

## **KENWOOD LADIES' POND ASSOCIATION CONSTITUTION (2026)**

(This constitution was updated and adopted at the Annual General Meeting of the Kenwood Ladies' Pond Association held on 29 March 2026.)

### **Title**

1. The name shall be "Kenwood Ladies' Pond Association" referred to henceforth as "the KLPA".

### **Purposes**

2. The purposes of the KLPA shall be:
  - a. to represent and promote the interests of Ladies' Pond swimmers and users;
  - b. to preserve the ethos of the Pond so that it may continue to provide a quiet, peaceful place to swim and relax for women and girls;
  - c. to promote diversity of access to the Pond, positively encouraging its use by all women and girls irrespective of their background;
  - d. to engage constructively with operational staff on Hampstead Heath and support the observance of the rules of conduct that are displayed at the Pond; and
  - e. to seek to influence the decision making of the authority responsible for Hampstead Heath to the benefit of swimmers and users.

### **Membership**

3. Membership shall be open to all swimmers and users of the Ladies' Pond.
4. The Management Committee of the KLPA shall be empowered to determine from time to time the cost, type and length of memberships available to users of the Pond, taking into account the KLPA's financial needs, sustainable membership levels, affordability and member feedback.
5. For the purposes of annual memberships, the membership year shall run from 1 April to 31 March. Members who have not renewed their membership by 31 March shall be removed from the membership list on 1 April each year, but may later rejoin upon payment of the subscription (subject to the restriction on new memberships during the notice period for general meetings at paragraphs 26 and 33).
6. The Management Committee may confer an honorary membership upon an individual or organisation with a positive connection to the Ladies' Pond. An honorary membership shall not grant voting rights.

## Membership withdrawal

7. The Management Committee shall be empowered to withdraw the membership of any member deemed to be acting against the interests of the KLPA. This decision shall require a two thirds majority vote of the members of the Management Committee. Any committee member directly involved in making a complaint about that individual member shall be recused from this vote and will not count towards the calculation of a two thirds majority.
8. There shall be a right of appeal to the Membership Appeals Sub-Committee whose members shall be drawn from a panel nominated at the Annual General Meeting. This sub-committee shall consist of 3 members drawn from the available panel of members. The decision of the Membership Appeals Sub-Committee shall be final. Panel members may not be current members of the Management Committee, or candidates for Election to the Management Committee.

## Management of the Association

9. The affairs of the KLPA shall be managed by a Management Committee of not less than eight members and not more than twelve members. They shall be elected by KLPA members at the Annual General Meeting. The Management Committee shall meet not less than 3 times per year.
10. Meetings of the Management Committee may take place in person, via an online meeting platform, or in a hybrid format. A quorum for meetings for the Management Committee shall be 6 members present at the meeting.
11. Other than in specific circumstances set out in this constitution, requiring a two-thirds vote, decisions of the Management Committee shall be by simple majority vote. In the event of a tied vote, the chair of the meeting shall have an additional and casting vote. Decisions of an urgent or time-critical nature may be taken between meetings by an e-vote of members of the Management Committee where necessary.
12. A member of the Management Committee who has failed to attend two consecutive meetings of the Management Committee shall cease to be a Committee member, unless the Management Committee otherwise decides (by resolution on which the affected member may not vote).

13. All members of the Management Committee shall be required to sign and abide by the Committee Code of Conduct. This Committee Code of Conduct shall be kept under review by the Management Committee, and is available to members on request. Any member of the Management Committee who is deemed to have breached the Code of Conduct may be voted off the Management Committee (by resolution of the Management Committee on which the affected member may not vote).
14. Any vacancies occurring during the year may be filled by co-option to the Management Committee. A candidate for co-option must be a paid-up KLPA member.

### **Election of the Management Committee**

15. The Management Committee shall comprise of the following positions:
  - a. Chair;
  - b. Vice-Chair;
  - c. Secretary;
  - d. Treasurer; and
  - e. the requisite number of "general" members.

The positions mentioned in (a) to (d) above may include more than one post-holder and shall include members elected as "co –" or "assistant" in the relevant position; all the members holding the positions shall be the Association's "Officers"; and references to those positions or "Officers" in this constitution shall, for the avoidance of doubt, include the additional post-holders.

The "requisite number of additional "general" members" means such number of "general" members (not being Officers) as will result in the membership of the Management Committee being neither fewer than eight nor more than twelve members.

