

WARREN HOUSE ESTATE RESIDENTS ASSOCIATION

Constitution
adopted
(revised the 9th day of Sept. 1993)

1. NAME

The name of the Association shall be the "Warren House Estate Residents Association" hereinafter referred to as "the Association"

2. OBJECTS

The objects of the Association shall be to further the community interests of its members and the maintenance and improvement of the amenities affecting those members

3. MEMBERSHIP

The members of the Association shall be :-

- (a) One person from each house in Valencia Road, Knights Road, Kerry Avenue North, Glanleam Road and Reenglass Road being situate at Stanmore in the London Borough of Harrow and hereinafter referred to as "the Estate"
- (b) Representative members of Aran Drive Management Ltd, Warren Fields Management Ltd, Anchor Housing Association and such other frontagers to the aforementioned roads as shall be eligible for membership upon such terms as the Committee may decide

4. The annual subscription fee shall be **TWENTY FIVE POUNDS** per annum for each household on the Estate or such other amount and other sums as may be agreed by the Committee.

5. The annual subscription shall be due and payable on the First day of October in every year and shall on or before that day in every year be paid to the Secretary on behalf of the Association or to the account of the Association at its bankers for the time being.

6. If any member's subscription or payment of any expenditure authorised hereunder by a Special or Annual General Meeting is in arrears or unpaid for 30 days after becoming due that member shall not be eligible to vote at any Annual or Special General Meeting.

to stand for election or to serve on or be co-opted to the Committee of Management or to serve on or be co-opted to any sub-Committee nor shall such member be entitled to inspect any of the documents referred to in clause 40 hereof.

7. **GENERAL MEETINGS**

The Association shall within Three months after the close of each financial year of the Association hold a General Meeting which shall be called the Annual General Meeting.

8. The function of the Annual General Meeting shall be:-

- (i) To receive a Statement of the Accounts and report upon the business of the Association during the period embraced therein and upon the state of its affairs at the expiration of such period;
- (ii) To fill vacancies on the Committee as hereinafter provided;
- (iii) To transact any other general business of the Association included in the notice convening the Meeting.

9. All general meetings other than Annual General Meetings shall be called Special General Meetings and shall be convened by the Secretary either upon an order of the Committee or upon a written requisition signed by not less than ten of the members of the Association stating the purpose for which the meeting is to be convened. Such meetings shall be held as soon as possible after the receipt of such order or requisition. Should the Secretary fail to convene a Special General Meeting within fourteen days after delivery to him of the requisition the members who have signed the requisition may themselves give notice of and convene the meeting. A Special General Meeting shall not transact any business other than that mentioned in the notice convening the meeting.

10. A general meeting shall be convened by notice in writing delivered by hand to every household member or representative member not less than seven clear days before the date of the meeting, specifying whether the meeting is an Annual or Special General Meeting, stating the time and place thereof and every purpose for which it is convened.

No general meeting shall be invalidated by non-receipt of notice thereof by any member.

11. PROCEEDINGS AT ANNUAL AND SPECIAL GENERAL MEETINGS

No business shall be transacted at any general meeting of the Association unless a quorum of members is present at the time the meeting proceeds to business. ~~Twenty~~
~~five~~ ^{Twelve} members shall form a quorum.

12. At all general meetings of the Association the Chairman of the Committee shall preside as Chairman or, if there is no Chairman, or, if he is not present, the members present shall elect a member of the Committee present to be the Chairman of the meeting.

13. The Chairman of the meeting may with the consent of those members present adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

14. (a) Subject to any special direction contained in any of these rules, a resolution shall be carried if a simple majority of votes is recorded in its favour, including any resolution for payment of monies additional to the annual subscription payable by members or any increase in the annual subscription.

(b) A declaration by the Chairman of the meeting that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15. VOTES OF MEMBERS

At all general meetings of the Association every member shall have one vote.

16. In case of equality of votes on a show of hands or on a ballot for election of Committee members at any general meeting the Chairman of the meeting shall have a second or

casting vote.

17. Any question as to the acceptability of any vote shall be determined by the Chairman of the meeting, whose decision shall be final.

18. COMMITTEE OF MANAGEMENT

- (a) The Association shall have a Committee of Management which shall manage the business of the Association.
- (b) The Committee of Management shall consist of not less than six committee members.

19. The Committee may from time to time co-opt for any period any suitable persons who shall be members or representative members of the Association to serve on the Committee or on a sub-Committee and such persons may take part in the deliberations of the Committee or sub-Committee as the case may be and vote at any meetings thereof, but for the purposes of these rules shall not be included in the expression "Committee members". Not more than three persons shall be co-opted to serve at any one time on the Committee nor more than two on any one sub-Committee. Each co-opted Committee member shall retire from office immediately before the Annual General Meeting next following his co-option.

