

The Marylebone Association

CONSTITUTION

1. NAME

1. The name of the Association shall be The Marylebone Association.

2. OBJECTS

1. The Association is established for the following purposes for the benefit of the public generally and more particularly the residents business traders institutions societies and members of the professions in that area of Marylebone in the City of Westminster bounded by Marylebone Road, Great Portland Street, Riding House Street, Regent Street, Oxford Street and Edgware Road (hereafter referred to as "the area of benefit"):-
 1. To promote high standards of planning and architecture in or affecting the area of benefit.
 2. To promote good environment in all its aspects in or affecting the area of benefit.
 3. To promote economic health and social cultural educational religious business and professional wellbeing in or affecting the area of benefit.
 4. Generally, to protect preserve and enhance the character of and amenities (including professional services shopping facilities and leisure activities) in or affecting the area of benefit.
 5. To secure the preservation protection or development and improvement of features of historic or public interest in or affecting the area of benefit.

3. POWERS

1. In furtherance of the foregoing objects but not otherwise the Association through its Committee shall have the following powers:-
 1. To represent the interests of the Association to local authorities and all other statutory authorities having responsibilities in or affecting the area of benefit.
 2. To consider and if it shall seem desirable or appropriate to promote encourage or oppose any proposals for the use or development of land or buildings in or affecting the area of benefit.
 3. To hold meetings and social events.
 4. To promote research into subjects directly connected with the objects of the Association and to publish the results of any such research.
 5. To publish papers reports and other literature and to give information.
 6. To make surveys and prepare maps and plans and collect information in relation to any place erection or building of beauty or historic interest in or affecting the area of benefit.
 7. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription or donation and otherwise.
 8. To borrow or raise money for the purposes of the Association on such terms and on such security as the Committee shall think fit but so that the liability of

individual members of the Association shall in no case extend beyond the amount of their respective annual subscriptions.

9. To do all such other lawful things as are necessary or desirable for the attainment of the said objects.

4. MEMBERSHIP

1. Membership shall be open to individuals and organisations who are interested in furthering the objects of the Association. There shall be two categories of membership as follows:-
 1. Individual Membership
 2. Corporate Membership
2. Corporate members shall be societies, associations, professional partnerships businesses and educational cultural or other institutions. Each corporate member shall from time to time appoint an individual who is authorised to represent it and to vote on its behalf at all meetings but before such representative exercises his or her right the corporate member shall first have given particulars in writing to the Honorary' Secretary of such representative.
3. The Committee shall in its absolute discretion have the right to terminate the membership of any member whose conduct has brought or appears to the Committee to be likely to bring the Association into disrepute.

5. SUBSCRIPTIONS

1. The subscription shall be such sum or sums with such discounts as shall be recommended from time to time by the Committee and approved at a General Meeting of the Association. It shall be payable annually and membership of each member shall lapse if the subscription is unpaid three months after it is due unless otherwise resolved by the Committee

6. GENERAL MEETINGS OF THE ASSOCIATION

1. An Annual General Meeting shall be annually at which the following business shall be transacted
 1. Receive the Committee's Report
 2. Adopt the Annual Accounts
 3. Approve any change in the subscription rates for the ensuing year
 4. Elect the Officers
 5. Elect the other Members of the Committee
 6. Elect a President and/or Vice president if so recommended by the Committee
 7. Appoint an Auditor or Auditors and fix their remuneration (if any)
 8. Consider any other resolutions of which notice has been given to the Honorary Secretary in accordance with Article 6.4
2. Special General Meetings of the Association shall be called by resolution of the Committee or at the request of fifteen or more members whose signed requisition shall be made in writing to the Honorary Secretary setting out the resolution or resolutions to be proposed at the meeting. Any such meeting shall be called to take place within thirty-five days of receipt of the requisition by the Honorary Secretary unless the resolution proposed is to amend this Constitution or to wind up the Association in which event the meeting shall be called to take place within forty-two days of the requisition.

3. Fifteen members personally present shall constitute a quorum for a General Meeting of the Association.
4. Subject to Articles 13.1 and 15.1 the Honorary Secretary shall give at least twenty-one days written notice to members of all General Meetings of the Association. Such Notice shall contain the text of any resolutions upon which Members will be invited to vote.
5. Each individual or corporate member shall have one vote on each resolution.
6. No resolution shall be proposed at any General Meeting which is not set out in the notice calling the meeting. A resolution may be amended if the amendment is in the opinion of the Chairman sufficiently relevant to the subject matter of the resolution.
7. The Committee shall have the power to make rules relating to procedures for the conduct of elections and ballots for Officers and Members of the Committee.

