

**CONSTITUTION
OF
THE HAMMERSMITH MALL RESIDENTS' ASSOCIATION
"HAMRA"**

Name

1. The name of the association shall be "**The Hammersmith Mall Residents' Association**", and shall also be referred to by the acronym "**HAMRA**".

Aims

2. HAMRA shall maintain its independence from any other organisation and its aim is to act in the best interests of all of The Mall Conservation Area¹ (the "**Conservation Area**") by seeking its appropriate management, maintenance, protection and enhancement by the London Borough of Hammersmith & Fulham ("**LBHF**"), by any other organisation concerned with the Conservation Area and by individuals resident in the Conservation Area ("**Residents**") with the objective of safeguarding its beautiful and historic riverside character, as a whole, for the enjoyment of Residents and visitors and, in the pursuit of this aim, to:
 - (a) obtain, and be guided by, authoritative advice on the management of conservation areas;
 - (b) maintain effective means of communicating with Residents so that they can be provided with timely and relevant information about the Conservation Area and so they can communicate information and their opinions on such matters to HAMRA;
 - (c) make representations to any public body on behalf of the Conservation Area and the Residents on matters affecting them; and
 - (d) affiliate with any other organisation which has the same or similar aims to HAMRA and which are likely to be to the benefit of the Conservation Area and the Residents.

Membership

3. Membership of HAMRA is available to any individual resident in the Conservation Area according to the Electoral Register (and, at the discretion of the Board of Representatives, such other individuals who reside in the Conservation Area but whom are not on the Electoral Roll) who applies in writing or by email to be a member of HAMRA (a "**Member**") and pays the annual membership subscription. HAMRA shall confirm in writing or by email to the Member their inclusion in the membership of HAMRA, such membership to be until (a) the Member resigns, (b) ceases to pay the annual subscription or (c) ceases to be resident in the Conservation Area.

¹ As defined in (a) the Character Profile of The Mall Conservation Area published by the London Borough of Hammersmith & Fulham ("**LBHF**") in 1996 and (b) the map of The Mall Conservation Area published by the LBHF in August 2006, drawing number 24450/1

Board of Representatives

4. A Board of Representatives (the “**Board**”) shall, on behalf of HAMRA, carry out the aims of HAMRA and shall decide and carry out any matter required pursuant to achieving the aims of HAMRA.
5. The Board shall comprise not less than four members (“**Board Members**”), each such member of the Board being a Member. In addition, it is intended that Board Members should be or include representatives of:
 - (a) each of the existing local residents’ associations within the Conservation Area;
 - (b) each of the sailing and rowing clubs in the Conservation Area;
 - (c) particular neighbourhoods or defined areas within the Conservation Area;
 - (d) groups having responsibilities that are considered by the Board to be relevant to HAMRA; and
 - (e) the Friends of Furnival Gardens.
6. Not more than one member of the same household may be a Board Member.
7. The Board shall be elected at the inaugural meeting of HAMRA and thereafter at each Annual General Meeting.
8. The Board shall elect a Chairman, a Treasurer and a Secretary for the forthcoming year and such other officials as they deem necessary from among themselves.
9. Four Board Members (one of whom must be the Chairman) shall comprise a quorum. The Board shall meet at least three times between Annual General Meetings for the purpose of carrying out the business of HAMRA and at such other times as the Chairman may reasonably request or a quorum of the Board decide. The Chairman shall call such meetings, provide each member of the Board with an agenda and conduct the meeting in accordance with the agenda.
10. The Board can co-opt any Member on to the Board to fill a vacancy or for any other purpose to assist with the aims of HAMRA and such an appointment will continue until the next Annual General Meeting.
11. Minutes of meetings of the Board shall be made available to any Member on request.
12. A Board Member shall be entitled to use the honorary title “Board Member”. Board Members shall provide copies to the Board of any correspondence or emails sent or received by them on behalf of HAMRA and notes of any HAMRA-related meetings in which they participated.
13. The Board may appoint project teams (“**Project Teams**”) comprising at least two Board Members and such other Members as the Board considers necessary to carry out the aims and objectives of the Project Team, as recorded in the minutes of the board meeting at which the Project Team was constituted.

General Meetings

14. An Annual General Meeting shall be held once in each calendar year and not more than 15 months shall elapse between such meetings. At least 21 days' notice shall be given in writing, by post or email, to the Members. The main business of the meeting shall be to:
- (a) receive and accept the report from the Chairman;
 - (b) agree the statement of accounts for the previous year;
 - (c) accept the resignation of the Board, and elect the Board for the ensuing year and approve the nomination of the Chairman; and
 - (d) consider and vote on any other business of which details have been given in the notice of the Annual General Meeting.
15. Annual General Meetings shall be public meetings but only Members may vote at them.
16. General Meetings may be called by either the Board or if 50% or more Members request the Board in writing to do so. At least 21 days' notice shall be given in writing, by post or email, to the Members together with the agenda clearly setting out the business of the meeting.

Quorum of Members

17. Annual General Meetings and General Meetings require the presence of ten or more Members for a quorum, failing which the Chairman shall call another meeting in accordance with the rules for General Meetings.
18. If a quorum is not present within thirty minutes of the time appointed for holding the meeting then:
- (a) if the meeting was convened at the request of the Members, it shall be dissolved; or
 - (b) if the Board convened the meeting, it will be adjourned and an alternative date agreed. If a quorum is not present at the adjourned meeting within thirty minutes from the time appointed for holding the meeting, the Members present will be deemed to constitute a quorum.

Voting by Members

19. Resolutions put to all meetings of Members shall be decided on a show hands of those Members present and voting and any Member present may ask the Chairman for a count of the votes of the Members present, following which the result of the show of hands shall be announced by the Chairman and shall be final.
20. The Chairman may request a Member to identify themselves and verify that they are enrolled in the list of Members.

Membership subscription

21. The introduction of an annual subscription charge to Members, or any form of financial levy on Members, shall require their approval at the inaugural meeting and thereafter at an Annual General Meeting.

Finances

22. No Member may receive payment or benefit from HAMRA with the exception of reimbursement of expenses properly and reasonably incurred.

23. The Board shall appoint one of their number to act as Treasurer, as necessary, until the next Annual General Meeting.

24. All money raised for or on behalf of HAMRA will only be used for the benefit of HAMRA and its Members.

25. The Treasurer will open and maintain a bank account in the name of HAMRA.

26. Cheque signatories will be Board Members and be nominated by the Board (one of whom to be the Treasurer). All cheques and instructions to HAMRA's bankers will require two of the agreed signatures.

Changes to the Constitution

27. The constitution can be altered at an Annual General Meeting and any request for changes must be submitted to the Board one calendar month prior to the notice period for the next Annual General Meeting.

Dissolution of HAMRA

28. A proposal to dissolve HAMRA shall only be put to a General Meeting convened for voting on a resolution for this purpose which shall only be passed by not less than three quarters of Members present and voting.

This is a true copy of the Constitution of The Hammersmith Mall Residents' Association adopted and approved by a majority of Residents attending and voting at the inaugural meeting held at Linden House, Upper Mall, London W6 on Wednesday, 27th January 2010 at 6.30 pm.

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Signed by **Andrew Alers-Hankey**

Duly elected Board Member, in the presence of:

Name:

Signed: