

CONSTITUTION OF

XXXXXXXXXX Residents' Association

A constitution for residents' associations approved by the
Royal Borough of Kensington and Chelsea

1. NAME

The name of the association is **XXXXXXXXXX Residents' Association**. For the purposes of this document it will be referred to as 'the Association'.

2. AREA OF BENEFIT

The Association is for the benefit of the residents living at
XXXXXXXXXXXXXXXXXXXX

3. DEFINITIONS

Residents means tenants, leaseholders, freeholders, sub-lessees and licensees and members of their households who are 16 years of age or over and live in the area of benefit.

RBKC means Royal Borough of Kensington and Chelsea

RBKC Resident means a Council Tenant or an RBKC Leaseholder

Council Tenant means a tenant or licensee who is 16 years of age and over who primarily resides in a property as a consequence of a tenancy or licence granted by the Royal Borough of Kensington and Chelsea, and who is not an RBKC Leaseholder.

RBKC Leaseholder means a lessee of a property pursuant to a lease with an initial term of over 50 years granted by the Royal Borough of Kensington and Chelsea and any person owning the freehold of a property for which a service charge is payable to the Royal Borough of Kensington and Chelsea.

Non-RBKC Residents means any tenants, leaseholders, sub-lessees, freeholders and licensees other than RBKC Residents.

Office holder means a member of the management committee who holds the office of chair, vice-chair, secretary or treasurer.

4. AIMS & OBJECTS

- a) To promote active membership to all Residents living in the area of benefit.
- b) To promote the quality of life of all Residents living in the area of benefit.

- c) To act as a collective voice in relation to the management, maintenance and improvement of homes, local amenities and the local environment in the area of benefit.
- d) To encourage a sense of community and promote community cohesion.
- e) To be non-party in politics and non-sectarian in religion.
- f) To act as a consultative body on behalf of the Residents living in the area of benefit.
- g) To advocate for vulnerable and marginalised Residents living in the area of benefit to ensure that they have a voice.
- h) To ensure that Residents are consulted and informed, as and when necessary, on matters affecting membership of the Association and on matters relating to their block, estate or street as defined in Clause 2.
- i) To promote social activities for recreation and enjoyment.

5. POWERS

- a) To raise funds, receive grants and donations subject to any applicable anti-money laundering laws, to further the aims and objects of the Association.
- b) To organise functions, projects, events, trips or other activities that further the aims and objects of the Association.
- c) To pursue and recover funds and assets of the Association that may be held by any third parties, from such third parties.
- d) To undertake any acts that are lawful and necessary to further the aims and objects of the Association.

6. MEMBERSHIP OF THE ASSOCIATION

- a) All RBKC Residents and Residents living in the area of benefit are eligible to be members of the Association.
- b) Membership of the Association shall be made by written request to the officer designated by the management committee to maintain the list of members.
- c) Members of the Association shall be committed to supporting the aims and objects, and observing the provisions of this constitution.
- d) Members shall represent the Association positively, promoting equality and diversity and behaving appropriately.
- e) Members shall not engage in activities that are illegal or detrimental to the Association.
- f) The management committee shall keep an up-to-date list of the members of the Association.
- g) A membership of the Association shall automatically be terminated when a member ceases to be an RBKC Resident or Resident, or when a member informs the designated officer of the management committee, in writing, that (s)he no longer wishes to be a member of the Association.
- h) Members shall be entitled to have access to the following documents and information on the Association:
 - i. the constitution of the Association;
 - ii. the equal opportunities and diversity policy;
 - iii. the members' code of conduct;
 - iv. the contact details of the management committee;
 - v. any planned meetings or activities;

- vi. how to include an item on the agenda of the Association's general meetings.
- i) In the event of gross misconduct, which includes breaches of the constitution, misappropriation of the Association's funds and violation of the Association's rules and policies, a membership of the Association may be suspended or terminated (as may be considered appropriate) by a simple majority vote of the management committee.
- j) Notification of suspension or termination of a member must be given in writing to the member with a copy of the constitution attached.
- k) The membership list shall be closed to new entries from the date of issue of a notice of Annual General Meeting (AGM), or any other General Meeting (GM), until the day after such AGM or GM has taken place, except in the case of an Inaugural General Meeting (IGM).

