

# **RULES OF THE KENSINGTON GARDENS SQUARE GARDEN ASSOCIATION**

## **1. Name**

The name of the Association is “The Kensington Gardens Square Garden Association”.

## **2. Objects**

The object of the Association is to maintain and preserve the small and large gardens known as Kensington Gardens Square, London W2 (hereinafter called “the Gardens”) as an ornamental garden for the use and enjoyment of the residents and owners of the property whose houses form part of the original designated Kensington Gardens Square, London W2 and, for this purpose, to regulate all matters incidental thereto.

## **3. Constitution**

The Association is an unincorporated association.

## **4. Eligibility of Membership**

(a) Any person shall be eligible for membership of the Association who is the freeholder of any building or buildings which form part of the original designated Kensington Gardens Square, London W2 and has so owned it for at least 1 month prior to application for membership provided that where several buildings in Kensington Gardens Square are in common ownership not more than one person shall be eligible for membership in respect of such buildings.

(b) A person elected to membership shall represent all persons resident in the premises to which his membership applies.

(c) There will be no individual membership and only freeholders / leaseholders / permanent residents of fully paid up frontages will be entitled to access. **Added 21.11.2006**

## **5. Admission to Membership**

(a) Upon receipt by the Secretary of the annual garden rate, an applicant shall be a member of the Association and entitled to all the privileges of membership and shall be deemed to have agreed to be bound by the Rules of the Association (“the Rules”) and all Byelaws made in accordance therewith (“the Byelaws”).

(b) The Committee shall 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 unless fresh circumstances arise that result in the Committee determining to absolve that expulsion; (ii) who owes arrears of annual garden rate or any other amount to the Association; or (iii) whom the Committee considers, in its discretion, otherwise unsuitable for membership.

## **6. Membership Fee**

(a) The annual garden rate shall be determined by the Committee.

(b) Every member shall pay to the Association an annual garden rate towards maintenance and other charges relating to the Garden for each period from 1 April to 31 March in any year or part thereof as the Committee shall decide.

(c) If any member does not pay or has not entered into an agreement with the

Committee to pay the annual garden rate to the Secretary on behalf of the Association before the end of three months from the date of the invoice rendered for that year his membership shall lapse, provided that the Committee may in their discretion restore him to membership upon payment of all arrears of annual garden rates.

**7. Rights & Liabilities of Members**

(a) Every member shall, subject to the Rules and Byelaws, be entitled to use and enjoy the Gardens but shall not be reason of his membership be under any financial liability except for payment of his annual garden rate to the Association and as provided in subparagraph (b) hereof.

(b) The Gardens will be kept locked. Every member or any residents in the property which he represents including short-term tenants and residents of housing associations (hereinafter referred to as “users of the gardens”) shall be entitled to use of a key to the garden upon payment of such deposit as the Committee shall from time to time decide, but such key shall remain the property of the Association and must be returned to the Secretary forthwith by the member upon ceasing to be a member. If a key is lost, a substitute will only be issued upon payment of such sum as the Committee deems appropriate.

(c) Every member may admit members of his household and his family to the Gardens but the member is responsible for the good behaviour of such persons and must ensure their observance of the Byelaws.

(d) In the case of members whose premises are used as hotels, the right to enter the gardens does not extend to the tourist guests of those hotels 14/12. **Deleted 22/12/99** – replacement copy. “Hotel guests of contributing freeholders will be allowed in the Gardens only at the specific discretion of the said Hotel Manager (subject to the guests and the Manager’s adherence to the rest of the Association’s Rules and Byelaws).”

(e) Members wishing to introduce others into the Gardens and/or hold social functions in the Gardens and/or make collegiate use of the Gardens may do so only at the discretion of the Committee and, where considered necessary by the Committee, upon payment of appropriate reimbursement to the Association.

(f) Every member shall be entitled to a copy of the Rules and to inspect the list of properties in membership and minutes of general meetings of the Association by prior written request addressed to the Secretary for the time being of the Association.

(g) The Committee may, in its absolute discretion, decline to provide a key to any resident of any property currently in membership if the Committee reasonably believes that the applicant for a key will not abide by the Rules and Byelaws of the Association.

