



NEWSLETTER

1 / 95

February 1995

EDITORIAL

This Newsletter is to advise everyone about the forthcoming AGM. The formal notice and Agenda are overleaf (page 2). There will be a limited number of spares available at the meeting, so please bring this Newsletter with you. Non-members are welcome, but of course they are not eligible to vote.

Our guest speaker this year will be **Richard Mangan**, Director of the Mander & Mitchenson Theatre Collection. Many of you will recall Richard from the Beckenham Place Park Inquiry as the collection is housed in the Mansion House. As a collection it is highly regarded both nationally and internationally. Richard, as Director, has a background in the theatre, he is also visiting professor to the universities of Virginia and Colorado. In addition we have very reliable reports that he is an excellent speaker: **An opportunity not to be missed**

As usual we will be inviting our Ward Councillors. As the two Bromley Councillors were only recently elected, we hope that they will be able to attend to meet some of the people they represent.

Regarding the business of the AGM, four posts are up for election - Chairman, Secretary, Treasurer and Auditor. All four are prepared to stand again. But, if you want a change, please send your nominations to: **Leslie Tucker,**
5 Bromley Avenue
Bromley, BR1 4BG

We also have to consider the report from the Working Party which was set up at the last AGM, to consider the unresolved proposals for changes to the Constitution. That report is reprinted in full (pages 3-8). The Appendix to that report, the proposed constitution, is included as a centrefold to this Newsletter. The recommended changes are underlined.

Do come along for what promises to be a very interesting evening.

Peter Pain (Editor)

ANNUAL GENERAL MEETING

DATE: Thursday, 2nd March 1995

LOCATION: Bromley Court Hotel
Wellington Room

TIME: 8 p.m.

AGENDA

- 1 Chairman's welcome and introductory remarks.
- 2 Guest Speaker: **Richard Mangan** - A talk on the Mander and Mitchenson Theatre Collection at Beckenham Place Park

***** break for refreshments *****

- 3 Minutes of previous AGM
- 4 Chairman's Report
- 5 Secretary's Report
- 6 Treasurer's Report
- 7 Planning Officers' Reports - - - - - a) Bromley b) Lewisham
- 8 Membership Secretary's Report
- 9 BR Channel Tunnel Rail Link Report
- 10 Determination of Subscriptions for 1995 - 6
- 11 Consideration of the proposed revisions to the Constitution
- 12 Election of Officers

Posts requiring Re-election

Chairman
Secretary
Treasurer
Auditor

Present Holders

- Peter Pain
- Leslie Tucker
- Brian Sanders
- Wally Carlos

OTHER RVPS OFFICERS (MARCH 1995)

Planning Officer (Bromley)
Planning Officer (Lewisham)
Membership Secretary
Newsletter Editor
BR Link / Bromley Committee Reps.
Delegate to Bromley Federation
Delegate to Police Consultative Com.

- Bill Jamieson
- Paul Bennett
- Paul Bennett
- Peter Pain
- George Hodson
- Elizabeth Davies
- Elizabeth Davies

REPORT - CONSTITUTION WORKING PARTY

1 Introduction

- 1.1 At the last AGM (1994) there was a late proposition to amend Section 5 of the Constitution "Accounts". The proposition was composite and in 7 parts.
- 1.2 For convenience Section 5 of the Constitution is reproduced below followed by the amending proposition.

Constitution

1.2.1 5. Accounts

- a) The Treasurer shall cause accounting records to be kept in accordance with requirements of law.
- b) At the Annual General Meeting in every year the Treasurer shall lay before the Society a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. The accounts shall have been properly audited by a person who does not normally attend Members' Meetings.

1.2.2 Amending Proposition

- a) The heading to be changed from Accounts to Finances.
- b) The Society's financial year shall commence on January 1st.
- c) The Treasurer shall keep accounting records in accordance with the requirements of the members in General Committee from time to time.
- d) All incoming monies shall be recorded as income for the financial year in which they are received.
- e) All outgoing monies shall be recorded as expenditure for the financial year in which they are spent.
- f) The accounts shall be properly audited by the person so appointed at the AGM or other person properly co-opted by a meeting of Members.
- g) At each AGM the Treasurer shall lay before the meeting proper income and expenditure accounts together with a balance sheet showing the true financial position of the Society at the end of the relevant financial year.
- h) The officers of the Society shall be jointly but not severally responsible for the finances of the Society.

