

FRIENDS OF KNOLLS WOOD

REVISED ARTICLES OF ASSOCIATION *(adopted 19th March 2024)*

1. NAME

The name of the Association is the "Friends of Knolls Wood" *(Formed in 1979 as The Knolls Wood Preservation Society, name changed in 1986 to The Knolls Wood Association before adopting its current name in 2007).*

2. OBJECTS

The Association is established for the public benefit for the following purposes over a triangle of land (comprising some 3 hectares / 7.4 acres) remaining from the ornamental woodland grounds of "The Knolls", situated to the East of Plantation Road on the Northern edge of Leighton Buzzard - in the area bounded by Sandy Lane (to the North) Plantation Road (West & South) and Heath Park Road & Copper Beech Way (East), encircling but excluding Redwood Glade which area, the area of benefit, shall hereinafter be referred to as "the Knolls Wood". The total area of benefit is further defined on the appended map.

(a) To assist the Central Bedfordshire Council ("the CBC") *(being the owner and responsible for the Knolls Woods since 2009 Local Government Restructuring)* in the realization of its Management Plan for the Knolls Wood, its objects including:

(i) To develop and manage the area for public access in as safe and as natural a way as possible, and in keeping with its character and landscape.

(ii) To maintain the existing wide range of specimen trees for as long as possible consistent with public safety.

(iii) To manage the woodland as an intimate mixture of species and age classes.

(iv) To display the specimen trees to the best of their advantage.

(v) To introduce as replacement trees exotic species of coniferous and deciduous plants, as well as shrubs, to maintain the interest as an arboricultural collection.

(vi) Where appropriate to create vistas and glades, sowing ground flora wild seed mix.

(vii) To support wildlife habitats and enhance the value of the area for nature conservation where possible.

(b) To provide or organise such Volunteer help as is approved by the CBC to assist with work such as species and site monitoring; clearing litter, dumped objects or garden waste; the selective clearance of and new planting in areas of the Knolls Wood which the management plan might require subject to such proper supervision and control as may be deemed necessary by the CBC or the Greensand Trust.

(c) To assist the CBC in keeping local residents informed of all aspects of the future management and control of the Knolls Wood.

(d) To provide an appropriate point of reference for residents and for users of the Knolls Wood to direct suggestions, questions, or complaints to the CBC for comment or decision.

(e) To consult with the CBC with respect to present and future proposals relating to the Knolls Wood.

(f) To support the CBC in the enforcement of any Byelaws which may be made in respect of the Knolls Wood.

(g) To assist in surveying and monitoring the Knolls Wood in association with interested specialists.

(h) To maintain the Association's website and other electronic social media for the promotion of the Association's activities, and assist the preparation of booklets or other materials, providing information on aspects of the history of the Knolls Wood both for the better informing of the general public and to facilitate and encourage the use of Knolls Wood as an educational resource.

(i) To organize events and communications to promote public awareness and understanding.

(j) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, providing that the Association shall not undertake any permanent trading activities in raising funds for its primary purpose.

(k) To promote or assist in promoting such activities of a charitable nature throughout the area of benefit as are consistent with the above objects and with maintaining and increasing the plant, insect, bird, animal, and other forms of wildlife within the area of benefit and no other such charitable activities whatsoever.

(l) To do such other things as are necessary for the attainment of the above objects.

3. MEMBERSHIP

Membership shall be open to persons of all ages who are interested in actively furthering the purposes of the Association. Applications received will be collated and reported to the Executive Committee by the Secretary who will maintain a list of all Members and their contact details. A Member may resign their membership at any time in writing (by email or post) to the Secretary.

No Member shall be able to vote at any meeting of the Association if their subscription (if levied) is in arrears. If a subscription is unpaid two months after it is due their membership may be terminated by decision of the Executive Committee.

Applications may be rejected and memberships may be terminated for good reason (if for example a Member does something which goes against the aims and best interests of the Association), subject to the Member (accompanied by a supporter should they choose) having the right to be heard by the Executive Committee before its final decision is made.

4. SUBSCRIPTIONS

The annual subscription was last set at:

Household Membership £5 (carrying two votes)

Individual Membership £2 (carrying one vote)

payable on or before 1 May each year. The Executive Committee shall have the power to vary the annual subscription from time to time but any increase must be agreed in a General Meeting. Before the adoption of these Revised Articles the Executive Committee had determined that subscriptions might be waived, indefinitely; Members will be notified if they are to be reintroduced.

5. MEETINGS

An Annual General Meeting shall be held in or about May or June of each year and within 15 months of the previous AGM to receive the Executive Committee's Chair's report and the Treasurer's with unaudited financial statements (in lieu of audited accounts unless or until either the Executive Committee or the Members in General Meeting may determine an audit is appropriate for the Association and decide to appoint auditors) and to elect the Members of the Executive Committee. The Executive Committee shall decide when Ordinary meetings of the Association shall be held and give at least 14 days' notice of such meetings to all Members.

Special General Meetings of the Association shall be held if called for by the majority of the Executive Committee or at written request of Members representing not less than 10 per cent of the existing membership of the Association (whose current subscription (if levied) is fully paid up) giving the Secretary written reasons for their request.

General Meetings may be held in person, by telephone or video conferencing facility for which the usual quorum requirements will apply. In exceptional circumstances it might be possible to achieve decisions by written resolution including by email.

Five Members in person or 10% of the membership (whichever is the greater number) personally present or having appointed a proxy shall constitute a quorum for a General Meeting of the Association; Members unable to attend or to take part in the appointed manner shall be entitled to cast their vote by means of a proxy delivered to the Chair of the Association not later than 24 hours prior to the time appointed for the meeting and they shall be included in the quorum count and on the decision.