7. OFFICERS

1. Officers shall be elected annually by simple majority at the Annual General Meeting and outgoing Officers may be re-elected. Nominations for the election of Officers signed by at least two members shall be made in writing to the Honorary Secretary at least forty-eight hours before the Annual General Meeting the consent of the nominee having first been obtained. Nominees for Chairperson shall have previous experience as a member of the Committee.
2. The Officers of the Association shall consist of a Chairperson, Honorary Secretary and Honorary Treasurer, and if the Committee considers appropriate a Deputy Chairperson, all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting save that no Chairperson may serve in that office for more than three consecutive years.
3. In the event that any election for an Officer of the Association is contested voting shall be by a secret ballot which shall take place at the commencement of the meeting and the result of which shall be declared during the course of the meeting.
4. Officers shall take office immediately upon declaration of the result of the elections and shall serve until elections for new Officers are concluded at the following Annual General Meeting. The Committee shall have the power to fill vacancies among the Officers of the Association occurring between General Meetings.
5. The election of the Officers and the declaration of the result of those elections shall take place prior to the election of elected members of the Committee.

8. THE COMMITTEE

1. The Committee shall be responsible for the management and administration of the Association. It shall consist of the Officers and not less than seven and not more than twelve other members. The Committee shall have power to co-opt further members who shall attend in an advisory and non-voting capacity. The Committee shall also have the power to fill up to five vacancies occurring between General Meetings. The President and Vice-Presidents may attend any meeting of the Committee but shall not vote at any such meeting. In the event of an equality in the votes cast the Chairman shall have a casting vote.
2. Members of the Committee shall be elected annually by simple majority at the Annual General Meeting and outgoing members may be re-elected. Nominations for election to the Committee shall be made in writing to the Honorary Secretary at least forty-eight hours before the Annual General Meeting the consent of the nominee having first been obtained. Any person nominated as an Officer but not elected as such shall be deemed to be a candidate for election to the Committee unless he or she retires from such

election.

3. In the event that elections for membership of the Committee are contested voting shall be by a secret ballot which shall take place following the declaration of the result of the election of Officers and the result of which shall be declared during the course of the meeting.
4. Members of the Committee shall take office immediately upon declaration of the result of the elections and shall serve until elections for a new Committee are concluded at the following Annual General Meeting.
5. The Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give members not less than seven days' notice of each meeting except in an emergency. A quorum shall comprise one third of the voting members of the Committee.

9. PRESIDENT AND VICE PRESIDENTS

1. A President and one or more Vice-Presidents may on the recommendation of the Committee be elected at a General Meeting of the Association for periods to be decided at such a meeting.

10. SUB-COMMITTEES

1. The Committee may constitute such sub-committees as it shall think fit. The Chairman and Secretary of each sub-committee shall be appointed by the Committee and all actions and proceedings of each subcommittee shall be reported to the Committee as soon as possible. At least one voting member of the Committee shall be a member of each sub-committee.
2. Sub-committees shall be subordinate to and may be regulated or dissolved by the Committee.

11. DECLARATION OF INTERESTS

1. It shall be the duty of every member of the Association having a significant financial or professional interest in any item discussed at any meeting of the Association (including any meeting of any Committee or Sub-Committee) at which he or she may be present to declare such interest and he or she shall not discuss such item (except by invitation of the Chairman) nor vote thereon.

12. EXPENSES OF ADMINISTRATION AND APPLICATIONS OF FUNDS

1. The Committee shall out of the funds of the Association pay all proper expenses of administration and management of the 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 Association shall be applied by the Committee in furtherance of the purposes of the Association.
2. The Honorary Treasurer shall keep account of all moneys received by and expended on behalf of the Association and shall prepare Accounts annually to the thirty-first day of December. These shall show the income and expenditure for the year and a balance sheet of assets and liabilities at the end of the year and shall be presented at the Annual General Meeting of the Association for adoption by the Members.
3. Banking arrangements will be entered into in the name of the Association with the Officers and any other person the Committee shall consider appropriate as signatories. The Treasurer shall have primary charge of the account and all signatories shall have

the authority to receive pay or transfer funds by cheque or electronic means. Cash reserves as from time to time agreed by the Committee shall be held in an interest-bearing account.

4. The Committee shall consider annually the need to appoint Auditors and if deemed appropriate shall appoint an Auditor or Auditors of the Association and may fix their remuneration (if any).

13. AMENDMENTS

1. This Constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Association provided that twenty-eight days' notice of the proposed amendment shall have been given to all members.

14. NOTICES

1. Any notice required to be given by this Constitution shall be deemed to be duly given if left at or sent by prepaid post to the address last notified by that member to the Secretary or sent by electronic means to an address provided by the member for that purpose. The accidental failure to give notice of any Meeting to any member shall not invalidate the proceedings in respect of which the notice was given.

15. WINDING UP

1. The Association may be dissolved by a two-thirds majority' of members present at an Annual General Meeting or Special General Meeting of the Association provided that twenty-eight days' notice of the proposed winding up shall have been given to all members.
2. In the event of the winding up of the Association the available funds of the Association shall not be distributed amongst the members but shall be transferred to such one or more voluntary organisations or charitable institutions having objects similar or reasonably similar to those of the Association as shall be recommended by the Committee and approved by the Meeting of the Association at which the decision to wind up is made.
3. On winding up the minute books and other records of the Association shall be deposited with the Westminster City Archives.