7. APPEALS

- a) Any member whose membership has been suspended or terminated shall have the right to appeal. The Association shall inform the appropriate RBKC officer of a member's suspension or termination of membership and the reason(s) for such suspension or termination within seven (7) days of receipt of a member's notice to appeal a suspension or termination.
- b) A member wishing to appeal against the management committee's decision to suspend or terminate his or her membership must give notice to the secretary of the Association within twenty-eight (28) days of receipt of the letter notifying him or her of the suspension or termination.
- c) The secretary of the Association shall convene an appeals panel to hear the appeal within twenty-one (21) days of the member giving notice to appeal.
- d) The appeals panel shall include at least three members of the Association who are not members of the management committee and an impartial person.
- e) A member appealing suspension or termination of his or her membership shall have the right to bring a third-party to the hearing and to be represented by him or her.
- f) The Association shall invite an appropriate RBKC officer to be present at the hearing who may give advice where appropriate.

8. THE MANAGEMENT COMMITTEE

8.1 Management Committee – Membership

- a) Only RBKC Residents shall be eligible to become members of the management committee.
- b) Only RBKC Residents who are 18 years of age or over shall be eligible to become Office Holders of the management committee.
- c) The management committee shall consist of no less than five (5) and no more than fifteen (15) RBKC Resident members at any time.
- d) The members of the management committee shall be elected at the Inaugural General Meeting (IGM) and at each Annual General Meeting (AGM) thereafter.

- e) In the event that the membership of the management committee falls below five (5), a General Meeting (GM) shall be called for the purpose of electing members to the management committee.
- f) There shall be no more than one officer of the management committee elected from each household in the area of benefit.
- g) Members of the Association who are employees of RBKC or ward councillors are not eligible for election to the management committee.

8.2 Management Committee - Meetings

- a) There shall be no fewer than two management committee meetings held in each calendar year.
- b) The quorum for a meeting of the management committee shall be the greater of five (5) or 50 per cent (rounded up) of the membership of the management committee.
- c) Management committee meetings may be called by the Chair or Secretary of the management committee or at the request of one-third of the members of the management committee giving at least seven (7) days' notice.
- d) Management committee members shall declare any potential or actual conflict of interest with any matter(s) being considered by the management committee. In the event that a member of the management committee has an interest in a matter being considered, such member shall not be allowed to take part in the discussions and voting on such matter(s).
- e) The Secretary shall maintain a log of conflicts of interest declared by members of the management committee.
- f) The management committee shall be entitled to hold its meetings using electronic communication or make decisions using electronic means subject to the quorum rules set out in (b) above. Any vote taken by electronic or other means shall be recorded by the Secretary and formally noted at the next meeting of the management committee.
- g) The management committee may invite any individual to attend its meeting where it is deemed appropriate by the management committee to do so.
- h) Where a member of the management committee fails to attend three or more consecutive management committee meetings without giving adequate apologies or without good cause, the management committee shall have the right to consider terminating the said member's membership of the management committee.
- i) In the event of a tie of the vote, the Chair of the meeting shall have the casting vote. This shall not preclude the Chair from casting his/her vote as a member of the Association.

8.3 Management Committee - Powers & Duties

- a) The management committee shall be responsible for managing the affairs of the Association including the considerations and decisions around the running of the Association, its finances, meeting its aims and objects, and around the governance arrangements of the Association.
- b) The management committee shall not be entitled to make decisions on matters relating to or affecting the area of benefit without first consulting with the members of the Association.
- c) Officers and members of the management committee shall carry out the tasks allocated to them at management committee meetings.

