



xxxxxxxxxx Residents Association Constitution [DATE]
(PROPOSED)

NAME AND AREA

1. The NAME of the association is **XXXXXXXX Residents Association**
2. Defined Area [XXXXXXXXXXXX estates] [XXXXXXXXXXXX blocks], all within the local authority area of the City of Westminster.

AIMS

3. The aims of the association are to:
 - 3.1 Promote membership to all people eligible to join the association
 - 3.2 Promote equal opportunities within the community
 - 3.3 Improve the housing and other services in the area of the association
 - 3.4 Be non-party political
 - 3.5 Promote social welfare, recreational and training activities for the benefit of members of the association
 - 3.6 Represent the majority view of the members
 - 3.7 Build a partnership and improve communication between landlord and membership
 - 3.8 Provide regular information to all members
 - 3.9 Regularly consult all members
 - 3.10 [Provide support for residents on the complaints process]
 - 3.11 Monitor the association, its work, finances and membership
 - 3.12 Provide and promote training for members on areas of the association's activity and concern. Training for committee members will be provided to support the governance arrangements of the association.
 - 3.13 Use Social media where appropriate to canvas opinion and to make decisions providing the association has regard to Equal Opportunities Clause 4 as noted below.



- 3.14 Consider options such as the Right to Manage or individual management through a local management agreement.

EQUAL OPPORTUNITIES

- 4 The association will work in the community and within its own membership to advance equality of opportunity, foster good relations and eliminate discrimination against those in protected groups as determined by the Equality Act 2010 (As amended from time to time).

MEMBERSHIP

5. Membership of the association shall be open to:
- a) All introductory tenants / assured tenants / secure tenants and leaseholders (that occupy or own the dwelling houses) of the local authority (including Westminster Community Homes) in the defined area,
 - b) Anyone living in the defined area who is either (i) an assured tenant (or family member) of a Housing Association, (ii) a private tenant (or family member) of a leaseholder, or (iii) a family member of members in 5(a) who is over 18,
 - c) Any other such membership that a General Meeting agrees.
- 6 A record of all members in the current year shall be kept by the Secretary of the association.
- 7 Any membership fee shall be determined by the Annual General Meeting.

ASSOCIATE MEMBERSHIP

- 8 The committee may accept any person as an associate member. They shall have all the privileges of membership except the right to vote at meetings and to be elected as members of the committee.
- 9 The secretary shall keep a record of all associate members.

ENDING MEMBERSHIP

- 10 Membership shall end when a member ceases to meet the conditions of clause 5 above or resigns.
- 11 In the event of gross misconduct membership may be suspended or ended by a two-thirds majority vote of the Committee.
12. For the purposes of clause 11, gross misconduct shall be defined as



conduct which (in the opinion of a two-thirds majority of the committee):

- (a) Knowingly contravenes any association rule, or
- (b) May prevent the proper functioning of the committee, or
- (c) May harm the good reputation of the association, or
- (d) Involves any illegal activity.

- 13 A member whose membership has been suspended in accordance with clause 11 (full membership) and clause 42 (committee membership) shall be entitled to have that suspension reviewed at the next general meeting of the association.

MEETINGS

THE ANNUAL GENERAL MEETING

- 14 The association shall hold an annual general meeting (AGM) once in each calendar year, and not less than 9 months, nor more than 15 months shall pass between the date of one AGM and the next.

- 15 The AGM shall:

- Receive an annual report from the committee
- Present audited accounts to members
- Appoint an independent person (outside of the association) to audit the annual accounts
- Elect the committee
- Additionally elect trustees (where a hall is managed on behalf of the City Council)
- Consider any resolution put forward by members
- Vote on any amendments to the constitution.
- Report on income & expenditure on hall management (if applicable)

or

- 15 The AGM shall:

- Receive an annual report from the committee
- Present audited accounts to members
- Appoint an independent person (outside of the association) to audit the annual accounts
- Elect the committee & officers of the committee
- Additionally elect trustees (where a hall is managed on behalf of the City Council)
- Consider any resolution put forward by members
- Vote on any amendments to the constitution.
- Report on income & expenditure on hall management (if applicable)



- 16 All members shall be given **[28 days]** written notice of the AGM, such a notice shall ask for any agenda items, nominations to the committee and any resolutions which include any proposed changes to the constitution.
- 17 Any agenda items or 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 **[21 days]** before the AGM.
- 18 Agendas should be submitted to the membership, together with minutes of the previous AGM (if not previously circulated) **[10 days]** before the AGM.
- 19 The quorum for the AGM shall be 25 members or 20% of the membership whichever is the least.
- 20 If there is no quorum present within half an hour of the time the meeting is due to start the meeting shall be dissolved and re-convened no earlier than 10 working days and no later than 20 working days from the date of the original meeting. If at the subsequent meeting the meeting is still not quorate within half an hour of the time the meeting is due to start, then those present at the meeting shall form the quorum.

