

Bicester Parkland View Residents Association

CONSTITUTION

Adopted at the meeting of residents held on 3 October 2007

1. Name

The name of the Association is Bicester Parkland View Residents Association (referred to in this document as "the Association").

2. Administration

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Management Committee.

3. Area of benefit

The area of benefit of the Association is Parkland Place and Wren Way, Bicester, Oxfordshire.

4. Objects

The objects of the Association shall be:

- a. To promote the exercise of the rights and interests of the residents of Westbury Parkland View, Bicester, Oxfordshire;
- b. To secure the proper maintenance of the common areas, amenities and the overall environment in the area of benefit;
- c. To represent residents and to communicate their concerns, within the local community, with local authorities, the management company and the freeholder;
- d. To undertake any other activities that contributes to the overall well being of the area of benefit.

The Association shall be politically neutral and non-sectarian.

5. Powers

In furtherance of the Association's objects, the Management Committee may exercise the following powers:

- a. To collect and disseminate information on all matters affecting the objects of the Association and to establish, commission, publish, issue, circulate, show and support any written publications, sound and recordings, films or other media communications as shall be necessary to attain its objects or are in any way beneficial to the work of the Association;
- b. To buy, take on lease or in exchange any property necessary for the achievement of its objects and to maintain and equip it for use;
- c. Subject to any contractual arrangements as may be in place, to sell, lease or dispose of all or any part of the property of the Association;
- d. To receive money on loan upon such terms as the Association may approve and to guarantee the obligations and contracts of clients and customers including Members of the Association;
- e. To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons wishing to promote the Association's objects or any of them and to hold funds in trust for same; To invest the moneys of the Association not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit;
- f. To employ such staff as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of other benefits for such staff;
- g. To co-operate with other voluntary bodies, charities and statutory authorities operating in furtherance of the Association's objects or of similar purposes and to exchange information and advice with them;
- h. To establish or support any charitable trusts, associations or institutions formed for all or any of its objects;
- i. Appoint and constitute such advisory committees as the Management Committee may think fit;
- j. To enter into any contract of insurance in respect of any matter in which the Association has an insurable interest and in particular in connection with any real or personal property in which the Association has an interest, or in connection with any acts or omissions done by members of the

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Management Committee or by persons employed by the Association including indemnity insurance in respect of any fraudulent, negligent or other tortious acts by any such person;

- k.** To open and operate bank accounts and other facilities for banking;
- l.** To do all such other lawful things as are necessary for the achievement of its objects.

6. Membership

- a.** All persons aged 18 years or over being owners of property or residing in the area of benefit shall be entitled to be admitted into Membership.
- b.** The Association shall maintain a Register of Members containing the name and address of every Member, and the dates on which they became a Member and ceased to be a Member.
- c.** A Member shall cease to be a Member if he or she:
 - i. Ceases to qualify for Membership;
 - ii. Resigns in writing to the Association;
 - iii. Fails to pay any subscription owed within three months after it is due;
 - iv. Is removed from Membership by a majority vote of the Members for conduct prejudicial to the Association, provided that any Member to be so removed shall have the right to make representation to the meeting at which the decision is to be made.

7. General meetings

- a.** Once in each calendar year the Association shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. At least twenty-one days' notice shall be given of the date, time and venue of the Annual General Meeting and of the business to be conducted.
- b.** The business of the Annual General Meeting shall comprise:
 - i. The annual report of the Management Committee including accounts;
 - ii. The election of members of the Management Committee;
 - iii. The election of honorary officers;
 - iv. The appointment or re-appointment of the Association's auditors or examiners;
 - v. The fixing of annual subscriptions;
 - vi. Such other business as may have been contained in the notices calling the meeting.
- c.** The Management Committee may at any time, and shall if directed by twenty per cent or more of the Members of the Association call a Special General Meeting. At least fourteen days' notice shall be given of the date, time and venue of a Special General Meeting and of the business to be conducted.
- d.** At every general meeting the Chairperson of the Association shall preside, but in the event of his or her absence fifteen minutes after the time set for the commencement of the meeting, the Vice-Chairperson shall preside, and in the event of his or her absence the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- e.** The Members present at the meeting may only cast votes. Each Member shall have one vote on each question to be decided.
- f.** Except where otherwise specified in this constitution, questions shall be decided by a simple majority of votes cast. In the event of a tied vote the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
- g.** No general meeting may proceed unless a quorum is present. Six Members or ten per cent of the Members, whichever is the greater, shall constitute a quorum.
- h.** If half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Management Committee, all Members of the Association being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present half an hour after the time set for the meeting, then the Members present shall constitute a quorum.
- i.** The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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- j.** Any member unable to attend a general meeting in person shall be entitled to submit in writing, including by e-mail, a summary of their views on any matter specified on the agenda of the meeting. The Chairman of the meeting shall, at his or her discretion, inform the meeting of the views of such absent members.
- k.** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two Members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour or against such resolutions.
- l.** If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
- m.** The Management Committee shall ensure that proper minutes are kept of the proceedings at all general meetings of the Association.

8. Notice of meetings

The Management Committee shall ensure that notice of General Meetings is given in such a way that all Members can be expected to be aware of the notice. This may be by sending or delivering written notices to all Members, or by prominently displaying posters containing notice of the meeting in places where all Members are likely to see them, or where a member has notified the Association of their e-mail address by e-mail, or otherwise as the Management Committee may see fit.