**8. Cessation of Eligibility**

Any member to whom the rules of eligibility for membership set out in Rule 4 cease to apply shall forthwith cease to be a member of the Association.

**9. Resignation**

A member may resign his membership at any time by letter to the Secretary but shall not be entitled to any remission of his annual garden rate of the current year.

## **10. Expulsion**

The Committee may expel from the Association any member or user of the Gardens the conduct of whom is, in the option of the Committee, injurious or prejudicial to the use or the enjoyment of the Gardens by other members. Before a member or user of the Gardens is expelled, his or her conduct shall be enquired into by the Committee and he/she shall be given a full opportunity to defend himself and to justify or explain his/her conduct. If the Committee is of the opinion that the member or user of the Gardens has been guilty of such conduct as aforesaid and the member or user of the Gardens has failed to justify or explain it satisfactorily, the Committee shall call upon the member/user to resign and if he/she does not resign shall expel him/her. A member or user of the Gardens so expelled shall forfeit all the privileges of membership.

## **11. 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 as officers of the Committee for the Association, present audited accounts and any other business set out in the notice of AGM. All members and users of the Gardens are entitled to attend.

(b) The AGM shall be held in the last week of November of each year.

(c) Any freeholder or user of the Gardens wishing to raise any matter at the AGM shall supply the Secretary with details of any matters they wish to raise at the AGM by a date not later than 6 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 7 members or users of the Gardens and the Secretary may at the discretion of the Committee include any matters not so supported. The Secretary shall give 21 days’ notice of AGM to each member specifying the business to be transacted.

(d) If the Secretary has not called an AGM by 15 November in a year, any 7 members may call an AGM by notice in writing to all members at least 21 days before the date appointed by them for the meeting. Such notice shall specify the business to be transacted at such meeting.

## **12. Extraordinary General Meeting**

(a) An Extraordinary General Meeting (“EGM”) may be called at any time by the Secretary or the Committee giving at least 21 days’ notice to each member. All members and users of the Gardens are entitled to attend.

(b) The Committee must if so requested in writing by at least one third of the members of the Association or one third of the users of the Gardens at the relevant time call an EGM within 21 days of receipt of the request. If they do not, the said members or users of the Gardens may call a meeting by giving 21 days’ notice of such meeting to the other members.

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

## **13. Quorum**

No business shall be transacted at any general meeting of the Association unless a quorum is present either in person or represented by proxy. A quorum shall be 7 members at both AGM and EGM.

#### **14. Voting**

(a) At all general meetings of the Association, every member or their representative shall be entitled to be present and to have one vote per frontage in their ownership and no more on any one question. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

(b) Every member who cannot attend a general meeting is entitled to submit a vote by proxy, who need not be a member of the Association. Any such proxy must be provided to the Secretary not less than 48 hours before the commencement of the general meeting.

(c) Voting at general meetings shall be by a show of hands, such votes to be counted and to include any proxies, or otherwise as the Chairman may direct at the start of the meeting in question.

(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 28 days of the holding of the meeting shall be conclusive of the terms of any resolution and of its having been passed.

#### **15. Chairman**

**(a) Deleted.**

(b) At all general meetings, the Chairman 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 but, if none are present, then from the other members of the Association present.

#### **16. Secretary**

**Deleted.**

#### **17. Treasurer**

**Deleted.**

#### **18. Minutes**

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

#### **19. Election of Committee**

(a) The Committee shall consist of not less than 5 and not more than 9 members and shall consist of the Chairman, Secretary and Treasurer (hereinafter called "the Officers") together with such other person(s) as shall have been elected by the members of the Association at the AGM.

(b) Candidates for election of the Committee may be actual freeholders of property in Kensington Gardens Square for which they are paying the annual garden rates or residents in their premises (other than hotel guests or short-term tenants) providing the member has given their permission for such residents to service upon the Committee if so elected and providing that no more than two residents of any property/properties in common ownership may stand for election.