GENERAL MEETINGS

- 21 Each year the association shall hold at least three general meetings (including the AGM) which shall be open to the general membership.
- 22 All members shall be given **[28 days]** written notice of the general meeting, such a notice shall ask for any agenda items and any resolutions.
- 23 Any agenda items must be notified and sent to the secretary in writing at least **[21 days]** before the AGM.
- 24 Agendas should be submitted to the membership, together with minutes of the previous general meeting (If not previously circulated) **[10 days]** before the general meeting
- 25 All general meetings shall be minuted.
- 26 The quorum for all general meetings shall be 25 members or 20 per cent of the membership, whichever is the least.
- 27 Clause 20 shall apply in the event of the meeting not being able to form a quorum.
- 28 Proposed resolutions by members must be notified in writing to the secretary at least 14 days before the meeting and these may be accepted by the chair if it is agreed by those present at the start of the meeting that they be added to the agenda.

SPECIAL GENERAL MEETING



- 29 A special general meeting may be called by the committee if requested by at least 25 members or 20 per cent of the membership, whichever is the most
- 30 If a special general meeting is requested by the membership this request must be supported with information identifying the precise nature of business to be conducted.

VOTING

- 31 Each member shall have **one vote** on any resolution put before an AGM, general meeting or special general meeting.
- 32 **All Voting** that takes place at an AGM, general meeting, special general meeting and committee meetings, shall be counted and recorded in the minutes.
- 33 If there is a tie the chair will have a second and casting vote.
- 34 Proxy voting shall not be allowed at any general, special general or annual general meeting.
- or
- 34 Proxy voting shall be allowed at any general, special general or annual general meeting providing the individual member has been given the necessary signed authority from the member of the association who is unable to attend the meeting. An individual can only put forward 1 proxy vote on behalf of a member. An individual is not able to put forward multiple proxy votes.

MINUTES

- 35 All formal meetings such as committee meetings, special general meetings and annual general meetings must be minuted formally approved by the next meeting of the committee or general meeting respectively.
- 36 All minutes shall be available for inspection by members of the association.

THE COMMITTEE

- 37 Any member over the age of 18 shall be entitled to stand for election to the committee.
- 38 One third of the committee shall stand down at each annual general meeting and may be re-elected. For the avoidance of doubt the third that stand down shall be such residents who have served the longest on the committee.
- 39 There shall be at least **[six]** and no more than **[Fifteen]** committee members. Where the Residents Association manages a hall the AGM shall also appoint 4 additional



individual trustees to manage the hall on behalf of the Association. Such trustees shall be outside of the existing committee.

40. The committee shall ensure that there is always a majority of tenants and leaseholders or family members thereof on the committee compared to members that qualify under clause 5(b) (i & ii).
 41. There shall be at least [**minimum 4 maximum 12**] committee meetings each year. The quorum for committee meetings shall be no less than four committee members or 1/3 of the committee membership whichever is the most.
 42. Where committee members fail to attend 3 consecutive committee meetings without good reason the committee may decide to remove them from the committee by a two-thirds majority vote of the committee.
 43. All members shall be given not less than seven days notice of each committee meeting, at which any member shall be entitled to attend (but not to vote).
 44. The association should aim to have a proportion of tenants/lessees on the committee to reflect the ratio of tenants to lessees on the estate.
 45. The officers of the committee shall be elected by the committee at their first meeting following the AGM. Until such time as officers are appointed, the committee shall deal collectively with any issues that may arise. The committee shall appoint to fill any vacancies that may arise.
- or
45. The officers of the committee shall be elected at the annual general meeting. Until such time as officers are appointed, the committee shall deal collectively with any issues that may arise. The committee shall appoint to fill any vacancies that may arise.
 46. The committee may from time to time as necessary create any sub-committees and/or working parties on a permanent or temporary basis. The committee shall direct the terms of reference and delegated decision-making powers of the sub-committee. The members of any such sub-committee or working party shall be selected by the committee from among the general membership and through Co-option if required. Any such sub-committees or working parties shall report to the committee regularly for decision making.
 47. The committee shall monitor the work, finances and membership of the association.
 48. The committee shall report to each general meeting on the work done by the committee since the last general meeting.



- 49 The committee shall produce standing orders which it may review from time to time to govern the conduct of committee meetings.
- 50 There shall be no more than one committee member from the same household.
- 51 Where a conflict of interest arises the committee member shall declare such conflict and shall withdraw from any discussion and voting on the subject matter. In certain circumstances the committee member will be asked to leave the room whilst a discussion / vote takes place.