16. Nominations for election to all positions on the Management Committee must be received not less than 14 days before the scheduled Annual General Meeting. A nomination form will be included with the Notice of Annual General Meeting for elections to the Management Committee. The format and content of the nomination form shall be determined from time to time by the Management Committee.
17. Those members nominated for the Management Committee must be proposed and seconded by paid-up KLPA members who have signed the nomination form. This may be done by email chain with emails sent directly by the members nominating or seconding a candidate for the Management Committee, if a hard copy of the nomination form cannot be completed.

18. The specific named Officer roles (Chair, Vice-Chair, Secretary and Treasurer) may not be held for more than 5 consecutive years by one individual. However, two-thirds of members present and voting at the Annual General Meeting may resolve to extend this period on a case-by-case basis.
19. There shall be a Membership Appeals Sub-Committee comprising three members, when needed to hear an appeal. Nominations to the panel of available members shall be taken at the Annual General Meeting. Once so nominated and seconded, they shall be appointed to the panel. Such candidates must be nominated and seconded by KLPA members present at the meeting. Members of this panel will be expected to hear appeals against the withdrawal of membership, as and when needed, as set out in paragraphs 7 to 8 of this constitution. A candidate for election to the Membership Appeals Sub-Committee may not be a member of, or a candidate for election to, the Management Committee.

### Annual General Meeting

20. The Management Committee shall convene an Annual General Meeting each year no later than 31 May, where they shall submit a report of the KLPA's activities during the preceding financial year. At least 28 days' clear notice of the meeting shall be given to all members of the KLPA and this shall include the provisional agenda for the meeting, the date, time and location of the meeting, the form for nominations to the Management Committee and the invitation for nominations to the Membership Appeals Sub-Committee at the AGM.
21. The Chair of the Management Committee (or, if there are Co-Chairs, one of them) shall chair the Annual General Meeting. The essential business of the Annual General Meeting shall be:
  - a. Minutes of the previous AGM for approval by members present.
  - b. The receipt of a report from the KLPA's Chair.
  - c. The receipt of a report from the KLPA's Treasurer and the adoption of the KLPA's financial statements as presented.
  - d. The election of Committee Officers (Chair, Vice Chair, Treasurer and Secretary).
  - e. The election of General Committee Members (of a sufficient number to reach a minimum committee membership of 8).
  - f. Nominations for the Membership Appeals Sub-Committee.
22. Where applicable the Annual General Meeting may also debate and vote upon:
  - a. Resolutions on future action moved by the Management Committee or Members, requiring a simple majority vote of members present at the meeting.

- b. Proposed constitutional amendments moved by the Management Committee or Members requiring a two-thirds majority vote of members present at the meeting.
23. Resolutions and proposed constitutional amendments must be submitted in writing within 14 days of the Notice of the Annual General Meeting being given so that they may be circulated to all members at least 7 clear days before the meeting. Resolutions and proposed constitutional amendments must be sponsored by either a two-thirds majority of the current Management Committee or by at least 8 paid-up KLPA members in order to be put to the meeting.
24. Nominations for the Management Committee must be submitted within 14 days of the Notice of the Annual General Meeting, so that they may be circulated to members at least 7 clear days before the meeting for any contested Management Committee positions. Nominations must be supported by a proposer and seconder who are both paid-up KLPA members.
25. Nominations for the Membership Appeals Sub-Committee may be taken at a quorate AGM, supported by a proposer and seconder. Members of this panel are available to be called upon for membership appeals as and when required, and may not be members of or candidates for the Management Committee.
26. The membership list of the KLPA shall be closed to new applicants before Notice of the Annual General Meeting is given.
27. The quorum for the Annual General Meeting shall be not less than 10% of total KLPA members as of the date of Notice of the meeting. If within 15 minutes of the advertised start time, quorum is not present, the Chair may close the meeting and the Chair's decision will be final.
28. In the event of an inquorate meeting, voting on the essential business items listed above at paragraphs 21 (a-e) shall then be conducted amongst all those who were members as at the date of the AGM by electronic means (with postal options where needed for members who are not online). The documents circulated for the meeting, including Minutes, Chair's Report, Treasurer's Report and election statements for any contested Committee positions, shall be re-circulated unchanged for the purpose of conducting this electronic vote. This voting process will be concluded within 28 days of the original meeting date, and will be overseen by the current Management Committee Chair. The result of the vote shall be announced to KLPA members within 7 days of the vote closing. Any resolutions or proposed constitutional amendments shall fall at this point and shall not be decided by electronic voting.