20. ELECTION OF COMMITTEE MEMBERS

- (a) At the first Annual General Meeting of the Association following the acceptance of this Constitution all the Committee members for the time being shall retire from office and at every subsequent Annual General Meeting one-third or the nearest number thereto shall retire from office. The Committee members to retire at any such subsequent Annual General Meeting shall be those who have been longest in office since they last became Committee members, but as between persons who become Committee members on the same day those to retire shall be chosen by lot. In reckoning the aforesaid one-third, any person

appointed under clause 22(b) shall not be taken into account.

- (b) Elections for members of the Committee will be by secret ballot.
 - (c) A retiring Committee member shall be eligible for re-election.
21. (a) If at any general meeting at which any Committee member retires the Committee members offering themselves for re-election together with any member of the Association duly nominated for the Committee do not exceed the vacancies on the Committee, the said Committee members and members nominated shall fill the vacancies thereon. But if the said Committee members and members nominated exceed the vacancies on the Committee the general meeting shall elect from amongst them the persons to fill the vacancies by secret ballot to be taken at the general meeting. ✓
- (b) Nominations for the Committee shall be in writing, state the full name, address and occupation of the member nominated, be signed by the member making the nomination, contain a signed statement by the member nominated of his willingness to be elected and be left with the Secretary not later than fourteen days before the date appointed for the general meeting at which vacancies on the Committee are to be filled.
22. (a) If a vacancy caused by the retirement or removal of any Committee member is not filled at the general meeting at which he retires or is removed, the vacancy may be filled by the Committee.
- (b) A casual vacancy on the Committee occurring by death or resignation or under clause 23 may be filled by the Committee and the member appointed to fill the vacancy shall retire at the next Annual General Meeting.
23. A Committee member or co-opted member shall vacate his office if he is in arrear with his subscription or any other monies levied by the Association or becomes bankrupt, or compounds with his creditors, or is convicted of an indictable offence, or ceases to be a member of the Association or absents himself from four consecutive meetings of the

Committee without special leave of absence. A Committee member or co-opted member shall also vacate his office if he is concerned in the profits of any contract made by the Association.

24. PROCEEDINGS OF COMMITTEE

The Committee shall meet at such times and places as they deem fit. Until the Committee determine a higher number, ~~five~~^{four} Committee members shall form a quorum. If and so long as the number of members of the Committee is reduced below the number fixed as a quorum of the Committee, the continuing members may act in that capacity for the purpose only of summoning a general meeting of the Association which shall be empowered to appoint such number of Committee members as is required to bring the number of members of the Committee up to six or to such higher number as may have been determined as a quorum for meetings of the Committee.

25. The Committee shall at their first meeting and subsequently after each Annual General Meeting elect a chairman from their own number to hold office until the next Annual General Meeting. He shall be the chairman of the Association and shall be removable from the office of chairman only by a vote of two-thirds of the members and co-opted members of the Committee present at a special meeting called for that purpose but he shall retain his membership of the Committee of Management. If at any meeting of the Committee the chairman is absent the members and co-opted members of the Committee present shall elect one of their number to be chairman of the meeting. In the case of an equality of votes at a meeting of the Committee the chairman of the meeting shall have a second or casting vote.

26. A special meeting of the Committee may be called by a notice in writing, given to the secretary by the chairman of the Committee or by three Committee members or co-opted members, specifying the business to be transacted thereat. The secretary shall communicate every such notice to all Committee members and co-opted members as soon as possible after the receipt thereof, and the meeting shall be held at the ordinary

place for meetings of the Committee not earlier than two clear days and not later than seven clear days after the receipt by the secretary of such notice, and no other business shall be transacted at the meeting than the business named in the said notice.

27. The Committee may delegate any of its powers to any sub-Committee consisting of such Committee members or persons co-opted to the Committee or the sub-Committee as it thinks fit, which shall in the functions entrusted to them conform to the instructions given to them by the Committee, and any such sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as they are applicable and by any regulations which may be imposed on it by the Committee.

28. A resolution in writing signed by all Committee members or by all the members of a sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or sub-Committee duly called and constituted.

29. **POWERS OF COMMITTEE OF MANAGEMENT**

The Committee of Management shall have full power to conduct and superintend the business of the Association and the obligations which it has entered into or will in the future enter into on behalf of the Association and may exercise all such powers and do all such acts as may be exercised or done by the Association, and are not by these rules expressly directed or required to be done by the Association in general meeting, subject nevertheless to the provisions of these rules and any regulations made from time to time by the Association in general meeting. The Committee shall in all things act for and in the name of the Association.