OFFICERS OF THE COMMITTEE

- 52 The association shall have a chairperson, secretary and treasurer.
- 53 The chairperson shall chair the general and committee meetings. The duties of the officers shall be defined in the standing orders of the association.
- 54 The officers shall report to each committee meeting and general meeting of their work.
- 55 Only tenants and leaseholders and family members under 5b (iii) can be elected as officers of the committee but not anyone that qualifies for membership under rule 5(b) (i & ii)

CO-OPTTEES

- 56 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. Such co-optees shall not qualify for the purposes of counting a quorum.

FINANCE

- 57. The treasurer shall open and maintain 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.
- 58. The committee shall appoint three authorised signatories for any cheques and cheques shall be signed by at least two of the authorised signatories who are not related to one another.
- 59. The association's accounts shall be kept up to date and annual accounts for each year shall be independently audited and presented to the annual general meeting.
- 60. The accounts of the association shall be available for inspection by any member of the association who requires seeing them, within 28 days. The request for inspection



must be made in writing to the treasurer.

61. The accounts of the association shall be sent to Westminster City Council each year, no later than four months after the end of the financial year.
62. If so requested quarterly income and expenditure accounts together with the appropriate supporting papers (including bank statements) shall be submitted to Westminster City Council for inspection.
63. The financial year shall run from 1st April to 31st March each year.
64. No member of the committee or anyone related to such committee member shall receive remuneration or have any financial interest personally or as a member of a firm or as a director or other business trading for profit or in any other way whatsoever in any contract or other transaction with the association.
65. Travel, subsistence and other out of pocket expenses necessarily incurred by members representing / acting for the association may be reimbursed by the treasurer providing that each payment is supported by appropriate evidence and signed for by the recipient.
66. Any potential expenditure over [£3000] (level to be decided by a General meeting) shall only be committed on approval of a general meeting of the association. All petty cash transactions must be under £50 and will only be refunded on production of a valid receipt.

Or for associations with less than 200 properties

66. Any potential expenditure over [£1500] (level to be decided by a general meeting) shall only be committed on approval of a general meeting of the Association. All Petty cash transactions must be under £50 and will only be refunded on production of a valid receipt.
67. Any decisions made on the procurement of goods and services shall be on a value for money basis with at least 2 quotes for goods and services over [£1000] and 3 quotes over [£5000.]
68. Any petty cash used by the residents association shall follow the imprest system and the maximum amount of petty cash in the float at any one time shall not be greater than £50.

DISSOLUTION

69. The association may only be dissolved by a general meeting called specifically to consider a motion to that end and passed by two-thirds of members present and voting. Subject to the terms of any resolution of the general meeting, the 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 another recognised association as determined by Westminster City Council within the local authority area or transferred back to Westminster City Council who shall use such money for the support and benefit for the residents within the defined area.

MANAGEMENT OF HALLS [Delete if you do not manage a hall]

All associations that wish to manage halls shall be required to enter into a lease agreement as determined by Westminster City Council.

The lease agreement includes an estate halls service specification annexed to the lease which determines the obligations on the association in managing the hall. In the event of a breach of these obligations the trustees shall be required to remedy such breach within 2 months. A failure to remedy the breach could result in the hall management being returned to Westminster City Council.

70. Where so required by the terms of the hall lease agreement, trustees will be appointed by the committee and agreed at the next general meeting.
71. trustees will be appointed for three years and can be reappointed.
72. The committee may appoint a new trustee when needed subject to the endorsement of the next general meeting.
73. The trustees are responsible to the association for the day to day management of all property including premises and equipment, leased, owned or rented by the association.
74. The trustees with agreement of the association will arrange sufficient insurance cover to indemnify the association's holdings.
75. The trustees shall ensure that the association is properly licensed for its activities, entertainments and performances (if any). The trustees will also make sure the association has a licence for its general running activities.
76. Trustees have the right to general indemnity which can be claimed from the funds or assets of the association. They are entitled to this because of the personal liability incurred by the trustees of the association. Such indemnity shall not cover any fraudulent or criminal activity by the trustees.
77. Trustees can attend committee meetings but cannot vote unless they are a member of the association in their own right.
78. Trustees are allowed to examine the association's accounts and books as long as the association is given reasonable time to make them available, as decided by the General Meeting.



ASSOCIATION PREMISES

The committee shall use the specimen hire agreement as stipulated by Westminster City Council for any letting arrangement. Such agreements need to be retained for inspection by the City Council or its agent.

Committee members cannot hire or use the association's premises for personal or financial gain. This shall not preclude any committee member hiring the hall at the standard rates agreed by the committee.

Any expenditure shall be in line with in line the finance clauses noted above and as set out in the estate halls service specification.