(c) Candidates for election to the Committee must be proposed and seconded by members of the Association and names of candidates must be submitted to the Secretary at least 48 hours before the commencement 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 successor are elected at the AGM next following their election. The Committee shall have power to fill any

vacancy that may occur. The retiring members of the Committee shall be eligible for re-election.

(e) No more than one person may be elected to the Committee who represents a hotel and no more than one person may be elected to the Committee who represents a Housing Association or a building occupied by short term (ie 12 months or less) tenants.

(f) Where a member owns more than one property and pays rates for all those properties, he/she may give permission for no more than two residents of all the premises owned by him/her to stand for election in accordance with sub-paragraph (b) above.

## **20. Conflicts of and Vested Interests**

(a) No person shall stand for election to the Committee who has a vested interest in any way in the management or operation of the Gardens or a conflict of interest with the objects of the Association. Candidates for election should be willing to speak to their application by stating their profession and reasons for standing for election and must be prepared to answer any questions members consider relevant to their nomination.

(b) Any member who has an objection to a person being elected to the Committee shall make such objection known at the time that the person's nomination is voted upon at any general meeting in order that the members may determine whether that person is fit for election to the Committee.

## **21. 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 or represented by a proxy.

## **22. 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 or revoke Byelaws not inconsistent with the Rules for the regulation of the use of the Gardens and conduct of members and their visitors therein. All Byelaws shall, until revoked by the Committee, be binding upon the members.

(c) Upon application by persons residing in streets in the vicinity of the Gardens 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 fee and such annual subscription and upon payment of such deposit for keys and on such other terms as the Committee shall think fit and such persons shall be subject to Byelaws. The Committee may also in its discretion terminate such arrangements at any time.

## **23. Expenses of Committee**

All expenses properly and reasonably incurred by any member of the Committee on behalf of the Association will be reimbursed by the Association against the signature of two members of the Committee who are authorised signatories of the Association.

## **24. 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 4 times a year. Additional meetings may be called by him and shall be called at any time if requested by the Chairman or any 2 members of the Committee.
- (c) At least 4 days' notice of meeting shall be given to all members of the Committee unless all members for the time being waive notice.
- (d) A quorum of the Committee shall be a majority of the members of the Committee.
- (e) Every member of the Committee shall have one vote, provided always that where two people represent a single premises in a joint capacity they shall exercise one vote only between them, and in the case of equality of votes the Chairman of the meeting shall have a casting vote.
- (f) The Secretary shall keep minutes of the proceedings of each meeting which shall be confirmed at the next meeting.

## **25. Notices**

All notices required by the Rules or Byelaws to be given to members shall be addressed to the freeholder in membership at his address at the relevant building in Kensington Gardens Square or such other address as the member shall have confirmed to the Committee and either sent by post or delivered by hand and a member shall be deemed to have received a notice when it would have been delivered in the usual course of post or if delivered by hand when it is delivered to his address. Accidental omission to deliver notice to any member shall not invalidate such notice or the meeting or other matters to which it refers. Any resident of a property where the member has advised that he/she will notify residents of any notice received who does not receive any such notice shall be entitled to obtain a copy from the Secretary by written request.

## **26. Alteration and Revocation of the Rules**

The Rules and any of them may from time to time be revoked, altered or added to by a resolution passed at a general meeting of members by a majority of at least two third of the members present and entitled to vote.

Presented to the AGM of Kensington Gardens Square Garden Association and agreed on 25 November 1997.

Amended at the AGM held on 25 November 1998 (items 6c, 13d , 15a, 16 & 17).

Amended at the AGM held on 22 November 1999 (item 7d).

<b>Chairman</b>	Jakob Lund
<b>Secretary</b>	Jean Atkinson
<b>Treasurer</b>	June Gallagher
<b>Committee Member</b>	Mark Wyatt
<b>Committee Member</b>	Nick Blackburne
<b>Committee Member</b>	Joanna Eade

Amended at the AGM held on 21 November 2006 (item 4c).

Chairman .....

Secretary .....

Committee Member .....

Committee Member .....

Committee Member .....

Committee Member .....

Committee Member .....

Committee Member .....

Committee Member .....