30. **SECRETARY AND OTHER OFFICERS**

(a) The Association shall have a Secretary, Treasurer and Vice-Chairman who shall be appointed and may be removed by the Committee in accordance with procedures in clause 25.

- (b) The Secretary, Treasurer and Vice-Chairman shall act under the supervision, control and direction of the Committee and without prejudice thereto the Secretary shall in particular:-
- (i) Summon and attend all meetings of the Association and of the Committee and keep the minutes referred to in clause 34
 - (ii) Keep the register of members and other registers required to be kept by these rules.
- (c) The Treasurer shall keep all the books of Accounts and receive all contributions and other payments due from the members of the Association and pay over the amount so received as the Committee direct or as an Annual or Special General Meeting may instruct the Committee so to do.

31. INDEMNITY OF OFFICERS

Every Committee member or co-opted member shall be indemnified by the Association against all costs, losses and expenses which he may incur in discharge of his duties, including travelling expenses. ✓

32. No Committee member or co-opted member shall be liable for any loss happening to the Association through the execution of the duties of his office, unless the same happen through his own dishonesty or wilful default. ✓

33. REGISTERS, BOOKS, MINUTES

The Association shall keep at its office a register of members in which the Secretary shall enter the following particulars:-

- (a) The names, addresses and telephone numbers of members;
- (b) The date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
- (c) The names and addresses of the officers of the Association with the offices held by them respectively and the dates on which they assumed office.

The Association shall also keep at its office a duplicate register of members in which the Secretary enters all the particulars in the original register of members.

34. Minutes shall be kept of every general meeting and of every meeting of the Committee and such minutes shall be read at the next of such meetings respectively and signed by the chairman of the meeting at which they are so read. All minutes so signed shall be conclusive evidence of any fact stated therein as between the Association and every member.

35. **AUDIT AND DUTIES OF AUDITOR**

At each Annual General Meeting the Association shall appoint _____ as the Association's independent auditor until the next Annual General Meeting, one of the auditors from a list recommended by the Committee. No auditor so appointed shall hold any office in connection with the Association.

36. The auditor so appointed may be removed by a resolution passed by a majority of those voting thereon at a general meeting of which due notice has been given, and the meeting may appoint another approved auditor to take his place, provided that the auditor shall not be removed unless

- (1) fourteen days' notice of the aforesaid general meeting and of the resolution to be considered is sent to him at his principal office, and
- (2) he is given an opportunity to address the meeting or submit a written statement, and such statement if submitted, is read to the meeting by the chairman of the meeting.

Any vacancy in the position of auditor may be filled by the Committee and the person appointed by them shall have full power to act until the next Annual General Meeting, when the appointment shall be submitted for confirmation.

37. A retiring auditor shall be reappointed unless he ceases to be an approved auditor, is unwilling to be reappointed or is removed as hereinbefore provided.
38. The Committee shall once in every year submit the accounts for audit to the auditor appointed under these rules. The Committee shall lay a statement of the accounts, duly audited and signed by the auditor and containing any report of the auditor thereon, before each Annual General Meeting, accompanied by a report by the Committee on the position of the affairs of the Association signed by the chairman of the Committee meeting at which such report is adopted. The accounts shall be made up to such date as the Committee may determine to be the end of the financial year.
39. The auditor shall have access to all books, deeds, documents, securities, and accounts of the Association, and shall examine the statement of the accounts and annual return and verify the same with the books, deeds, documents, accounts and vouchers relating thereto, and shall either sign the same as found by him to be correct, duly vouched, and in accordance with law, or specially report to the Association in what respect he finds them incorrect, unvouched, or not in accordance with law.
40. **INSPECTION OF BOOKS**
Any member whose subscription and other payments due in accordance with this Constitution have been discharged shall be allowed to inspect his own account and the books containing the names of the members, including all particulars in the duplicate register of members, at all reasonable hours at the registered office of the Association or at any place where the same are kept subject to such conditions as to the time and manner of such inspection as may be made from time to time by the general meetings of the Association.
41. **AMENDMENT OF RULES** /
Any rule of the Association may be rescinded or amended, or any new rule made, by a resolution carried by two-thirds of the votes given thereon at any special general meeting

of which notice has been given specifying the intention to prepare such rescission, amendment or new rule.

42. FINANCIAL OBLIGATIONS

All monies levied by the Association on its members, including any increase in membership subscription, shall be imposed only by means of a Resolution passed at an Annual or Special General Meeting in accordance with clause 14 (a) hereof.

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