- 1.3 Items b), d) & e) of the proposition were already on the table for debate at the AGM. Following discussion it was agreed that the financial year should commence on January 1st, that all monies in or out should be accounted in the year that they were received or spent and no attempt should be made to reconcile the difference between the financial year and the membership year. These changes, which were agreed in 1994, are dealt with in Section 5, Clauses b & d of the revised Constitution at Appendix 1.
- 1.4 However, with the agreement of the proposer the other sections of the proposition (a, c, f, g & h) were not considered at the AGM. The reasons for this were that the new Treasurer should be fully involved in any change and some aspects of the remaining sections of the proposition needed deeper investigation. Accordingly it was proposed and accepted at the AGM that a Working Party be set up to consider the issues raised. The Working Party to report back at the 1995 AGM or if urgent, call an Extraordinary General Meeting.

2 The Working Party

The core Working Party consisted of the Chairman, Secretary and Treasurer. In the course of their deliberations they consulted:

Eric Kirk (member and retired Company Secretary)

Alan Marks (ex-member, a previous Treasurer and a Chartered Accountant)

Mark Towse (member, Recorder and legal adviser to a firm of solicitors)

The Civic Trust

The National Council for Voluntary Organisations (NCVO)

And various text books including a digest of the Charities Act.

3 The conclusions of the Working Party are:

- 3.1 Proposition a) Changing the heading of Section 5 from Accounts to Finances. The research by the Working Party led them to the conclusion that both terms should be used. Finances because of the broadness of its meaning and Accounts because it relates to the specifics of recording and presenting the Society's finances.

It is therefore recommended that the heading be:

Finances and Accounts

3.2 **Proposition c)** Deleting "of law" and replacing with "of the members in General Committee from time to time".

This is more contentious. The Working Party were advised by the NCVO that a Society such as ours is referred to as an "Unincorporated Association". However, such associations are charities at law, whether registered with the Charity Commissioners or not. (This is an important point which will be referred to again). From that it follows that our financial affairs should reflect the appropriate practices for a charity and a legal requirement to do so is incorporated in the Charities Acts. In turn this is reflected in guidance issued by the Accounting Standards Committee. Fortunately our present practice, in particular the production of an income & expenditure account and a balance sheet, meets the requirements for the smaller charity. In addition we found that we have a legal requirement to pay tax. In our case we are not liable for Income Tax on interest from investments, but following discussion with the Inspector of Taxes, we find that we are liable for Corporation Tax, despite the fact that we are unincorporated. We have accordingly put that right and the accounts reflect this.

There are therefore, at least two areas of law (Trust law and Tax law) which affect the way we manage our finances. For the benefit of future Officers it is prudent to retain the clause "of law" in section 5a of the Constitution.

However, the foregoing relates as much to the Society's financial management as to accounting records. **The Working Party therefore recommends** that clause 5a of the Constitution should be amended to:

"The Society shall manage its finances in accordance with requirement of law"

3.3 **Proposition g)** A different form of wording for part of the existing clause 5b which requires the Treasurer to produce income and expenditure accounts plus a balance sheet.

The Working Party concluded that the proposed change did not add to the rigour of the existing clause and in some respects weakened it. However, on the advice of the Treasurer they accepted that a minor change to the wording regarding the balance sheet would be more workmanlike.

It is therefore recommended that after balance sheet should be amended to:

"showing the true financial position of the Society at the end of that period".

- 3.4 **Proposition f)** To amend the last sentence of section 5b) by deleting "by a person who does not normally attend Members' Meetings" and replacing with "by the person so appointed at the AGM or other person properly co-opted by a meeting of members".

Here the proposition is in conflict with advice in text books, which highlight the potential danger of the Auditor being perceived as party to a Society's financial affairs. It is prudent to ensure that the Auditor is distanced from these discussions / decisions and is clearly seen as independent.

However, the proposed amendment does reveal that the Constitution does not clearly cover the election of the Auditor at an AGM.

The Working Party therefore recommends:

That proposition f) be adopted, with the addition of the words "That person should not normally attend members' meetings".

- 3.5 **Proposition h)** To add to section 5, "The officers of the Society shall be jointly but not severally responsible for the finances of the Society".

The interpretation of the law by the Legal Department of the National Council for Voluntary Organisations (NCVO) is that this would only be true if the Committee or Officers of a Society took a decision which was **not** covered by the objects of the Society or **without** exercising due care. A result of which was that the Society incurred inappropriate expenses. If the decision was within the Constitution and was taken with due care, then the Society is liable for the expense, but only up to the limit of its assets. Thereafter the people making the decision become liable. There are many exceptions and variations to this. The mere fact of putting such a clause in the Constitution does not absolve individuals - members as well as officers - who are party to a decision from acting rationally, sensibly and carefully. Or, put another way, anyone party to a decision on behalf of the Society should take as much care in their dealings on behalf of the Society as would a reasonable person in the case of their own personal business matters.

Whatever may be put in the Constitution will not affect existing case law if a person or group of people behave without due care.