- d) The Chair or Vice-Chair (in the Chair's absence) of the Association shall be the designated person to represent the Association when liaising with third parties with regards to the affairs of the Association. The Chair represents the views of the entire membership of the Association and not those of any individual or interest group. The Chair shall be seen to be all-inclusive and impartial in such representations, and shall report back to the management committee or the next GM, whichever is the sooner, on such dealings.
- e) The management committee shall be entitled to delegate any of its responsibilities or powers to a sub-committee on a temporary or permanent basis and such sub-committee shall be directly accountable to it. The sub-committee may be formed from any Association members provided that a management committee member chairs the sub-committee.
- f) Upon dissolution of a sub-committee, any accounts, documents or records shall be passed to the management committee.

8.4 Management Committee - Conduct

- a) The members of the management committee shall act in a manner that shall not be seen to bring the management committee or Association into disrepute.
- b) The members of the management committee shall handle the funds and assets of the Association with due care and trust, not causing such funds or assets to be misused or abused. The Association's funds and assets shall not be used for any purpose other than for the direct benefit of the Association.
- c) As representatives of the Association, management committee members must promote and uphold the aims and objects, policies and decisions of the management committee.
- d) Management committee members must act only in the interest of the Association as a whole and shall not promote any personal, individual or specific group interests.

9. EQUALITIES AND DIVERSITY

The Association shall adopt and members shall comply with the equal opportunities and diversity policy approved by RBKC.

10. CODE OF CONDUCT

The Association shall adopt and members shall comply with the code of conduct approved by RBKC.

11. ASSOCIATION MEMBERS' MEETINGS

- 11.1 Members shall be entitled to receive notice of, attend and vote at members' meetings.
- 11.2 Members' meetings shall be an IGM, AGM or other GM.
- 11.3 Members shall be entitled to appoint a proxy to attend and vote on their behalf at an IGM, AGM, or GM. The proxy must be a Resident or an RBKC Resident who is a member of the Association.

11.4 Inaugural General Meeting (IGM)

- a) The first general meeting of the Association shall be the Inaugural General Meeting (**IGM**).
- b) The business to be transacted at the IGM shall be:
 - (i) the election of the first management committee;
 - (ii) Adoption of the Association's constitution;
 - (iii) Any other Association set-up matters.
- c) The membership list of the Association shall be open to allow the joining of new members at the meeting.

11.5 The Annual General Meeting

- a) The Secretary shall arrange for the AGM to take place once a year and not more than 15 months of the date of the previous AGM.
- b) The Secretary shall give members at least 14 days' notice of an AGM.
- c) The business transacted at an AGM shall be to:
 - (i) Present the minutes of the last AGM;
 - (ii) Present the Chair's Report;
 - (iii) Present a statement of the Association financial accounts;
 - (iv) Consider any resolutions or proposals to members; and
 - (v) Elect management committee members for the coming year.
- d) Nominations for election to the management committee must be received by the Secretary in writing at least seven (7) days before the AGM, unless the management committee makes a decision to accept nominations at the AGM.
- e) Office holders may be voted directly to the management committee by the AGM or they may be elected by the management committee from among its number following its election by the AGM.
- f) For the purposes of the AGM, a member of the Association shall be a member who is entered in the membership register as of the date of issue of the notice of the AGM.
- g) The Association shall invite an independent person to confirm, or otherwise, that each AGM is conducted in accordance with the Association's constitution and to preside over the election process of the AGM. The independent person shall be an appropriate RBKC officer or a ward councillor. A ward councillor may only act as an independent person where an appropriate RBKC officer is also present at the AGM.
- h) The quorum for an AGM shall be ten (10) members (including management committee members).

11.6 General Meetings

- a) A General Meeting (GM) shall be any meeting other than an IGM or AGM. It may be convened, for example, to table a motion for a vote of no confidence

in the management committee, to consider a proposal to dissolve the Association or to address financial issues of concern.

