

Rules of The South Drive Residents Association Limited

These Rules were adopted by a Special Resolution of the Association's Annual General Meeting on 23 May 2018 and have been made under Articles 6(2) and 16 of the Association's Articles of Association

1. Implementation of the Association's Objects

The Management Committee may:

- (a) Engage and pay any person or persons to supervise, organise and carry on the work which may be necessary for the attainment of the Association's Objects and to enter into all contracts as may be required for such work.
- (b) Raise funds and invite and receive contributions from the residents towards the Association's costs and expenses in attaining its objects.
- (d) Invest the money of the Association not immediately required for the attainment of its Objects in such investments as may be thought fit.
- (e) Effect any insurance against any risk to which the Association, any property belonging to the Association or any person engaged by the Association may be subject, or to cover any risk to which the Association may be exposed.

2. Members

2.1 Membership of the Association shall only be open to persons who have paid the full annual subscription as laid down from time to time by the General Meeting of the Association, and have done so by the due date specified in Rule 3.1.

2.2 If any residential property enjoying rights of way along South Drive and/or South Close is owned or occupied by more than one person, they shall appoint one to represent them and vote on their behalf at General Meetings of the Association.

2.3 The Management Committee shall have the right:

- (a) To approve or reject applications for membership of the Association
- (b) For good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have the right to be heard by the Committee before the final decision is made.
- (c) To keep a register of Members and enter in it the names and addresses of all who become Members.

2.4 Any Member ceasing to own and/or reside in a property which enjoys rights of way along South Drive and/or South Close shall automatically cease being a Member of the Association.

3. Subscriptions

3.1 The annual subscription of the Association shall be £100 and shall be paid by Members by June 30th in each year for the then current year.

3.2 The Annual General Meeting of the Association shall have power to vary the annual subscription by ordinary resolution.

3.3 A person who becomes a Member of the Association after September 30th in any year shall pay half the subscription for that year.

4. Management Committee

4.1 At each Annual General Meeting (AGM) the Association shall elect a Chairman, a Treasurer and a Secretary who must all be Members of the Association, and will, with up to six other Members, form the Management Committee (“the Committee”).

4.2 The Committee members shall hold office until the conclusion of the AGM following their election but shall be eligible for re-election.

4.3 The general management of the affairs of the Association shall be directed by the Committee which shall meet at least twice a year.

4.4 All members of the Committee will be appointed by Members of the Association in General Meeting. Should those willing to stand for appointment to the Committee exceed vacancies, the Chair shall propose a system of personal voting.

4.5 The Committee may from time to time co-opt further Members of the Association to assist with specific matters tasks relating to the interests of the Association.

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

- (a) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs, or
- (b) resigns his or her office by notice in writing, or
- (c) is subject to a resolution of the Committee passed by a simple majority that such Committee member shall be removed from office for any reason, including, but not limited to, persistent non-attendance at meetings, or
- (d) fails to pay the applicable membership subscription in any year by the due date.

5. Meetings of the Association

5.1 Once a year an AGM shall be held at such time (not being more than fifteen months after the date of the preceding AGM) and place as the Committee shall determine. At least fourteen days’ notice shall be given in writing by the Secretary to each Member of the Association. The business at each AGM shall include:

- (a) the review and approval of the Accounts;
- (b) the consideration of an Annual Report of activities and issues since the date of the previous AGM;
- (c) the election of members to serve on the Committee;
- (d) the appointment if necessary of an auditor; and
- (e) the transaction of such other matters as may be expedient or necessary.

5.2 A special General Meeting of the Association may be called by the Committee at their discretion or following receipt of a written request signed by not less than five Members and giving reasons for the request.

6. Rules of Procedure at all Meetings

6.1 Voting: All matters arising at any meeting that require Members’ approval shall be decided at a General Meeting by a simple majority of those present and entitled to vote, except any proposal involving a disposal of any of the Association’s freehold, leasehold or other right to land, which shall require a vote in favour by a two thirds majority of those present or represented, and voting, at such General Meeting.

6.2 Minutes: Minute books shall be kept by the Committee and all other committees and the Secretary shall enter in the minute book a record of all significant matters discussed and of all resolutions.

7. Accounts, Income and Property

7.1 The financial year of the Association shall end on January 31st in every year, to which day the accounts shall be balanced and drawn.

7.2 As soon as practicable after the end of the financial year, the Treasurer shall prepare a statement of the assets and liabilities of the Association at the end of the financial year and a statement of income and expenditure during that year which statement shall, if considered necessary by the Committee or the Annual General Meeting, be audited by an Auditor.

7.3 Copies of the statement of account shall be provided to every Member with the notice convening the Annual General Meeting.

7.4 All monies received by the Association shall be paid into an account in the name of the Association at bankers appointed by the Committee and cheques and other instruments drawn on, and directions to, the bankers shall be signed by not less than two Members of the Committee.

7.5 No action involving expenditure in the name or on behalf of the Association exceeding £5,000 per annum shall be taken by the Committee, and no undertakings which would commit the Association to other liability exceeding £5,000 per annum shall be made without prior authority of a resolution of the Association.

8. Distribution of Surplus Funds

8.1 Surplus funds of the Association may be distributed equally amongst Members of the Association. If the Committee by a simple majority decides at any time that it is appropriate to distribute surplus funds to Members, it shall call a meeting of Members of the Association with at least 21 days' notice, stating the terms of the resolution to be proposed. If such decision shall be confirmed by at least a two thirds majority of those present and voting at such Meeting, the Committee shall have power to distribute such proportion of the funds of the Association as shall have been approved by the Meeting.

8.3 Members of the Association shall be entitled to participate in a distribution of surplus funds provided that they had fully paid up, within the due date and without having been in arrears, all subscriptions for each of the two calendar years immediately preceding the resolution by the Members of the Association to distribute surplus funds as provided in paragraph 8.2.

8.4 New members qualifying for membership of the Association but not having been resident in South Drive or South Close for the full two calendar years set out in paragraph 11.3 shall be entitled to qualify for any such distribution of funds provided that they had qualified as Members prior to the Association's resolution to distribute the funds, and provided that their subscriptions had not been in arrears on that date.

9. Dissolution

If the Committee by simple majority decides at any time that, on the ground of expense or otherwise, it is necessary or advisable to dissolve the Association, it shall call a Meeting of all Members of the Association with at least 21 days' notice, stating the terms of the resolution to be proposed. If such decision shall be confirmed by two thirds majority of those present and voting at such Meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed equally amongst the Members of the Association at the date of the dissolution.

End of Rules