

THE LEINSTER SQUARE GARDENS ASSOCIATION RULES 14 October 2008

1. NAME

The name of the Association is "The Leinster Square Gardens Association" (hereinafter called "the Association").

2. OBJECTS

The main object of the Association is to maintain and preserve the gardens known as Leinster Square Gardens, Leinster Square, London W2 (hereinafter called "the Garden") as an ornamental garden for the use and enjoyment of members of the Leinster Square Gardens Association and for this purpose to regulate all matters incidental thereto,

and to ensure that the Garden is never:

- (i) taken over by any commercial interest
- (ii) developed or used in any way to the exclusion of some members
- (iii) used in any way which would disturb the current tranquility of the Garden thereby spoiling the enjoyment of members

3. CONSTITUTION

The Association is an unincorporated association of members and is the beneficial owner of the entire issued share capital of Leinster Square Gardens Limited (*incorporated 14 May 1976, Company Number 1258538*) (hereinafter called "the Company") which owns the freehold title to the Garden.

4. PROVISION OF GARDEN

The Association will procure that the Company provides the Garden for the use of members and all other persons so entitled subject to their compliance with any conditions, rules and Byelaws in relation thereto and that the Company is solely responsible for the management and maintenance thereof and all connected expenses including the engagement of any employees or contractors and all other matters involving expenditure of money. Any act of any member of the Committee referred to in Rule 23 (hereinafter called "the Committee") in respect of the management, maintenance or other matters referred to above shall be deemed to be done by him as an officer of the Company.

5. ELIGIBILITY FOR MEMBERSHIP

Any person shall be eligible for membership of the Association who is (in the case of an individual) at least 18 years of age and

- (a) occupies as their residence any building or part thereof in any of the roads named *Leinster Square* or numbers 1, 3, 5, 7, 9, 11, 13, 15, 17, 19, 4, 4a, 6, 8, 10, 14, 20 in Hereford Road (any such building or part thereof being hereinafter called a "qualifying building") or

- (b) is the beneficial owner of the freehold or of a lease with at least ten years to run of a qualifying building or part thereof

Provided that

- (i) not more than one person from any one household shall be eligible for membership at any time and
- (ii) where several buildings in Leinster Square are used for substantially the same business in common ownership or are used as hostels/hotels not more than one person shall be eligible for membership in respect of such buildings.
- (iii) where one or more Qualifying Building or part thereof is owned by one individual, that owner shall be entitled to one membership only
- (iv) in a multiple-occupancy *Qualifying Building* the leaseholders shall be eligible for membership and the freeholders, who may be the same individuals or organizations, shall not be eligible, except in their capacity as leaseholders.

6. ADMISSION TO MEMBERSHIP

- (a) Any person (which shall be deemed to include a corporate body), eligible for membership, may apply to the Committee to become a member and the Committee shall (subject to sub-para (c) hereof) admit the applicant as a member subject to the applicant's payment of the first annual subscription which includes the membership fee for the Association and to receiving from the applicant such evidence that the applicant is eligible for membership as the Committee shall reasonably require, and shall request the Secretary to inform the prospective member of their decision. If such first subscription or evidence has not been received by the Secretary within 30 days of the Secretary giving notice of the Committee's decision to the prospective member, the application shall lapse.
- (b) Upon receipt by the Secretary of the annual subscription and evidence as aforesaid following the Committee's decision as above the applicant shall become a member of the Association and be entitled to all the privileges of membership and shall be deemed to have agreed to be bound by the Rules of the Association (hereinafter called "the Rules") and all byelaws made in accordance therewith (hereinafter called "the Byelaws")
- (c) The Committee may not admit to membership any person who is not eligible for membership and shall be entitled to refuse to admit to membership any person
 - (i) who has previously been expelled from membership; or
 - (ii) who is a member of a household whose member has previously been expelled from membership; or
 - (iii) who owes arrears of annual subscription or any other amount of money to the Company, or
 - (iv) whom the Committee, on reasonable grounds, consider otherwise unsuitable for membership

7. ANNUAL SUBSCRIPTION

- (a) The annual fee for membership of the Association is considered part of the annual subscription to the Company.

- (b) Every member shall pay to the Company such annual subscription towards maintenance and other charges relating to the Garden for each annual period in any year or part thereof as the Committee shall decide.
- (c) If any member does not pay the annual subscription aforesaid to the Secretary within 60 days of its demand, the member's membership of the Association shall lapse, provided that the Committee may at their discretion restore him to membership upon payment of all arrears of membership fee and subscription then due.

8. RIGHTS AND LIABILITIES OF MEMBERS

- (a) Subject to the Rules and Byelaws every member is entitled to use and enjoy the Garden (in common with all other persons so entitled) but shall not by reason of membership be under any financial liability except for payment of the annual subscription to the Company and as provided in sub-paragraph (b) hereof.
- (b) Every member shall be entitled to the use of a key to the Garden on payment of such deposit as the Company shall from time to time decide, but such key shall remain the property of the Company, must not be duplicated or transferred and must be returned to the Secretary forthwith upon the member ceasing to be a member. If a key is lost a substitute will only be issued upon payment of such sum as the Company shall deem appropriate.
- (c) Every member may admit members of their household and their *bona fide* guests and their employees to the Garden but the member is responsible for the good behaviour of such persons and must ensure their observance of the Byelaws.
- (d) Every member shall be entitled to a copy of the Rules and Byelaws and to inspect the list of members and minutes of general meetings of the Association.
- (e) It is the obligation of members to keep the Secretary of the Association informed of their current contact details.

9. CESSATION OF MEMBERSHIP

Any member to whom the rules of eligibility for membership set out in Rule 5 cease to apply shall forthwith cease to be a member of the Association.

10. RESIGNATION

A member may resign their membership at any time by letter to the Secretary but shall not be entitled to any remission of their subscription for the current year.

11. EXPULSION

The Committee may expel from the Association any member the conduct of whom or of those for whom the member is responsible hereunder is in the opinion of the Committee injurious or prejudicial to the use or enjoyment of the Garden by other members. Before a member is expelled their conduct shall be inquired into by the Committee and the member shall be given a full opportunity to defend, justify or explain their conduct. If the Committee is of the opinion that the member has been guilty of such conduct as aforesaid and that the member has failed to justify or explain it satisfactorily the Committee shall call upon the member to resign and if the member

does not resign shall expel him. A member so expelled shall forfeit all the privileges of membership.

12. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting ("AGM") of the Association shall be held once in every year on a date to be appointed by the Secretary for the purpose of electing members to serve on the Committee and officers of the Association and any other business set out in the notice of AGM.
- (b) At least six weeks before the AGM the Secretary shall give advance warning of the AGM to members by notice delivered to members. Such notice shall request members to supply the Secretary with details of any matters they wish to raise at the AGM by a date not later than 4 weeks before the AGM. The Secretary shall include such matters in the notice of AGM if they are supported by a request from at least 5 members and the Secretary may at the discretion of the Committee include any matters not so supported. The Secretary shall give 3 weeks notice of the AGM to each member specifying the business to be transacted.
- (c) If the Secretary has not called an AGM by 1st November in a year any 5 members may call an AGM by giving notice to members at least 21 days before the date appointed by them for the meeting. Such notice shall specify the business to be transacted at the AGM.
- (d) The AGM agenda shall include:
 - (i) Receiving a report by the Chair on the activities of the past year
 - (ii) Receiving a report by the Chair on the activities the outgoing Committee suggests the incoming Committee might usefully consider
 - (iii) Approving the accounts of the Association (that shall include the accounts of the Company).
 - (iv) Receiving a report on the Membership situation (the number of paid-up members; the number of new members admitted/lost during the previous year)
 - (v) Receiving a report on the key-holder situation (the number of paid-up key-holders; the number of key-holders admitted/lost during the previous year)
 - (vi) Reviewing and approving the Member subscription rate set by the Committee for the forthcoming calendar year.
 - (vii) Reviewing and approving the Keyholder subscription rate set by the Committee for the forthcoming calendar year.
 - (viii) Considering and if deemed appropriate approving the appointment of the auditors/qualified accountant for the Association accounts (which shall include the Company accounts)
 - (ix) Electing the Committee

13. SPECIAL GENERAL MEETING

- (a) A Special General Meeting ("SGM") may be called at any time by the Secretary or Committee giving at least 10 days' notice to each member.
- (b) The Committee must if so requested in writing by 20 or more members call an SGM within 21 days of receipt of such request. If they do not the said

members may call a meeting by giving 21 days' notice of such meeting to the members.