- b) A GM is open to all members of the Association. It can be called as and when required by:
 - (i) the Chair exercising his or her discretion
 - (ii) three or more management committee members requesting it in writing.
 - (iii) one-third of the membership or 15 members (whichever is the lower) requesting it in writing.
- c) The GM shall take place within 28 days of the date the Secretary receives a request for such meeting.
- d) The Secretary shall notify members of the time, date, venue and agenda for the meeting giving at least 7 days' notice.
- e) No business other than that stated on the agenda shall be discussed.
- f) Decisions shall be carried by a simple majority of members except in the case of amendments to the constitution or dissolution where a two-thirds majority shall be required.
- g) The quorum for a General Meeting shall be ten (10) members (including management committee members).

11.7 Members' Meetings - Voting

- a) Decisions at an IGM, AGM or GM shall be taken by a simple majority of those voting, including any proxy votes.
- b) In the event of a tie of the vote, the Chair of the meeting shall have the casting vote. This shall not preclude the Chair from casting his/her vote as a member of the Association.
- c) A count of votes shall take place in the IGM, AGM, and GM and the numbers counted shall be recorded in the minutes.
- d) Amendments to the constitution require a two-thirds majority of those present and voting at the General Meeting.
- e) In the event that the number of RBKC Residents in the Association falls below 70% of the membership of the Association, the voting power of Non-RBKC Residents in any IGM, AGM, and GM shall be capped at 15% of the eligible votes.

11.8. Minutes

All members' meetings must be minuted, and presented to the next, AGM or GM, as appropriate.

12. RESIDENTS' MEETINGS

- a) Residents' meetings are open to all residents living in the area of benefit. It is an opportunity for them to find out what is happening in their neighbourhood, to raise issues of concern and to learn how to become involved in the Association. Non-members may participate in discussions.
- b) Residents' Meetings shall not be concerned with the Association's business or governance issues and shall not be held to take votes or make decisions on

key decisions relating to the membership of the Association or the area of benefit. These matters remain the remit of management committee meetings, the AGM and other General Meetings.

- c) The Secretary shall notify members of the Association, and other Residents living in the area of benefit, of the date, time and venue of Residents' Meetings at least 14 days in advance.
- d) The Association shall hold at least two Residents' Meetings in each calendar year.
- e) Any decisions made at a Residents' Meeting shall not be binding on the Association or the management committee.

13. FINANCE

- a) An accurate record of the income and expenditure of the Association must be maintained, produced and set before the members each year at the AGM.
- b) the Association's accounts shall be made available for inspection by members on request.
- c) All monies raised by or on behalf of the Association shall be applied to further the aims and objects of the Association and for no other purpose.
- d) The Association shall allow RBKC to carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation.
- e) Cheque-only bank account(s) must be opened in the name of the Association. The Association shall not operate any banking facilities where cash may be withdrawn by one person using a bank card.
- f) Cheques, transfers and other banking instruments or instructions shall be signed by the Treasurer and at least one other signatory who must also be a member of the management committee. The two signatories must not be related to one another or be members of the same household.
- g) Proper records shall be kept of all transactions, including petty cash transactions.
- h) Finances raised for or on behalf of any sub-committee must be applied only within the terms agreed by the Association's management committee.

14. AMENDMENTS TO THE CONSTITUTION

The management committee shall notify the appropriate RBKC officer of any proposed amendments to the constitution for prior consent by RBKC, such consent not to be unreasonably withheld.

15. DISSOLUTION

- a) The management committee or, in the event that a management committee no longer exists, a majority of the remaining members of the Association can propose that the Association be dissolved. Such persons must give at least fourteen (14) days' notice to all eligible members that a meeting is taking place proposing to dissolve the Association.
- b) For the sole purpose of dissolution of the Association, a quorum need not apply and the Association may be dissolved by a two-thirds majority of those present.

- c) Any assets remaining after settling any liabilities shall be applied for the benefit of the community in accordance with the aims of the Association.

16. ANNUAL SIGNING OF CONSTITUTION

Signed by the newly elected office-holders of the Association's management committee at the Association's AGM held on:

Signed by..... Chair

Name:

Signed by..... Secretary

Name:

Signed by..... Treasurer

Name: