



Executive
12 December 2011

**Report from the Director of
Regeneration and Major Projects**

For Action

Wards affected:
Kilburn

**South Kilburn Neighbourhood Trust – Proposed
Constitutional Amendments**

1.0 Summary

- 1.1 This report proposes minor changes to the Memorandum and Articles of Association of the South Kilburn Neighbourhood Trust. In summary the amendments provide for the Trust to appoint a non-Director to the chair, which in turn will allow for the role to be remunerated. These changes have been agreed by the South Kilburn Neighbourhood Trust board, but the terms of the framework agreement between the Trust and the Council requires that all constitutional changes are agreed in writing by the Council.
- 1.2 The report also proposes that any future minor amendments to the Memorandum and Articles of Association of the South Kilburn Trust be delegated to the Director of Regeneration & Major Projects in conjunction with the Director of Legal Services.

2.0 Recommendations

- 2.1 It is recommended that the Executive agree the following amendments to the Memorandum and Articles of Association of the South Kilburn Neighbourhood Trust:
- (i) Article 4 – to remove any reference to the Chair of the South Kilburn Partnership either becoming or ceasing to be a Director of the South Kilburn Neighbourhood Trust

- (ii) Article 19.3 – to include the Chair (now not always being a Director) within the complaints procedure
- (iii) Article 25 – to allow a person who is not a Director to become Chair, and to give some flexibility as to when this appointment is made

2.2 It is recommended that the Executive agree to delegate responsibility for approval of future minor amendments to the Memorandum and Articles of Association of South Kilburn Trust to the Director of Regeneration & Major Projects, in conjunction with the Director of Legal and Procurement.

3.0 Detail

3.1 In 2008, following the resignation of the previous chair of the South Kilburn Partnership Board, it was agreed to appoint an independent and remunerated chair of the Board to oversee the close down of the South Kilburn New Deal for Communities programme, the development of a clear succession strategy, and the subsequent implementation of that strategy. The role was funded by New Deal for Communities resources.

3.2 A key component of that succession strategy was to establish the South Kilburn Neighbourhood Trust. The chair of the South Kilburn Partnership subsequently took on the unpaid role of chair of the South Kilburn Neighbourhood Trust. The remaining Trust directors include residents, service providers and the Council's Lead Member for Regeneration & Major Projects.

3.3 Following the closure down of the New Deal for Communities programme, the South Kilburn Neighbourhood Trust have taken over responsibility for the management of the South Kilburn Partnership Board. At the Trust meeting on 16th February 2011, the Trust Board agreed to combine the paid role of the Chair of the South Kilburn Partnership with the unpaid role of the Chair of the South Kilburn Neighbourhood Trust. On this basis, it was recognised that the Chair of the South Kilburn Neighbourhood Trust could no longer be a trust director as charity rules forbid trustees from benefiting financially for their work.

3.4 It is therefore necessary for the current Chair of the Trust to resign as a Trust Director and for the Trust constitution to be amended to reflect the changed circumstances – ie. that the chair of the Trust Board need not necessarily be a Trust director. This requires amendments to three areas of the Trust constitution:

- (i) Article 4 – to remove any reference to the Chair of the South Kilburn Partnership either becoming or ceasing to be a Director of the South Kilburn Neighbourhood Trust
- (ii) Article 19.3 – to include the Chair (now not always being a Director) within the complaints procedure

(iii) Article 25 – to allow a person who is not a Director to become Chair, and to give some flexibility as to when this appointment is made

3.5 Under the Framework Agreement that South Kilburn Neighbourhood Trust has with the London Borough of Brent, South Kilburn Neighbourhood Trust must obtain the written consent of the Council before making any changes to the constitution, hence the rationale for this Executive report. The Trust are satisfied that the consent of the Charity commission to these changes is not required.

3.6 From time to time there may be other future minor changes that need to be made to the constitution of the South Kilburn Neighbourhood Trust. In order to streamline the approval process, it is recommended that it would be prudent to delegate responsibility for approving these changes to the Director of Regeneration & Major Projects in conjunction with the Director of Legal & Procurement.

4.0 Financial Implications

4.1 There are no direct financial implications for the Council.

5.0 Legal Implications

5.1 .

6.0 Diversity Implications

6.1 There are no direct diversity implications.

7.0 Staffing & Accommodation Implications

7.1 There are no direct staffing or accommodation implications.

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