- (c) No business other than that specified in the notice shall be transacted at a SGM.

14. Attendance Record

The Honorary Secretary shall create an attendance record for each general meeting of the Association. Every attendee shall fill in their name, physical address, and their signature.

15. Register of Association Members

The Honorary Secretary shall produce a register of Association Members at all General Meetings of the Association. If the right to vote at any meeting is challenged, all those members in good standing and recorded as having a vote and as being fully paid-up with their Subscription, may exercise their vote at the meeting.

16. Conflict of Interest

Any person having a conflict of interest, direct or indirect, pecuniary or otherwise, in any part of the business of a meeting shall declare that interest at the start of the meeting. It shall be the decision by simple majority of those voting members present whether that person shall be excluded from the room or from debating or voting on the matter in question.

17. QUORUM

No business shall be transacted at any general meeting of the Association unless a quorum is present. A quorum shall be 7 members at AGM and 7 members at SGM.

18. VOTING

- (a) At all general meetings of the Association every member shall be entitled to be present and to have one vote. Members from hotels or other organisations, or individuals, occupying more than one building shall have one vote per building.
- (b) Proxy votes are permitted at General Meetings with the following conditions:
- (i) Non-Members may present proxy votes.
 - (ii) Only one proxy may be presented by each person at a General Meeting.
 - (iii) Proxies may be *general* or *specific* as determined by the Committee and informed with the notice of the General Meeting. In the case of a *general proxy*, the person presenting the proxy may vote freely on behalf of the proxied member. In the case of a *specific proxy*, the proxy form must include details on the voting preferences of the proxied member.
 - (iv) Proxies must be in writing and must be signed and dated by the Member.
 - (v) A proxy shall be valid only for the General Meeting stated in the notice and any adjournments of that meeting.
 - (vi) Any proxy may be withdrawn by the Member who authorised it at any time before it is used.
- (c) Voting at general meetings shall be by a show of hands or otherwise as the Chairman may direct. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

- (d) The Chairman's decision as to the result of the voting on any question shall be final and an entry in the Minute Book signed by the Chairman of the meeting within 14 days of the holding of the meeting shall be conclusive of the terms of any resolution and of its having been passed.

19. CHAIRMAN

- (a) The Chairman shall be elected by the members of the Association at the AGM for a period expiring at the next following AGM.
- (b) At all general meetings the Chairman of the Committee shall preside. If he is not present within 20 minutes after the time appointed for holding the meeting, the meeting shall choose its own Chairman from the other Committee members present but if none are present then from the other members of the Association present.

20. MINUTES

The Secretary shall record in a Minute Book the proceedings of general meetings.

21. SECRETARY

- (a) The Secretary shall be elected by the members of the Association at the AGM for a period expiring at the next following AGM.
- (b) In the event that the elected Secretary is no longer able to continue, the Committee can appoint an interim Secretary for the period until the next General Meeting.
- (c) Should no Member wish to stand as Secretary, a willing person from a non-qualifying building in the vicinity of Leinster Square may be appointed Secretary and admitted to Membership. Provided s/he has served for a minimum of twelve calendar months s/he may remain a Member after his/her term of office has expired for the duration of his/her residence at the same address.

22. TREASURER

The Treasurer shall be elected by the members of the Association at the AGM for a period expiring at the next following AGM. The Chairman is not eligible to stand as Secretary.

23. ELECTION OF COMMITTEE

- (a) The Committee shall consist of not more than 12 nor less than 6 members and shall consist of the Chairman and Secretary and Treasurer (hereinafter called "the Officers"), together with such other members as shall have been elected by the members of the Association at the AGM and who remain eligible for membership.
- (b) All members of the Committee including officers shall retire each year at the end of the AGM. The retiring members of the Committee can stand for re-election if they remain eligible for membership.
- (c) Candidates for election to the Committee must be proposed and seconded by members and names of candidates must be submitted to the Secretary at least 7 days before the date of the relevant AGM.

