

Golden Lane Estate Residents Association

GLERA

Rules & Constitution

Version 3 : 19 June 2011

GLERA – Constitution

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1 Establishing Association

1	The new Association will be known as GLERA (Golden Lane Estate Residents' Association).
2	GLOA (Golden Lane Owners Association) will match existing GLETA (Golden Lane Estate Tenants Association) funds to be put into the new Association.
3	The residue in GLOA accounts will be invested to allow leaseholders to employ professional assistance relating to leaseholder issues, e.g. the Leaseholder Tribunals.
4	The Landscape Group will be responsible for checking the grounds and making suggestions etc. The exact working life of the group will be decided by the new Committee.

2 Objectives

1	To further the common community interests of all Residents of Golden Lane Estate and represent members in dealings with the City of London Corporation, and any other bodies pursuant to those community interests.
2	To promote the maintenance and improvement of amenities affecting those members together with the monitoring of all charges.
3	Maintain the private status of the Estate.
4	The Association shall have the power to affiliate to anybody whose objectives are of benefit to the membership.

3 Membership

1	Membership shall be open to all lawful tenants, lawful leaseholders and lawful sub-tenants of the Golden Lane Estate.
2	Members of the Association are bound by the Rules and Constitution.
3	The Association welcomes members from all sections of the community and does not discriminate on any basis including, but not limited to, race, religion, or political belief.
4	Membership of the Association shall terminate :- a) upon a Member giving written notice to that effect to the Honorary Secretary. b) upon a Member failing to renew their subscription by 30 th June in the year the subscription falls due. c) upon a Member ceasing to be a lawful tenant, a lawful lease holder or a lawful sub-tenant of the Golden Lane Estate.
5	Junior membership is open to residents under the age of 18 who are interested in the work of the Association. Junior members will not be allowed to vote in any meeting or stand for office. However, Junior members can vote within their own sub-Committee

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	and present their views to the main Committee.
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4 Subscriptions and Finance

1	All members shall pay an annual subscription which will be determined by the membership at an Annual General Meeting.
2	The property and funds of the Association shall be held and administered by the Committee. A resolution of the Committee shall be sufficient authority for any payment therefrom.
3	The Treasurer shall keep proper accounts of the finances of the Association and service the bank account in the name of the Association.
4	The financial year shall end on March 31 st up to which date, independently audited accounts shall be submitted for approval at the subsequent AGM.
5	Auditors will be appointed by a resolution at the AGM. Committee members shall not be eligible for appointment as auditors.
6	A banking account shall be opened in the name of the Association. Four signatories shall be authorised to sign cheques to ensure that two signatories are available at any given time. All cheques must be signed by two signatories. For any amount over £100, cheques will require 3 authorised signatories. Signatories should not be from the same household
7	All Committee members will be reimbursed by the Treasurer against all reasonable itemised receipts for out of pocket expenditure caused directly by the need to carry out requests of the Association.
8	All monies raised by or on behalf of the Association shall be applied to further the objectives of the Association and for no other purpose.

5 Meetings

5.1 General Meetings

What are the procedures for convening a meeting?

1	<u>Convening A General Meeting</u> Any General Meeting of the Association may be convened on at least 21 days written notice to the members, by a member of the Committee. Any member desiring to propose a resolution shall send notice of such a proposal to
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	the Honorary Secretary, at least 14 days before the meeting. The Agenda shall be delivered to members at least seven days before the meeting.
2	<u>Minimum Number Of General Meetings Each Year</u> A minimum number of four general meetings will be held each year.

What Constitutes a Quorum?

3	No quorum is required to hold a General Meeting.
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Rules of Conduct for the meeting

4	Members shall address any meeting through the Chairperson. All meetings shall be conducted by recognised rules of debate and conduct.
5	<u>Resolutions</u> At least fourteen days notice in writing must be given to the Honorary Secretary of any resolution to be moved at any General Meeting, unless such resolution is admitted by the Chairperson at the meeting.

Voting

6	See Voting Quorums at item 4 under Section 6 – VOTING.
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Recording of voting and minutes.

7	Minutes will be taken at all meetings of the Association. These minutes must be agreed at the following meeting by the membership present and signed off by the Chairperson as a true record of the meeting. A copy of the Minutes shall be delivered to every Association member.
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5.2 Extraordinary General Meetings

What are the procedures for convening a meeting?

1	<u>Convening An Extraordinary General Meeting</u> An Extraordinary General Meeting can only be called for a specific stated reason. Any Extraordinary General Meeting of the Association may be convened on at least 21 days written notice from, and signed by, ten members, to the Chairperson or
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	<p>Honorary Secretary, requiring an Extraordinary General Meeting.</p> <p>Any member desiring to propose a resolution shall send notice of such proposal to the Honorary Secretary at least 14 days before the meeting.</p> <p>The Agenda shall be delivered to members at least seven days before the meeting.</p>
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What constitutes a quorum?

2	At an Extraordinary General Meeting of the Association, 25% of the membership shall constitute a quorum. If the quorum is not met, the meeting shall be closed. The matter cannot be raised to convene another EGM within the same financial year of the Association (unless the purpose of the EGM is dissolution of the Association in which case see clause 8.3).
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Rules of Conduct for the meeting

3	At such meetings, only the reasons given for the said meeting may be discussed.
4	Members shall address any meeting through the Chairperson. All meetings shall be conducted by recognised rules of debate and conduct.

Voting

5	See Voting Quorums at item 4 under Section 6 - VOTING
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Recording of voting and minutes

6	Minutes will be taken at all meetings of the Association. These minutes must be agreed at the following meeting by the membership present and signed off by the Chairperson as a true record of the meeting. A copy of the Minutes shall be delivered to every Association member.
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5.3 Annual General Meetings

What are the procedures for convening a meeting?

1	<p><u>When Will An Annual General Meeting (AGM) Be Held?</u></p> <p>The Annual General Meeting of the Association shall be held within three months of</p>
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	the end of the Financial Year. The Annual Report of the Committee and Audited Statement of the Accounts, together with any other business, will be given at the AGM.
2	<u>How Much Notice Must Be Given to Members?</u> Not less than 21 days notice shall be given to all members for the AGM
3	<u>Resolutions & Nominations</u> A notice containing all resolutions and nominations, including those for nominations of Committee Officers, to be moved, with the names of those proposing each resolution or nomination, shall be kept by the Honorary Secretary. The notice shall be included in the Notice of the AGM, in the Agenda, and delivered to every member of the Association, at least seven days before the Annual General Meeting. Nominations to be accompanied by the written consent of the nominee. <u>Resolutions to Change the Constitution</u> Any member desiring to propose any alteration to the Constitution shall send notice of such proposal to the Honorary Secretary, at least 14 days before the AGM.

What constitutes a quorum?

4	At the Annual General Meeting of the Association, attendance from 40 households shall constitute a quorum, and if not present, the meeting shall be adjourned to another day when members present shall form a quorum.
5	The lapse of time between the failed AGM and the re-convened AGM shall not be less than 3 weeks, and not longer than 7 weeks.

Rules of Conduct for the meeting

6	Members shall address any meeting through the Chairperson. All meetings shall be conducted by recognised rules of debate and conduct.
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Committee Matters

7	<u>Election of the Committee</u> The election of the Committee and officer posts of Chairperson, Treasurer and Honorary Secretary, shall take place at the Annual General Meeting. Nomination for the membership of the Committee shall be proposed and seconded by two members of the Association and notified to the Honorary Secretary 14 days in advance of the Annual General Meeting and shall include the written consent of the
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	nominee.
8	<u>Committee Nominations</u> If at the meeting there are insufficient nominations to fill Committee places, nominations may be taken from the floor.
9	<u>Committee Representative of Proportion of Tenants & Leaseholders</u> The structure of the Committee shall represent as far as is practical, the proportion of Leaseholders and Tenants on the estate.
10	<u>Committee Members Term of Office</u> Committee members and officers so elected shall hold office until the following Annual General Meeting.
11	<u>Committee Member Vacancies During Life of the Committee</u> If vacancies occur among the Committee or elected officials, the committee shall have the power to fill them from the membership, until the next A.G.M.

Amendments to the Constitution

12	Substantive amendments to the Constitution can only be amended at an Annual General Meeting with the agreement of the membership. The resolution shall go to a ballot. Non-Substantive amendments shall be decided by a show of hands at the AGM. The Committee shall decide which issues are substantive and non-substantive.
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Voting

13	<u>Substantive Amendments to the Constitution</u> Substantive amendments to the Constitution should be passed subject to attaining more than 65% of the total votes cast.
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Recording of voting and minutes.

14	Minutes will be taken at all meetings of the Association. These minutes must be presented and agreed at the following AGM, by the membership present and signed off by the Chairperson as a true record of the meeting. A copy of the Minutes shall be delivered to every Association member.
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5.4 Committee Meetings

What are the procedures for convening a meeting?

1	The Committee shall meet as required but not less than four times between Annual General Meetings.
2	Except in the case of emergency, at least 14 days notice shall be given prior to any meeting of the Committee and the Secretary shall be responsible for informing Committee members of the day, time and place of the meeting and the production of an agenda and relevant papers, seven days before the meeting.

What constitutes a quorum?

3	A quorum consists of a third of Committee members. Preferably two people per group i.e. two from the leaseholders and two from the tenants. The Committee shall consist of no more than 12 people.
4	A Committee member failing to attend three consecutive meetings will be contacted to ask why they have not been attending meetings. The Committee shall consider the explanation before making a decision. The Committee will have the power to delegate that position to another member.

Rules of Conduct for the meeting

5	Members can attend Committee meetings as observers. Committee members shall address any meeting through the Chairperson. The Chairperson will have the discretion to invite any non-Committee member to address the meeting.
6	All meetings shall be conducted by recognised rules of debate and conduct.

Voting

7	Each member of the Committee shall have one vote. The Chairperson, who shall not normally vote will, in the event of a tied vote, exercise the casting vote.
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Recording of voting and minutes

8	Minutes will be taken at all meetings of the Association. These minutes must be agreed at the following Committee meeting by Committee Members and signed off by the Chairperson as a true record of the meeting.
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6 Voting

1	<p><u>Which Issues Members Can Vote On</u></p> <p>A. All members shall be eligible to vote on issues that generally affect the Estate.</p> <p>B. Only City of London Corporation Tenant members shall be eligible to vote on issues that specifically affect City of London Corporation tenants.</p> <p>C. Only Leaseholder members shall be eligible to vote on issues that specifically affect Leaseholders.</p> <p>D. Issues affecting one particular block shall be voted on only by members of that block.</p>
2	<p><u>How We Count The Votes</u></p> <p>Only one vote per residential unit is allowed irrespective of the number of members residing in that unit.</p>
3	<p><u>Record of Members Attending Meetings</u></p> <p>When Association meetings are held, a list is to be signed by everyone attending the meeting.</p>
4	<p><u>Voting At Meetings</u></p> <p>Voting at Association meetings shall normally be by a show of hands by the members present at the meeting, unless a ballot is proposed by one member and seconded by one other member.</p> <p>At a meeting, for votes by a show of hands on issues of a financial nature, a quorum consists of 25% of members who are eligible to vote on the issue as defined in section 1 above.</p> <p>At a meeting, for votes by a show of hands on issues that are not of a financial nature, no quorum is required.</p>
5	<p><u>Use Of Ballot</u></p> <p>A ballot of all members of the Association (subject to the eligibility in section 1) may be taken instead of a show of hands under the following circumstances :</p> <p>a. The issue relates to a direct financial impact on members (except the issue of the Association membership fee which is decided by a show of hands at the</p>

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	<p>AGM).</p> <p>b. The meeting can determine if a ballot shall be held if this is proposed by one member and seconded by one other member.</p> <p>c. The Chairperson may at his/her discretion choose to elect that a ballot be taken. The Chairperson must provide a reason and this will be recorded in the minutes.</p>
6	<p><u>Simple Majority Voting</u> All votes shall be decided by simple majority of votes cast except for substantive changes to the Association’s Constitution.</p>
7	<p><u>Tied Vote Procedure</u> The Chairperson, who shall not normally vote will, in the event of a tied vote, exercise the casting vote.</p>
8	<p><u>Use of Proxy Votes</u> A member may authorise as proxy another person who shall be a member of the Association, or other person accepted in writing by the Committee as a suitable person to attend meetings and to vote on behalf of the absent member. Such authorisation, signed by the member, and retained by the Association, shall be given in writing to the Chairperson or Secretary.</p>
9	<p><u>Ballot Papers</u> Where voting by ballot paper, these shall be numbered ballot papers issued by the Association and shall be delivered to those eligible members.</p>
10	<p><u>Recording of Votes</u> The Minutes of the meeting shall clearly record the count of votes cast, including abstentions. The count from paper ballots will be recorded at the next meeting.</p>

7 Code Of Conduct

1	All members of the Association, and all guests of the Association, shall at all times, conduct themselves in a reasonable manner, at meetings and events, when representing the Association to others, and in the premises used by the Association.
2	Any member must declare any material or vested personal interest appropriate to the item being discussed.
3	The Committee shall have the power to exclude any person who does not comply with the Rules & Constitution of the Association
4	Residents excluded from a meeting in this manner may not attend any future meeting unless by permission of the Committee.
5	Such persons may be invited back at the discretion of the Committee.
6	The Committee must provide written notice to the member when the member is excluded, and also provide written notice when the member is invited to return.

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8 Dissolution Of The Association

1	If a majority of the Committee decide that circumstances have arisen that make it necessary or advisable to dissolve the Association, it shall call an Extraordinary General meeting of all members to fully discuss this situation.
2	<p>The Extraordinary General meeting of all members shall be called giving not less than 21 days notice and an agenda and documents circulated at least 7 days before the meeting.</p> <p>Such agenda and documents shall clearly state and contain: -</p> <ul style="list-style-type: none">• the reason(s) why the Committee believes it is necessary or advisable to dissolve the Association;• details of any proposed alternative means of representation for residents in their relations with the City of London Corporation;• details of the assets and liabilities of the Association;• proposals for the disposal of any excess assets remaining after the satisfaction of all proper debts and liabilities (such proposals must be for the benefit of residents of the Estate and must clearly indicate how it is expected that they will benefit the residents of the Estate);• a formal resolution for the dissolution of the Association
3	At an EGM called for the purposes of dissolving the Association, 25% of the membership shall constitute a quorum, and if not present, the meeting shall be adjourned to another day when members present shall form a quorum.
4	If the formal resolution for the dissolution of the Association is confirmed by a 65% majority of the eligible members present at the Extraordinary General meeting, the Committee shall have the power to dispose of any assets held by, or in the name of, the Association in accordance with the proposals presented to the meeting.
5	The Associations papers shall be placed with the City of London Corporation for safekeeping.

9 Official Correspondence

1	Members are encouraged to write to the City of London Corporation on issues of concern. It is considered appropriate that on issues of general concern, that the member also copies such correspondence to the Honorary Secretary.
2	All complaints or suggestions on matters regarding the Association shall be made to the Committee, preferably in writing.
3	Only letters written on official paper signed by the Chairman, Honorary Secretary or

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	Honorary Treasurer can be recognised as official correspondence.
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10 Notes to the Constitution

1	Committee members are only empowered to act on behalf of the Association to further its aims and objectives, and to represent the views of the Association as decided by its membership.
2	Committee members must act with good faith in the best interests of the total membership of the Association. In particular, subject to section 6.1, Committee members are expected to represent in a balanced way the views expressed by those eligible to vote on an issue. In the spirit of community cohesiveness, Committee members are also expected to give due notice to the views of those other members who are ineligible to vote on an issue, where this is appropriate.
3	Committee members may from time to time, act on behalf of a sub-group of members either when assigned to a sub-Committee, or at the request of individual members. In these cases where the Committee member feels that this introduces a conflict of interest then this should be raised with the Chair or the Committee as a whole. When representing a sub-group, the Committee member must make explicit in all relevant communications that this is the case.
4	Committee members will hold their own personal views on issues of relevance to the Association. Committee members are expected to express their views within Association and Committee discussions, and bring their experience and understanding to help further the Association's aims and objectives, but should not give undue weight to their own personal views, when representing on behalf of the Association.
5	The Committee, or individual officers, may be required to make decisions for, or act on behalf of, the Association without first vetting these with the wider membership (for example where external factors demand a response at short notice). Prior to undertaking such actions, the Committee should attempt to agree these collectively, or with the Chair when a collective Committee decision is not practical. Where decisions or actions have been taken without prior approval from the membership, then these should be validated with the membership as soon as possible, and usually at the next General Meeting.
6	As residents, Committee members will also have to act in their own personal capacity for their own private dealings with the City Of London. For the avoidance of doubt Committee members are expected to make clear in all communications with the City Of London that state matters of opinion (as opposed to matters of fact), whether they are acting on a personal basis, or in their capacity as a Committee member.