However, the AGM may consider it beneficial for future decision-makers to add a clause requiring that **"All parties to decisions on behalf of the Society should act with due care and with regard to the objects and resources of the Society".**

If the AGM so decides, then it is the view of the Working Party that the Clause would be best inserted in Section 4 which deals with Members' Meetings.

4 Other Issues Arising

- 4.1 In addition to the foregoing, the Working Party concluded that, compared to model constitutions prepared by the Civic Trust and the National Council for Voluntary Organisations, our objectives may in some circumstances be over restrictive and do not clearly separate Objects and Powers.

The Working Party therefore recommends that Section 1 be rearranged to more readily differentiate between Objects and Powers. They also recommend that Powers be slightly re-worded and that additional clauses be added to ensure that they better reflect the range of activities undertaken in the past and as far as they can foretell, the likely activities in the future.

The recommended changes to section 1 are:

Separate Clause 1 of the old Constitution and make it a new section 1.1 "Objects"

1.1 **Objects of the Society**

To preserve the best and improve the rest of the environment in the Ravensbourne Valley and its surroundings and to work for the benefit of the membership as a whole.

Make new Section 1.2 (Powers) comprising old clauses 1b to e and add two new clauses to make it less restrictive.

1.2 In furtherance of the said objects but not otherwise the Society may:

- a) Monitor planning and other issues, co-ordinate and organise appropriate responses.
- b) Initiate or support such actions that the Society believes would improve the environment of the Valley.
- c) Where appropriate work with other like-minded organisations and individuals.
- d) Act as a non-political pressure group.
- e) Raise funds and invite and receive contributions from any person or persons whatsoever by way of donation, and otherwise; provided that the Society shall not undertake trading in raising funds for its primary purpose.
- f) Do all such other lawful things as are necessary for the attainment of the said purposes.

4.2 Study of the model constitutions also led the Working Party to the conclusion that Section 2 of the Constitution was too restrictive regarding boundaries and also prevented the creation of different classes of members, e.g. associate members. Something, which although there is no pressing need at present, could be advantageous in the future. The following additions are recommended to meet such needs:

2 a) Membership shall be open to all residents in the general area bounded by:

2 c) Unless agreed otherwise by a majority at a General Meeting, registered members shall cease to be members if they:

Resign,

or - leave the area defined in 2a above

or - cease paying subscriptions for two consecutive years.*

or - are expelled by a majority vote at a General Meeting

(*previously covered at 3e)

4.3 Some minor re-arrangement and amalgamation of existing clauses are also recommended without changing the meaning. These minor changes are indicated in the revised constitution at Appendix 1 by an asterisk and explanatory notes in brackets.

5 Conclusion

5.1 The Working Party commends the proposed amendments to the constitution to the membership at the AGM.

5.2 So that the recommended changes can be seen in context and as a basis for debate at the AGM, the draft Revised Constitution has been reproduced in full and is appended to this report. The proposed changes are underlined and any minor re-arrangements for clarity or rationality have been marked with an asterisk plus an explanatory note. Anything not underlined or marked with an asterisk is unchanged from the present Constitution.

-End-

P.W. Pain (Chairman)

L. Tucker (Secretary)

B. Sanders (Treasurer)



**RAVENSBOURNE VALLEY PRESERVATION SOCIETY
REVISED CONSTITUTION (March 1995)**

(SUBJECT TO ACCEPTANCE AT 1995 AGM).
(Proposed revisions underlined).

1.1 Objects of the Society

To preserve the best and improve the rest of the environment in the Ravensbourne Valley and its surroundings and to work for the benefit of the membership as a whole.

1.2 In furtherance of the said objects but not otherwise the Society may:

- a) Monitor planning and other issues, coordinate and organise appropriate responses.
- b) Initiate or support such actions that the Society believes would improve the environment of the Valley.
- c) Where appropriate work with other like minded organisations and individuals.
- d) Act as a non-political pressure group.*
- e) Raise funds and invite and receive contributions from any person or persons whatsoever by way of donation, and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose.
- f) Do all such other lawful things as are necessary for the attainment of the said purposes.

*(wording rearranged).

2 Membership of the Society

- a) Membership is open to all residents in the general area bounded by:
 - To the West - Downs Hill and Ravensbourne Avenue.
 - South - Beckenham Lane.
 - East - Highland, Oaklands and Coniston Roads.
 - North - Ashgrove Road to Ravensbourne BR Station and Crab Hill.
- b) A Register of Members shall be maintained in a manner which shows the name and address of such Members.
- c) Unless agreed otherwise by a majority at a General Meeting, registered members shall cease to be members if they:-
 - Resign,
 - or - leave the area defined in 2a above
 - or - cease paying subscriptions for two consecutive years.*
 - or - are expelled by a majority vote at a General Meeting.

