



## Langley Park Constitution

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### 1. General

- 1.1. The Association shall be known as the Langley Park Residents Association ("LPRA") which is the trading name for the Langley Park.
- 1.2. The objects of the Association shall be:
  - 1.2.1. To represent the members, in conjunction with the management company (presently First Port), in all matters appertaining to Langley Park.
  - 1.2.2. Promote the development and maintenance of the unique environment that is Langley Park - gardens, buildings etc.
  - 1.2.3. Ascertain the opinions of members and represent their interests with First Port
  - 1.2.4. Keep members informed of developments affecting Langley Park.
  - 1.2.5. To organise social activities for the benefit of the members. Any events organized by the LPRA Committee will be for the benefit and social welfare of the Residents of Langley Park only (and their guests). Events will not be advertised externally to non-residents. Such events may be used to raise funds for the LPRA and/or charities.
    - 1.2.5.1. The Association will not accept anonymous donations, and any donation made must be unanimously accepted by the Committee (abstentions not counting).
    - 1.2.5.2. The Committee may raise funds for the benefit of the Association through fund raising events or other means, such as but not limited to selling advertising space on the Associations



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website. However, the Association will not show preference to any individual or corporation inside or outside of Langley Park, and will not be permitted to endorse any individual or corporation.

## 2. Membership

- 2.1. All residents of Langley Park whether property owners (freehold or leasehold) or tenants may upon application become members of the LPRA. For the avoidance of doubt, the term “owners” includes owners of both Freehold and Leasehold properties.

Non residential owners with postal address as above are eligible for membership at the discretion of the committee

- 2.2. Each individual property shall only be entitled to one vote, normally by a registered owner. Where the owner has delegated voting rights to the tenant and communicated to the secretary of the LPRA, then the tenant may vote unless this is not permitted under covenants in the Title Deeds to the property.
- 2.3. It shall be a condition of membership that members, at all times, conduct themselves in a reasonable manner at meetings or in premises used by the Association.
- 2.4. Any member may be excluded for breach of condition 2.3 or for any other conduct contravening the objectives of the Association, by a majority of those present and voting at any Committee or General meeting.
- 2.5. If a decision is made to exclude a Committee member(s) at a Committee Meeting they must leave the meeting. The excluded person shall have the right to appeal against the decision at the next Committee Meeting to be held no more than 28 days later. The decision to uphold the decision or reinstate



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the excluded person to the Committee to be decided by majority vote of the Committee.

### 3. Subscriptions

- 3.1. Membership, of the Association will be decided by the committee in each calendar year.
- 3.2. Any subscription or other monies raised by or on behalf of the Association shall only be applied in furtherance of the objectives of the Association provided that nothing shall prevent the payment of remuneration or reasonable expenses as set out in Rule 11.5.

### 4. Conduct of Business

- 4.1. The business of the Association shall be conducted by ("The Committee") elected as set out in clauses 4.2 to 4.10 below. The Committee's officers will be the Chair, Vice Chair, Secretary and Treasurer ("The Officers") and up to a maximum of 15 members in total including any co-opted members. Only Owner Members of the LPRA may hold the position as an Officer of the LPRA.
- 4.2. The election or removal of Committee members may only be carried out by a General meeting of the Association as provided for in this Constitution.
- 4.3. Members of the Committee shall serve the Association until they are removed or resign. At or before the start of each Annual General Meeting,



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- 4.4. The Committee may fill any vacancy arising amongst the Officers from other members of the Committee.
- 4.5. Subject to the total number of members on the Committee not exceeding 15 (per Clause 4.1) after such co-opting, the Committee may co-opt up to four additional members onto the Committee who shall serve until they resign or are removed pursuant to Clause 4.3 above.
- 4.6. The Committee shall meet as necessary but not less than two times a year.
- 4.7. The quorum for a Committee meeting shall be four members.
- 4.8. Members wishing to serve on the LPRAs Committee including current Committee members should notify the Secretary no later than seven days before a General Meeting. A candidate must have a nominee and a seconder each of whom must be qualified to attend and vote at the AGM.
- They must be fully paid up members, and must not be in breach of their concovenant at the time of applying.
- 4.9. If there are more members wishing to serve on the Committee than the maximum number of vacant positions, then election of Committee members will be by ballot of those members voting and present (or by proxy) at the General Meeting (only one ballot paper per household). Each member voting will be able to vote for up to the number of vacant positions on the Committee due to resignations of rotational cessation under Clause 4.3. The members with the most votes will be selected up to a maximum number of the vacant positions available.
- 4.10. An elected Committee's first task will be to elect the Officers - Chair, Vice-Chair, Secretary, and Treasurer.
- 4.11. The first position to be filled shall be that of Chair who shall be the person receiving the most votes by paper ballot. If there is a tie, then the candidates



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will leave the room for the committee to debate the merits of the candidates followed by a repeat of the ballot.

- 4.12. Once the position of Chair has been filled, a separate vote will be undertaken in the same manner as 4.11 for each of the remaining Officers.
- 4.13. No person may hold more than one Officer post at the same time.
- 4.14. If a Committee member misses three consecutive Committee meetings without acceptable apologies that person may be asked to resign from the Committee.
- 4.15. Only one person from a household can serve on the Committee at the same time.

## 5. Annual General Meeting

- 5.1. The Committee shall call an Annual General Meeting ("AGM") of the Association each year normally in the month of January but no later than 18 months from the preceding Annual General Meeting. Not less than 28 days' notice shall be given to all members and all those eligible for membership.
- 5.2. At the Annual General Meeting:
  - 5.2.1. The Chair shall present an Annual Report of the Association.
  - 5.2.2. Any sub-committees shall present an annual report of their activities.
  - 5.2.3. The Treasurer will present the accounts for the previous financial year.



