary General Meetings is as for Annual General Meetings.

N. Alteration of the Constitution

No alteration of this Constitution shall be made except by a resolution carried by a majority of at least two-thirds of the persons who are present and voting at a General Meeting of BLSG the notice of which contained particulars of the proposed alteration or addition.

O. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the BLSG, it shall, by giving not less than 21 days notice and stating the terms of the resolution to be proposed, call a meeting of all members of organisations which are BLSG Members. If the proposal is confirmed by a two-thirds majority of those present and voting at the meeting the Committee shall have power to realize the assets held by or on behalf of BLSG. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to a charitable organisation or institution having similar objects to BLSG or to some other charitable purpose.