9. The Management Committee

- a.** The Association shall have a Management Committee comprising not less than five members.
- b.** At every Annual General Meeting, one-half of the Management Committee members shall retire from office. In the event that the number is not divisible by two, then the proportion to retire shall be that nearest to one-half. The members to retire shall be those longest in office since their last election. Where there are members who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot.
- c.** Retiring members of the Management Committee shall be eligible to stand for re-election.
- d.** The Management Committee may at any time co-opt additional members to fill vacant places within the Management Committee provided that at no time shall more than one-third of the membership of the Management Committee comprise co-opted persons. Co-opted Management Committee members shall have full voting rights.
- e.** The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member. In the event of the number of Management Committee members falling below the minimum specified within this constitution, the remaining Management Committee members may act to increase their number, but for no other purpose.

10. Honorary officers

- a.** Honorary officers to include a Chairperson, Vice-Chairperson and Secretary/Treasurer shall be elected from amongst the members of the Management Committee at the Annual General Meeting. No more than one officer shall be elected from any one household.
- b.** If a casual vacancy occurs in any officer post during the year, members of the Management Committee may appoint one of their number to hold this post until the next Annual General Meeting.

11. Cessation of membership of Management Committee members

A member of the Management Committee shall cease to hold office if he or she:

- a.** Is absent without good reason from all Management Committee meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or

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- b.** Notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect); or
- c.** Ceases to be a Member of the Association; or
- d.** Is removed from office by a majority vote at a Special General Meeting, the notices for which specified that the question of such removal was to be decided.

12. Meetings and proceedings of the Management Committee

- a.** Members of the Management Committee shall meet together and may adjourn and otherwise regulate their meetings as they think fit. The Secretary shall, at the request of the Chairperson or of two or more Management Committee members, summon a meeting of the Management Committee at any reasonable time by giving at least seven days' notice to its members.
- b.** The Chairperson shall preside at all meetings of the Management Committee. If the Chairperson is absent fifteen minutes after the time set for the commencement of the meeting, then the Vice-Chairperson shall preside, and in the event of his or her absence, the members of the Management Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- c.** No meeting of the Management Committee shall proceed unless a quorum is present. A quorum shall be three members.
- d.** All questions shall be decided by a majority of votes of the members of the Management Committee present and voting, and in the case of an equality of votes the Chairman of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.
- e.** The Management Committee shall ensure that proper minutes are kept of the proceedings at all meetings of the Management Committee and of any subcommittees.
- f.** The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- g.** The Management Committee may appoint and delegate any of its powers to subcommittees consisting of members of the Management Committee and/or others, provided that every subcommittee shall be chaired by a member of the Management Committee, and provided also that acts and proceedings of any sub-committees shall be fully and promptly reported to the Management Committee.

13. Receipts and Expenditure

- a.** The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee at such bank as the Management Committee shall from time to time decide. All instruments of expenditure above a certain limit set from time to time by the Management Committee must be signed by at least two members of the Management Committee.
- b.** The funds belonging to the Association shall be applied only in furthering its objects, provided that nothing shall prevent any payment in good faith by the Association:
 - i.** Of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - ii.** Of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent less than the base lending rate of the Association's bankers or 3 per cent, whichever is the greater;
 - iii.** Of reasonable and proper rent for premises demised or let by any Member of the Association;
 - iv.** To any member of the Management Committee in respect of reasonable out-of-pocket expenses.

14. Property

- a.** All or any part of the property of the Association may be vested in not less than two Holding Trustees (or in a corporation entitled to act as custodian trustee) appointed by the Management Committee, and such Holding Trustees shall hold such property and deal with it in a manner which is consistent with the objects of the Association as the Management Committee may from time to time

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direct. The powers, rights and duties of Holding Trustees so appointed shall be embodied in a Trust Deed to be approved by the Management Committee and to be executed by the Holding Trustees. Provided they act only in accordance with the lawful directions of the Management Committee, Holding Trustees shall not be liable for the acts and defaults of its members.

- b.** The Management Committee may at any time remove or replace any Holding Trustee and may appoint a Holding Trustee in place of any Holding Trustee who has retired, dies, refuses to act or has become incapable of acting.
- c.** Any property or contracts, including contracts of employment, held in the name of the Association and not vested in named Holding Trustees shall be deemed to be held jointly by the members of the Management Committee for the time being.

15. Accounts

The Management Committee shall maintain adequate accounting records for the Association and shall arrange for:

- a.** The preparation of annual statements of account for the Association;
- b.** The auditing or independent examination of the statements of account for the Association.
- c.** The preparation of financial statements as deemed necessary from time to time.

16. Alterations to the Constitution

The constitution may be altered by a resolution passed by not less than two-thirds of those Members present and voting at a general meeting. The notice of such a general meeting must include details of the resolution, setting out the terms of the alteration proposed.

17. Regulations

The Association in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Association and the proceedings and powers of the Management Committee and sub-committees, provided that such regulations are not inconsistent with this Constitution, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Constitution. All Members of the Association and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

18. Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a Special General Meeting, of which not less than 21 days' notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a two-thirds majority of the Members present and voting, the Management Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other non-profit-distributing institution or institutions having objects similar to the objects of the Association as Members of the Association may determine or, failing that, shall be applied for some charitable purpose within the area of benefit.

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