

Constitution of Belgrave Village Residents Association

Seeking Recognition under section 29 of the Landlord and Tenant Act 1985 – as amended by the Landlord and Tenant Act 1987 Schedule 2 para 10

WE, THE UNDERSIGNED, having resolved to form an association to represent the interests of leaseholders of the development known as **Belgrave Village**, on matters of common interest, having further resolved to adopt the constitution of the association annexed hereto which we have signed for identification purposes.

Dated:

1. NAME

The name of the association shall be The **Belgrave Village Residents' Association**, ('The Association').

2. THE PROPERTY

All of the flats and houses, amenity areas and common areas of and at the premises of the development known as **Belgrave Village** in Balsall Heath, Birmingham, United Kingdom.

3. OBJECTS AND AIMS

The objects and aims of the association are:

- 3.1. to promote membership to all people eligible to join the association
- 3.2. to promote equal opportunities within the block or estate
- 3.3. to promote and protect the common rights and interests of the members of the association relating to the use and enjoyment of the property
- 3.4. to represent the majority view of the members
- 3.5. to consult and build a partnership with the landlord and its managing agents to improve communications
- 3.6. to preserve and improve, where required, the amenities enjoyed by the tenants
- 3.7. to provide regular information to all members

- 3.8. for the purpose of aforesaid, the employ of solicitors, counsel, surveyors, engineers, accountants and other professional or other qualified persons as and when required to advise the association
- 3.9. to exercise the rights conferred upon the association by recognition under the Landlord and Tenant Act 1985 or such other statutory rights that may be given by any subsequent enactment
- 3.10. to do such other things, ancillary to the preceding objects, as may seem desirable to the association
- 3.11. to monitor the association, its work, finances and membership on an on-going basis.

4. MEMBERSHIP

- 4.1. Any (a) *tenant holding under a long lease or tenancy* or (b) *freehold owner of a flat/house* within the Property's (as defined at 2.) boundaries, may upon application, payment of the subscription and returning the duly completed Form of Authority become a full member. Only one vote per flat/house will be given in the case of joint tenants
- 4.2. Neither the landlord, the landlord's representative, any company controlled by the landlord nor any employee of the landlord shall be eligible to become a member or associate of the association
- 4.3. A company which is a tenant or sub-tenant (if not connected with the landlord) shall be eligible for membership, in which case, voting rights shall be exercisable by a person duly authorised by the company
- 4.4. Membership of the association shall be an acknowledgement and acceptance of the Rules and constitution of the association
- 4.5. Membership of the association shall be conditional and shall be confirmed upon the member signing and giving to the association a Form of Authority permitting the association to act on the member's behalf, provided such authorisation shall not affect the member's legal and contractual rights
- 4.6. A copy of this constitution shall be given to each member
- 4.7. A record of all members in the current year shall be kept by the secretary of the association
- 4.8. Any membership fee shall be determined by the Annual General Meeting.

Associate membership

- 4.9. The committee may at its discretion extend associate membership to any other person or persons residing at the property but such associate members shall not be elected as officers or members of the committee of the association and shall not be entitled to any vote.

Ending membership

- 4.10. Membership of the association shall terminate:
 - 4.10.1. upon a member giving written notice to that effect to the secretary of the association or dies or resigns

- 4.10.2. upon a member ceasing to be a tenant of flat or house at the property in which case, he/she/they shall within 14 days, give written notice of the fact to the secretary
- 4.10.3. upon failure by a member to pay the annual subscription in respect of their house/flat for **three** months after the same shall become due and payable
- 4.10.4. upon removal by a resolution carried by the votes of at least **60%** of the members at a General Meeting of the association
- 4.10.5. in the event of gross misconduct membership can be suspended or ended by a two thirds majority vote of the committee
- 4.10.6. membership of the association may be suspended for such period as is determined by the votes of a majority of at least **60%** of the members at a General Meeting of the association
- 4.10.7. a member whose membership has been suspended in accordance with clause 4.10.6. above, shall be entitled to have that suspension reviewed at the next general meeting of the association.

5. THE COMMITTEE

- 5.1. Any member over the age of 18 shall be entitled to stand for election to the committee
- 5.2. The election of the committee shall take place at the Annual General Meeting of the association and upon election the members of the committee shall be empowered to determine which of their number shall serve as the officers of the association
- 5.3. At each Annual General Meeting all committee members shall resign but shall be deemed to be re-elected (if willing to act) in the absence of other nominees
- 5.4. Nomination for membership of the committee shall be proposed and seconded by members of the association and notified to the secretary at least **7** days in advance of the Annual General Meeting, and shall include the signature or written consent of the nominee
- 5.5. The committee shall be empowered to co-opt on a temporary basis, other members of the association to form sub-committees to consider such matters as the committee or the association shall determine and the decisions of such sub-committees shall be ratified by the committee before implementation
- 5.6. A quorum for any meetings of the committee shall be at least two of whom at least one must be an officer
- 5.7. The committee shall implement the objects of the association and the resolutions of the association
- 5.8. In the event of a tied vote at a Committee Meeting, the chairperson or acting chair may make a casting vote

- 5.9. The honorary secretary shall keep and make available for inspection whenever so requested by a member:
- (a) a record of the business transacted at the AGM
 - (b) copies of all written and notes of all oral communications with the landlord and managing agent and any replies received

Co-optees

- 5.10. The committee may co-opt non-voting members onto the committee in order to fill vacancies that occur during the year or to ensure appropriate representation of all people in the community.

6. THE OFFICERS

- 6.1. The officers of the association shall comprise a chairperson, secretary and treasurer who shall be members of the association
- 6.2. The officers shall be elected annually at the Annual General Meeting and shall serve for one year but may be re-elected
- 6.3. The chairperson shall chair the general and Committee Meetings. The duties of the officers shall be defined in the standing order of the association
- 6.4. The officers shall report to each Committee Meeting and General Meeting of their work.

7. ELECTIONS

- 7.1. Nominations for the appointment of officers and for membership of the committee shall be proposed and seconded by two members of the association in writing and lodged with the honorary secretary 14 days prior to the Annual General Meeting and shall include the written consent of the nominee
- 7.2. The committee shall be empowered to fill any casual vacancy occurring on the committee or among the officers and any person so appointed shall serve until the next Annual General Meeting at the association.

8. SUBSCRIPTION

The annual subscription shall be due on **1st November** each year. The amount shall be fixed at an Annual General Meeting. One subscription payment shall be paid in respect of each flat/house. A member who joins part-way through the financial year shall be entitled to a pro-rata abatement on their membership fee.

9. MEETINGS

Annual General Meeting

- 9.1. The first Annual General Meeting shall be held within three months of the end of the first financial year, thereafter the Annual General Meeting of the association shall be held no later than [three] months from the end of the financial year
- 9.2. The association shall hold an Annual General Meeting (AGM) once in each calendar year and not more than 15 months shall pass between the date of one AGM and the next
- 9.3. The Annual Report of the Committee and the Annual Accounts shall be presented for discussion and adoption at the AGM and copies may be distributed with the Notice of the meeting
- 9.4. The AGM shall also:
 - 9.4.1. appoint an independent auditor if any
 - 9.4.2. elect the committee
 - 9.4.3. consider any resolutions put forward by members
 - 9.4.4. vote on any amendments to the constitution
- 9.5. All members shall be given 21 days written notice of the AGM and this must include an agenda, minutes of the last AGM, details of nominations to the committee and any resolutions which include any proposed changes to the constitution
- 9.6. Any proposed changes to the constitution by the membership or nominations to the committee must be notified and sent to the secretary in writing at least 14 days before the AGM
- 9.7. Agendas should be submitted to the membership, together with minutes of the previous AGM 10 days before the AGM
- 9.8. The quorum for the AGM shall be 10 members or 20% of the membership, which ever is the most.

Extraordinary General Meetings

- 9.9. All other meetings of the association shall be Extraordinary General Meetings and shall be convened at any time by the honorary secretary either upon the written instructions of the committee, or upon a written request signed by no fewer than 10 members of the association
- 9.10. General meetings shall be convened on **21** days written or emailed Notice, which Notice shall incorporate the Agenda for the meeting
- 9.11. **10%** of the membership of the association shall be a quorum for General Meetings, and no business shall be transacted unless a quorum is present; if within 15 minutes from the time appointed for a meeting a quorum is not present, then the meeting, if convened at the request of members, shall be dissolved, but if an AGM or convened by the committee the meeting shall stand adjourned at the discretion of the committee. A separate quorum of x (or y%) of eligible members shall apply to voting for purposes governed by residential leasehold law

- 9.12. Seven days' notice in writing shall be given to the honorary secretary of any resolution to be moved at any General Meeting, unless the resolution is admitted by the chairperson at the meeting. A notice containing all resolutions and nominations, with the names of the proposers and seconders, shall be circulated or kept by the honorary secretary available for inspection by any member of the association for **14** days before the General Meeting. An annual report will be circulated to all members
- 9.13. The Agenda shall comprise any draft resolution which it is proposed to be considered and (in the case of the Annual General Meeting) nominations for the officers and committees and a copy of the audited accounts for approval
- 9.14. A record containing all resolutions and nominations to be moved at any General Meeting to either the names of those proposing and seconding each resolution or nomination shall be maintained by the honorary secretary; which record shall be made available for inspection by any member of the association for seven days prior to the Annual General Meeting
- 9.15. Minutes of all appointments of officers and resolutions carried at Annual or Extraordinary General Meetings shall be taken. The Minute Book shall be open to inspection by any member of the association who shall be entitled to take copies thereof
- 9.16. Voting at meetings of the association shall be by simple majority and by a show of hands unless a ballot is demanded by a majority. In the case of an equality of votes, the chairperson shall have the casting vote.

Special Meetings

- 9.17. A Special General Meeting may be called by the committee and must be called by the committee if requested by at least **10** members or **25** per cent of the membership whichever is the most, at least 21 days before the date on which those members request the meeting to be held. The secretary must send to each member, written or emailed notice of a Special General Meeting, 14 days in advance of the meeting.

10. VOTING

- 10.1. Each member shall have one vote on any resolution put before an AGM, General Meeting or Special General Meeting. (Except in the circumstances set out in 10.2).
- 10.2. One vote shall be exercisable in respect of any one residential unit, in the following circumstances:
- 10.2.1. where both a tenant and a sub-tenant of a unit are members of the association, the vote exercisable shall be the vote of the superior tenant, unless the sub-tenant has a tenancy which is both fixed for more than one year and is on terms affected by variations in the variable service charge

- 10.2.2. for purposes connected with the requirements of residential leasehold law and other purposes affecting or tending to affect service charge expenditures, voting shall be restricted to **affected variable service charge payers**
- 10.3. Members shall notify the honorary secretary of the identity of the person entitled to vote in respect of each residential unit and the honorary secretary shall maintain a list of such persons. The honorary secretary shall maintain a separate list of those members entitled to vote for purposes connected with residential leasehold law.
- 10.4. A member of the association may authorise another person to attend a General Meeting as a proxy and to vote on behalf of the absent member; such authorisation in written form approved by the committee shall be lodged with the honorary secretary at least **7** day(s) before the meeting or shall be submitted to the chairperson at the meeting.
- 10.5. Voting shall be by show of hands unless a ballot is demanded. In the case of a tied vote at a General Meeting the chairperson or acting chair shall make the casting vote.

11. MINUTES

- 11.1. All voting that takes place at an Annual General Meeting, General Meeting, Special General Meeting and Committee Meetings shall be counted and recorded in the minutes
- 11.2. All formal meetings such as Committee Meetings, Special General Meetings and Annual General Meetings, must be minuted and the minutes formally approved by the next meeting of the committee or General Meeting respectively
- 11.3. All minutes shall be available for inspection by members of the association.

12. FINANCE

- 12.1. The treasurer shall open a bank or building society account in the name of the association and keep records of the association's income and expenditure. The treasurer shall report the balance in the account to the committee at each Committee Meeting
- 12.2. The financial year of the association shall end on **31st December** in each year up to which date any annual statement of accounts and balance sheet be submitted for approval at the subsequent Annual General Meeting
- 12.3. Accounts shall be prepared for the association each year and these shall be audited/certified in accordance with proper audit/certified practice
- 12.4. Reporting accountants/auditors shall be appointed at the Annual General Meeting. Officers and committee members shall not be eligible for appointment as auditors

- 12.5. The accounts shall be ratified by the association at the Annual General Meeting
- 12.6. The property and funds of the association shall be held and administered by the committee
- 12.7. The committee is not authorised to incur any overdraft
- 12.8. A resolution of the committee shall be sufficient authority for payments or the incurring of liability for payments up to a limit not exceeding (hundred pounds). Beyond such limit, the committee shall seek approval of such expenditure by the association either at the Annual General Meeting or at an Extraordinary General Meeting
- 12.9. A banking account shall be opened in the name of the association and all cheques shall be signed by an officer and countersigned by a member of the committee
- 12.10. The annual subscription of the association shall be decided for the ensuing year at the Annual General Meeting but shall not be altered, save by a two-thirds majority of the members attending such a meeting
- 12.11. The accounts of the association shall be available for inspection by any member of the association who require to see them within 28 days. The request for inspection must be made in writing to the treasurer.

13. REPORTING ACCOUNTANTS/AUDITORS

Auditors may be appointed by a resolution at a General Meeting of the association; committee members shall not be eligible for appointment as auditors. (Such an appointment is not a statutory requirement.)

14. ALTERATIONS TO THE CONSTITUTION

No alterations to the Rules and Constitution of the association shall be made, except at the Annual General Meeting or at an Extraordinary General Meeting and in any event, no alteration to clause 10 of the Rules and Constitution of the association may be made.

15. COMPLAINTS/DISAGREEMENTS/SUGGESTIONS

Complaints and suggestions on matters concerning the association together with any disagreements as to its conduct or policies, shall be made in writing to the honorary secretary.

16. INDEMNITY

The members of the association shall indemnify the officers of the association and members of the committee against all liability incurred by them in good faith and in the name of the association acting within their authority.

17. ALTERATION OF RULES

These rules may be varied or added to by resolution of the association in General Meeting, passed by a majority of at least two thirds of the members present in person or by proxy of which resolution notice shall be given in notice convening the meeting.

18. DISCLAIMER

Any advice or assistance given or rendered to members or any action taken by the association acting through the committee in the name of the association's members shall be without liability or responsibility on the part of the committee for any loss or damage. Members should take independent professional advice in all matters affecting their interests or where possible conflict could arise between members.

19. INFORMATION

- 19.1. The association shall provide information to all members on things that affect the association and its members.
- 19.2. Every member of the association shall be given a copy of the constitution when they join. Members shall be given copies of any changes to the constitution.
- 19.3. Minutes of all General Meetings and Committee Meetings shall be available from the secretary for all members.

20. DISSOLUTION

- 20.1. The association can only be dissolved by a Special General Meeting called specifically to consider a motion to dissolve the association.
- 20.2. All members shall be given 21 days written notice of such a meeting, which shall contain the wording of the association.

20.3. The association shall only be dissolved if two-thirds of members present at the Special General Meeting vote for a motion to dissolve the association.

20.4. In the event of the association being wound up, any surplus funds shall be disbursed to a suitable registered charity to be decided upon by a simple majority of the membership.