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- 5.2.4. The Committee and Accountants for the ensuing year shall be appointed.
- 5.2.5. Any proposals submitted to the Association Secretary, in writing, not less than seven days in advance of the meeting shall be discussed.
- 5.3. Subject to Rule 10, all decisions apart from the election of the Committee shall be taken by a simple majority of members present (or their proxy) and voting (only one vote will be allowed per household). The Chairperson shall have a casting vote, if required.
- 5.4. Voting shall be by a show of hands or by ballot unless a ballot is demanded by at least one third of members present.
- 5.5. The quorum for all General Meetings, whether annual or Special, shall be 20 Members.

## 6. Special General Meeting

- 6.1. The Secretary shall call a Special General Meeting at the request of a majority of the Committee or on receipt of a written request giving reasons, signed by not less than twenty members of the Association, each from a different household.
- 6.2. The Secretary shall give not less than fourteen days' notice of the holding of a Special General Meeting setting out the reasons for its call, which shall take place within twenty eight days of the notice date.
- 6.3. Decisions will be taken on the same basis as at the Annual General Meeting.



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### 7. Notice of Meetings

- 7.1. Notices of all General and Special Meetings shall be displayed on the Association's website and notice boards and will include the date, time and place of the meeting and an Agenda of matters to be discussed.
- 7.2. Where a household has notified the Secretary of an email address, such notices as are required may be given by email to the email address notified.

### 8. Sub-Committees

- 8.1. The Committee may appoint such sub-Committees as may be required to carry out the activities of the Association. Such sub-Committees shall be directly accountable to the Committee.
- 8.2. The Committee shall in advance agree the terms of reference of any sub-committee.
- 8.3. All sub-committees shall keep proper accounts and records of income and expenditure and a proper record of all meetings and shall report on them and deliver them up as required by the Committee or at any General Meeting.
- 8.4. The Committee or any General Meeting may dissolve any sub-committee, whereupon the accounts, records and assets, financial or otherwise, of the sub-committee shall pass into the hands of the Committee.





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### 9. Duties of Officers

- 9.1. The Chair (or in his/her absence, the Vice Chair and in his/her absence any other Committee member) of the Committee shall conduct the meetings of the Association. The Chair may exclude a member from a meeting whose language or conduct is offensive or they are in breach of the covenants.
- 9.2. The Treasurer shall open and maintain a banking account in the name of the Association. All payments shall be agreed by two members of the Committee of which at least one shall be an Officer — He/she shall keep proper books and accounts, including all receipt/s for monies paid in (Income) and for monies paid out (Costs) and report on them or deliver them up as required by the Committee or any General Meeting. The Treasurer will annually deliver the accounts to the Association's Accountant for checking and filing at Company's House if necessary.
- 9.3. The Secretary shall be responsible for the convening of all Committee and General Meetings and the giving of the prescribed notice to members. He/she shall ensure that a proper record is kept of all Committee and General Meetings of the Association in the form of minutes or notes and shall distribute or display such records as appropriate.
- 9.4. Any member(s) or Officer(s) delegated to represent the Association in consultation with any other body shall act on the instructions of the Association and shall report back to the following Committee or General Meeting, whichever is sooner.
- 9.5. Officers or other members of the Committee shall not be liable for any claims or debts against the Association unless it can be shown that an Officer or a member of the Committee acted in a fraudulent or otherwise illegal manner.



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### 10. Alterations to the Constitution

- 10.1. Any proposal to alter the constitution must be submitted to the Secretary not less than 42 days before the General Meeting at which it is to be discussed (14 days for the secretary to review the proposed alteration(s) plus the required 28 days' notice period before a AGM or special meeting can take place). Not less than 28 days' notice of the meeting shall be given together with the wording of the proposed alterations.
- 10.2. Any alteration shall require the approval of two thirds of those members voting and present (or by proxy) at the General Meeting (only one vote per household).
- 10.3. If the Committee no longer exists, any ten members of the Association shall decide that the Association should be dissolved. They shall give at least fourteen days' notice to all those eligible for membership of a meeting at which the matter shall be discussed. For the sole purposes of dissolution, the quorum need not apply and the Association may be dissolved by a two-thirds majority of those present. The assets, financial and otherwise, remaining when the Association has satisfied its liabilities shall be applied for such purposes of benefit to the community as the meeting shall decide.

### 11. Administrative Matters

- 11.1. Where a member of the Association, or their household, has a connection, whether financial or otherwise, with any matter being discussed they shall be required to inform the meeting of their connection and shall not be entitled to vote on that particular matter.



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- 11.2. The Association's financial year is from 1st November to 31st October and accounts shall be prepared for each financial year by a person or company appointed by the membership at the AGM.
- 11.3. The Officers shall insure the Association against public liability and any other insurance they deem appropriate.
- 11.4. The officers shall ensure that the Association is registered as appropriate under the Data Protection Act 1988.
- 11.5. Officers and other Committee members shall not be remunerated unless such remuneration is agreed to at a General Meeting but all members shall be entitled to reimbursement of all reasonable expenses incurred on behalf of the Association that have been authorised by a General Meeting, the Committee or a sub-committee.
- 11.6. The Association may become affiliated to any organisation representing residents associations in general or any other non-political or non-sectarian organisation that the Committee deems appropriate to further the objectives of the Association and its members.
- 11.7. This constitution shall be governed by English Law.