Members will be entitled to attend, to speak and to vote at General Meetings. Meetings will be open to others who may be interested in finding out more about the Knolls Wood, the Association or its activities, to attend and at the Chair's invitation to speak but with no right to vote. The Executive Committee may organize further presentations that may be of interest beyond the formal business of Meetings.

Resolutions will be decided by a simple majority of those Members (whose current subscription (if levied) is fully paid up) present in person or voting by proxy by a show of hands or a ballot, as the Chair may select or should any member present request the privacy of a ballot. In the event of an equality in the votes cast at any General Meeting of the Association, the Chair shall have a second casting vote.

6. MANAGEMENT

The Executive Committee shall be responsible for the management and administration of the Association and exercise powers under these rules. The Executive Committee shall consist of: the Officers - Chair, Secretary and Treasurer, and not less than 3 and not more than 6 others. The Executive Committee shall have the power to co-opt further members (who shall attend in an advisory and non-voting capacity) and to fill casual vacancies occurring among its Members.

A representative from the CBC (eg Senior Countryside Officer) and the Greensand Trust (eg Ranger) will be expected to attend Executive Committee meetings.

The Executive Committee shall meet not less than four times a year at intervals of not more than three months, or as frequently as required to meet its aims and the Secretary shall give all Executive Committee Members not less than 7 days' notice of each meeting and see that dates

are publicised to the Association's Members. The Secretary will prepare minutes of meetings together with a record of decisions taken by any means. The quorum for decisions to be taken shall comprise three Executive Committee members at least one of whom must be an Officer (unless its purpose is to convene a General Meeting to appoint those essential Officers). Decisions shall be by consensus or voting on a show of hands. If there is a tied vote the Chair shall have a second casting vote.

All members of the Executive Committee shall relinquish their office every year and be eligible for re-election at the Annual General Meeting. Nominations for the election of Members of the Executive Committee shall be made at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. If no such nominations are received, the Chair shall accept nominations at the Annual General Meeting. The election shall proceed individually and in the following order: Chair, Secretary, Treasurer, other members of the Executive Committee. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined.

Nominees for election as members of the Executive Committee shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Association.

7. SUB-COMMITTEES

The Executive Committee may constitute such sub-committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chair and Secretary of each sub-committee shall be appointed by the Executive Committee and all such actions and proceedings of each sub-committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Sub-committees shall be subordinate to and may be dissolved by the Executive Committee.

8. DECLARATION OF INTEREST

Any member of the Executive Committee or sub-committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which they are present must declare such interest and they shall not discuss or vote on it.

9. EXPENSES OF ADMINISTRATION AND APPLICATION OF FUNDS

The Executive 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 Executive Committee in furtherance of the objects of the Association.

10. FINANCE AND INVESTMENT

Any Bank accounts opened for the Association shall be in the name of the Friends of Knolls Wood and operated in accordance with a mandate decided by the Executive Committee. Monies belonging to the Association not required for immediate application for its purposes, shall be invested by the Executive Committee in accordance with the Trustee Act 2000 or any subsequent legislation.

11. AMENDMENTS

This Constitution may be amended by a two-thirds majority of those Members (fully paid-up if subscriptions levied) present in person or counted as voting by proxy, voting by means of a show hands or a ballot (as the Chair may select or should any Member present request the privacy of a ballot), taken at an Annual General Meeting or Special General Meeting of the Association (Members not present in person shall be entitled to cast their vote by means of a proxy delivered to the Chair of the Association not later than 24 hours prior to the time appointed for the meeting and they shall be included in the quorum count and their vote included towards the required majority), provided that 28 days' notice of the proposed amendment has been given to all Members.


12. NOTICES

Any notice required to be given by these Rules shall be deemed to be duly given if sent by email to the last notified email address for Members who have agreed or elected to receive communications in that manner (the Association's normal method), or left at or sent by prepaid post addressed to the address of that Member last notified to the Secretary if necessary. Notices of meetings must give details of the business to be conducted, the venue or dial-in or access codes, date, time, and agenda. Notices will also be promulgated via the Association's website, Facebook, Instagram, and other electronic/social media platforms and on Notice Boards or other means the Executive Committee may select according to the circumstances, to assure the widest notification of events.

13. **WINDING UP**

The Association may be dissolved by a two-thirds majority of those Members (fully paid-up if subscriptions levied) present in person or counted as voting by proxy and voting by means of a show hands or a ballot (as the Chair may select or should any member present request the privacy of a ballot), taken at an Annual General Meeting or Special General Meeting of the Association (Members not present in person shall be entitled to cast their vote by means of a proxy delivered to the Chair of the Association not later than 24 hours prior to the time appointed for the meeting and they shall be included in the quorum count and their vote included towards the required majority). If a motion for the dissolution of the Association is to be proposed at an Annual General Meeting or a Special General Meeting, this motion shall be referred to specifically when notice of the Meeting is given.

In the event of the dissolution of the Association, the available funds of the Association shall be transferred to such one or more charitable institutions having as objects similar or reasonably similar to those previously set out, or to the Greensand Trust provided it undertakes to use these funds for the purposes of the Knolls Wood, as shall be chosen by the Executive Committee and approved by the Meeting of the Association at which the decision to dissolve the Association is confirmed. On dissolution, the Minute books and such other records of the Association shall be deposited with the archives of the CBC, any statutory successor or their nominee.

 <p><small>Reproduced from an Ordnance Survey Map with permission of the Controller of HMSO. Crown Copyright. Licence number 100049029</small></p>		<p><i>These Revised Articles of Association were agreed and adopted as the Constitution of the Friends of Knolls Wood at a Special General Meeting held on 19th March 2024</i></p> <p>Date: 19th March 2024</p> <p>Name and position: Clive Atkins Chair</p> <p>Name and position: Diane Liness Secretary</p>
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