

# **Constitution of Hallgarth Residents Association**

Adopted on the 27th May 2021

## **1 Name**

The name of the Association is "Hallgarth Residents 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 Executive Committee, constituted by clause 8 of this constitution ("the Executive Committee").

## **3 Boundaries**

The Association's main concern will be in the residents of all properties accessible via either Garth Brown, Sparrowmire Lane or Fir Tree Rise in Kendal, Cumbria.

## **4 Objects**

The Association's Objects are:-

"To improve the quality of life in the Hallgarth Estate, Kendal; including providing and improving community facilities and representing the views of local people."

## **5 Powers**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

5.1 Represent the views of Hallgarth residents on local issues after sounding out local opinion wherever possible.

5.2 To publicise and promote the association within the community

5.3 To pursue a non-political agenda and foster equal opportunities amongst all members of the local community;

5.4 To raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

5.5 To buy, take on lease or in exchange any property or other equipment as necessary for the achievement of the objects and to maintain and equip it for use;

5.6 Subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;

5.7 Subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;

5.8 To employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

5.9 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

5.10 To establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

5.11 To appoint and constitute such advisory committees as the Executive Committee may think fit;

5.12 To do all such other lawful things as are necessary for the achievement of the objects.

## **6 Membership**

6.1 Membership of the Association shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.

6.2 Every member shall have one vote

6.3 The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before the final decision is made.

## **7 Honorary Officers**

At the Annual General Meeting of the Association the members shall elect from amongst themselves a Chair, a Secretary, and a Treasurer, who shall hold office from the conclusion of that meeting.

## **8 Executive Committee**

8.1 The Executive Committee shall consist of not less than 4 members nor more than 12 members being:

- a) the honorary officers specified in the preceding clause;
- b) not less than 3 and not more than 9 members elected at the Annual General meeting who shall hold office from the conclusion of that meeting;

8.2 The Executive Committee may in addition appoint not more than 4 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a Special Meeting of the Executive Committee called under clause 11 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

8.3 All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

8.4 The proceedings of the Executive 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.

8.5 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

8.6 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the Minute Book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Association.

8.7 Local Councillors and employees of South Lakes Housing cannot be members of the Executive Committee but can be invited to attend committee, public and annual general meetings in either a listening or speaking capacity. However, they must not participate in voting.

## **9 Termination of Membership of Executive Committee.**

A member of the Executive Committee shall cease to hold office if her or she:

9.1 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

9.2 Is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

9.3 Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **10 Executive Committee Members not to be personally interested.**

10.1 [Subject to the provisions of sub-clause 10.2 of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a Trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

10.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Association( Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **11 Meetings and Proceedings of the Executive Committee.**

11.1 The Executive Committee shall hold at least two ordinary meetings each year. A Special Meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member than not less than 14·days' notice must be given.

11.2 The Chair of the Association shall act as Chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.

11.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

11.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.

11.5 The Executive Committee shall keep minutes in electronic form of the proceedings at meetings of the Executive Committee and any sub-committee.

11.6 The Executive 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.

11.7 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

## **12 Receipts and Expenditure**

12.1 The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such Bank or Building Society as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two of the honorary officers.

12.2 The funds belonging to the Association shall be applied only in furthering the objects.

## **13 Property**

13.1 Subject to the provisions of sub-clause (13.2) of this clause, the Executive Committee shall cause the title to:

- a) all land held by or in trust for the Association which is not vested in the Official Custodian for Charities; and
- b) all investments held by or on behalf of the Association;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding Trustees may be removed by the

Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee, the holding Trustees shall not be liable for the acts and defaults of its members.

13.2 If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **14 Accounts**

The Executive Committee shall comply with their legal obligations with regard to :-

- a) the keeping of accounting records for the Association;
- b) the preparation of annual statements of account for the Association;
- c) the auditing or independent examination of the statements of account of the Association;.

## **15 Annual General Meeting**

15.1 There shall be an Annual General Meeting of the Association which shall be held in the month of May in each year or as soon as practicable thereafter.

15.2 Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.

15.3 Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chair of the meeting.

15.4 The Executive Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year. · · ·

15.5 Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot of those present.

15.6 If there are insufficient numbers of written nominations for the Executive Committee at the time of the Annual General Meeting then by a vote of the majority of those present Rule 15.5 of this constitution may be suspended and further nominations may be accepted from the floor of the meeting providing proof is provided that the nominated person is prepared to be and is eligible to accept nomination.

## **16 Special General Meetings**

The Executive Committee may call a Special General Meeting of the Association at any time. If at least ten members request such a meeting in writing stating the business to be considered the

secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **17 Procedure at General Meetings**

17.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Association.

17.2 There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any General Meeting.

## **18 Notices**

Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **19 Alterations to the Constitution**

19.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

## **20 Dissolution**

20.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive 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 charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

Signed: Chair .....

Date .....

Signed: Treasurer.....

Date .....

Signed: Secretary.....

Date: .....