(* previously covered at 3e)

Subscriptions

- a) One full membership subscription shall cover all residents at the same address.
- b) The amount of the subscription shall be determined by a majority at the Annual General Meeting.
- c) The subscription year shall commence on the 1st July each year.
- d) Subscriptions are payable annually in advance.
- e) Subscriptions shall normally be collected by the Road Representatives and passed to the Treasurer. Road Representatives will at the same time send an update of members to the Membership Secretary.

Members Meetings

- a) The prime duty of the Members Meetings is to manage the Society's affairs between General Meetings.
- b) No person who is not a member of the Society shall be eligible to be an Officer of the Society nor attend the Members Meetings other than as a co-opted member.
- c) The Members Meetings shall consist of no less than four members, excluding co-opted members.
- d) The Officers of the Society shall be Chairman, Secretary and Treasurer, all of whom shall be elected annually at the Annual General Meeting. If an Officer shall cease to hold office, the next Members Meeting shall have the power to elect a successor to hold office until the next Annual General Meeting.
- e) No Officer should hold office for more than five years.
- f) The Members Meetings shall resolve any differences by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- g) The Members Meeting shall normally meet bi-monthly, but not less than four times a year.
- h) All Members Meetings shall be open, and paid up Members are entitled to vote.
- i) The dates and venues of Members Meetings shall be published in the Newsletter or by such other means as may be appropriate. Accidental omission to give notice, or non receipt of notice, shall not invalidate the meeting.
- j) Members Meetings shall agree specific responsibilities for members as may be necessary from time to time.
- k) Members Meetings may create Working Parties to further the objects of the Society. Any Working Party so created shall report back to the Members Meetings at its regular meetings. The Society's Chairman shall be an ex-officio member of all Working Parties.
- l) Members Meetings may co-opt non-members to attend Members Meetings or act on Working Parties. Co-opted members shall not have any voting powers
- m) No member shall derive financial benefit from membership of the Society.

- n) Authorised incidental expenses up to a limit of £100 incurred on behalf of the Society may be submitted to the Treasurer for repayment by the next Members Meeting. Expenses in excess of £100 shall require the prior approval of a Members Meeting. Wherever possible receipts must accompany the submission.
 - o) Members Meetings shall cause minutes to be made of all decisions at their meetings. Copies of the minutes of the last meeting should be available for the next meeting at which they should be submitted for acceptance as a true record.*
 - p) All parties to decisions on behalf of the Society should act with due care and with regard to the objects and resources of the Society.
- (* wording rearranged for clarity)

5 **Finances and Accounts**

- a) The Society shall manage its finances in accordance with the requirements of Law.
- b) The Society's financial year shall commence on 1st January.
- c) At the Annual General Meeting in every year the Treasurer shall lay before the Society a proper income and expenditure account for the period since the last preceding account together with a balance sheet showing the true financial position of the Society as at the end of that period.
- d) The accounts shall reflect the recommended practice for small charities as jointly published by the Institute of Chartered Accountants and kindred bodies.
- e) The accounts shall have been properly audited by a person so appointed at the previous AGM or other person properly co-opted at a Members Meeting. The person appointed as Auditor should not normally attend Members Meetings.

6 **Annual General Meetings**

- a) The Society shall hold an Annual General Meeting in every calendar year at such time and place as may be determined at a Members Meeting, provided that every AGM shall be held not more than fifteen months after the last preceding AGM.
- b) The following business shall be transacted at the AGM:
 - Minutes of the previous AGM.
 - Consideration of the reports prepared by Officers.
 - Consideration of the audited income and expenditure account, balance sheet and Auditor's report.
 - The fixing of the annual subscription payable by members.
 - The election of officers.
 - The appointment of the Auditor.
- c) If, in any year, no Annual General Meeting is called within eighteen months of the last AGM, an AGM may be called by any two paid up members giving

at least 28 days notice of the time, date and place of such meeting by public advertisement and by such other means as is reasonably practicable to bring it to the notice of all registered members. A meeting so called shall be a valid AGM for all purposes, including the election of officers.

- d) If within half an hour from the time appointed for the holding of an AGM a quorum of ten members is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or as may be decided.

7 Changing the Constitution

- a) The Constitution can only be altered at a General Meeting of the membership and any alteration shall require approval by a minimum of 75% of the members at the meeting. Notice of the meeting must specify what changes are proposed.

8 Termination of the Society

- a) The Society can only be terminated at a General Meeting of the membership and shall require approval of 75% of the members present at the meeting. Notice of the meeting must specify the motion for determination.
- b) After meeting all liabilities any assets of the Society shall be dispersed as determined at that meeting.

**** END ****