- (d) The members of the Committee shall, subject to termination of office by resignation or otherwise remain in office until their successors are elected at the AGM next following their election. The Committee shall have power to fill any vacancy that may occur.

24. REMOVAL OF COMMITTEE MEMBERS

Members of the Committee may be removed by a resolution of a general meeting passed by at least three quarters of the members present.

25. POWERS OF COMMITTEE

- (a) The Committee shall exercise the powers given to it by the Rules and such other powers of Management as the affairs of the Association may from time to time require.
- (b) The Committee may from time to time make vary and revoke Byelaws not inconsistent with the Rules for the regulation of the use of the Garden and conduct of members and their visitors therein. All Byelaws shall, until revoked by the Committee, be binding on all members.
- (c) The Committee shall not enter into any agreement, commercial or otherwise, for anything other than a single use of the garden by an organization without it first being approved by a General Meeting of the Association.
- (d) Upon application by persons residing in streets in the vicinity of the Garden who are not eligible for membership, the Committee may in its discretion allow access to any of such persons and supply them with keys upon payment of such annual subscription and on payment of such deposit for keys and on such other terms as the Committee shall think fit and such persons shall be subject to the Byelaws. The Committee may also in its discretion terminate any such arrangements at any time. Such persons shall be known as *Keyholders*. Persons residing in a Qualifying Buildings or part thereof who are ineligible for Membership (e.g. rental tenants) but who apply for a key shall be given preference over those applying from non-Qualifying Buildings. The number of Keyholders shall be limited to the number determined by a general meeting from time to time.

26. EXPENSES OF COMMITTEE

All expenses of the officers and Committee properly and reasonably incurred on behalf of the Association will be reimbursed by the Association.

27. PROCEEDINGS OF COMMITTEE

- (a) Subject to the Rules the Committee shall regulate their own procedure.
- (b) Meetings of the Committee shall be called by the Secretary at least four times a year. Additional meetings may be called by him and shall be called at any time if requested by the Chairman or at least one third of the members of the Committee.
- (c) At least 15 days' notice of meetings shall be given to all members of the Committee unless all members of the Committee for the time being waive notice.
- (d) The smaller of five or at least one half of the members of the Committee shall be a quorum.

- (e) Every member of the Committee shall have one vote and in the case of equality of votes the Chairman of the Meeting shall have a casting vote.
- (f) The Committee shall appoint from amongst their number the Directors and Secretary of the Company from time to time.
- (g) The Secretary shall keep minutes of the proceedings of each meeting which shall be confirmed at the next meeting.
- (h) Committee may decide issues of urgent business by communication between Members of the Committee, by agreement with the Chairman. Such matters shall be reported to the next Committee meeting.

28. NOTICES

All notices required by the Rules or Byelaws to be given to members shall be by email or if requested by a member in hard copy delivered to the member's address, and either sent by post or delivered by hand and a member shall be deemed to receive a notice when it would have been delivered in the usual course of email or post or if delivered by hand when it is delivered to their address. Accidental omission to deliver notice to any member shall not invalidate such notice or the meeting or other matters to which it refers.

29. AMENDMENT OF RULES

- (a) The Rules may be revoked, altered or added to by a resolution passed by not less than 75% of the members attending a General Meeting at which not less than 20% of current members are present.
- (b) Proposed changes to the Rules must be distributed to all members at the time of the notice of the General meeting at which they will be considered and must contain the current text, the proposed text and the reason for the proposed amendment.

30. DISSOLUTION

- (a) Should the Committee, by a simple majority, decide that, on grounds of finance or otherwise, it should be necessary or advisable to dissolve the Association, it shall call a Special General Meeting for this purpose. The Association may be dissolved by a resolution passed at a Special General Meeting of Members called for that purpose.
- (b) The Association may be dissolved by the assent of not less than 75% of members attending a General Meeting at which not less than 20% of current members are present.
- (c) In the event that a proposal for dissolution of the Association is carried, the Committee shall be empowered to dispose of any assets remaining after satisfaction of any proper debts and liabilities. The remaining assets shall be given or transferred to other institutions having aims similar to that of the dissolved Association. In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association

These Rules of the Leinster Square Gardens Association were adopted by a General Meeting of Members of the Association on the 14 October 2008.