## Extraordinary General Meeting

29. The Management Committee may convene an Extraordinary General Meeting giving at least 14 days' clear Notice to KLPA members together with the agenda for such meeting with the date, time and location of the meeting. The convening of this meeting will require the support of two thirds of the Management Committee.
30. Members representing not less than 8 paid-up KLPA members may, on making written representation to the Management Committee, call for the convening of an Extraordinary General Meeting and shall give reasons for the holding of such a meeting. The Management Committee shall then give at least 14 clear days' Notice to KLPA members together with the agenda for such a meeting with the date, time and location of the meeting.
31. Full written particulars of the reason for the meeting shall be circulated to KLPA members at least 7 clear days before the meeting. Where it has been requested by members, The Management Committee shall use reasonable endeavours to convene, the Extraordinary General Meeting within 42 days of it being duly requested by those members.
32. The Chair of the Management Committee (or, if there are Co-Chairs, one of them) shall chair the Extraordinary General Meeting. Voting at an Extraordinary General Meeting shall take place as follows:
  - a. Resolutions on future action moved by the Management Committee or Members, shall require a simple majority vote of members present at the meeting.
  - b. Proposed constitutional amendments moved by the Management Committee or Members shall require a two-thirds majority vote of members present at the meeting.
33. The membership shall be closed to new applicants before Notice of the Extraordinary General Meeting is given.
34. The quorum for the meeting shall be not less than 10% of total members. If within 15 minutes of the advertised start time of the meeting, quorum is not present, the Chair may close the meeting. The Chair's decision shall be final, and the business of the meeting shall fall. There shall be no subsequent electronic vote in the event of an inquorate Extraordinary General Meeting.

## Constitutional Amendment

35. Amendments to the constitution shall be made only at an Annual General Meeting or at an Extraordinary General Meeting. Proposed amendments shall be sponsored by a two-thirds majority of the current Management Committee or by not less than 8 members, and notice of the precise wording shall be given in writing to all members not less than 7 days before the meeting. Such amendments to the Constitution shall require a majority of not less than two thirds of the members present at that meeting.

## Accounts

36. The Treasurer shall maintain a record of income and expenditure which shall be submitted for approval each year at the Annual General Meeting.
37. The Management Committee shall be authorised to open and manage a bank account in the name of the KLPA, which may include a credit card facility. Any changes to these arrangements shall require the approval of the Management Committee.
38. Other than the use of a credit card, the KLPA shall not borrow money. Nor shall it make loans from KLPA funds.
39. The Management Committee shall review authorisation levels for expenditure regularly, taking into account KLPA operational needs and current costs. All expenditure shall be approved based on the agreed schedule of authorisation limits. This schedule shall be reviewed annually by the Management Committee and will be available to members upon request.
40. The Treasurer shall, with the approval of the Management Committee, review and update where necessary the payment processing methods used by the KLPA for management of both income and expenditure.
41. The property of the KLPA, other than cash at the bank, shall be vested in not more than four custodians. These custodians shall deal with the property of the KLPA as directed by decisions of the Management Committee duly recorded in minutes of their meetings.
42. The custodians shall be the Secretary and Treasurer, and up to two other members of the Management Committee to be decided by the Management Committee at their first meeting after the Annual General Meeting.


## Notices Saving

43. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## Dissolution of the Association

44. A resolution to dissolve the KLPA may be proposed by a two thirds majority vote of the Management Committee or by at least 60 paid-up KLPA members of the Association. This matter will then be brought to an Extraordinary General Meeting convened according to the rules set out in paragraphs 29 to 34 above.
45. A resolution to dissolve the KLPA shall require a two thirds majority vote in favour at a quorate meeting to pass. If the meeting is inquorate the resolution shall fall and shall, according to paragraph 34 above, not go to an electronic vote.
46. Any proceeds remaining after the discharge of the debts and liabilities of the KLPA shall be divided equally among, the Highgate Men's Pond Association, the Mixed Pond Association and Hampstead Heath Winter Swimming Club (or their successors). No individual KLPA member may receive any of the aforesaid assets.
47. If approved, the dissolution shall take effect from the date specified in the resolution and the members of the Management Committee shall be responsible for the winding-up of the assets and liabilities of the KLPA.

This constitution is adopted at the Annual General Meeting of 29 March 2026, signed by:

Chair   
\_\_\_\_\_  
(Sheila Fitzgerald)

Secretary Cathrin Peake  
\_\_\_\_\_  
(Cathrin Peake)

Treasurer M. Powell  
\_\_\_\_\_  
(Mary Powell)