

# THE BEECHFIELD LANE RESIDENTS ASSOCIATION

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AN UNINCORPORATED ASSOCIATION WITH NO LEGAL PERSONALITY

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## CONSTITUTION

Version 4, dated 7 June 2016

# CONSTITUTION

of

## THE BEECHFIELD LANE RESIDENTS ASSOCIATION

### 1 **Interpretation**

In this Constitution the following terms shall have the following meanings:

<u>Terms</u>	<u>Meanings</u>
the Association	The Beechfield Lane Residents Association.
Beechfield Lane, or “the lane”	The private, unadopted road in Frilsham, West Berkshire with no registered owner extending from the public highway to “Meadows” and excluding the Council owned road serving Nos. 5-15 Beechfield, the private driveways serving “The Cherries” and “Yelvers”, and the private driveway serving “Green Bower”, “Tanglewood”, and “No. 4 Four Cottages”.
Resident	A property owner with a frontage on Beechfield Lane or having a right of access over Beechfield Lane.
Registered Address or Office	The private address of the Secretary of the Association from time to time.
Member	A Resident who has signed an application to become a member of the Association and has paid the annual membership fee for membership of the Association.
Associate Member	A tenant of a Member.
Subscribers	The first persons who are Residents and have signed this constitution.
Membership Fee	The annual sum to be paid by each member and which shall be due immediately after approval at the Annual General Meeting each year.
Establishment Date	The date on which the first Subscribers sign this constitution.
General Meeting	A meeting of Members of the Association.
Annual General Meeting	A General Meeting held in March each year.

- 2       **Name**
- 2.1      The Name of the Association shall be the Beechfield Lane Residents Association.
- 3       **Adoption**
- 3.1      The Association will be administered and managed in accordance with the provisions of this constitution.
- 4       **Establishment**
- 4.1      The Association shall be formed by a minimum of three Subscribers who have indicated by signing this constitution that they wish to establish the Association. Until the first Annual General Meeting, the subscribers to this Constitution will act as the Executive Committee. This constitution was adopted on the date of signature by the first three Subscribers.
- 5       **Legal Status**
- 5.1      For the avoidance of doubt, the Association is an Unincorporated Association with no legal personality or status of its own. The Association does not assume the legal responsibilities that apply to its Members.
- 6       **Correspondence**
- 6.1      All correspondence with the Association should be made to its Registered Address. Any change of address of the Registered Address shall be advised promptly to all Members and to any bankers.
- 7       **Objects**
- 7.1      The aim of the Association shall be to manage the maintenance and upkeep of the surface of Beechfield Lane, and other matters in the interests of Residents.
- 8       **Powers**
- 8.1      To promote its objects but not for any other purpose, the Association may:
- 8.1.1    carry out maintenance on an annual or ad-hoc basis as appropriate, including improvements to the structure of the lane and improvements to surface water drainage;
- 8.1.2    let contracts to third parties for maintenance and repairs;
- 8.1.3    take appropriate measures to reduce risk to users of the lane and encourage safe use of the lane;
- 8.1.4    erect signage as appropriate and subject to statutory regulations;
- 8.1.5    discourage inappropriate use or abuse of the lane;
- 8.1.6    raise funds for annual maintenance, repairs or capital improvements;
- 8.1.7    act as the Street Authority in granting wayleaves for public utilities and cable companies and ensuring that the lane is re-instated after any works that are carried out;
- 8.1.8    levy charges for repairs on Members as agreed at General Meetings for the upkeep of the lane;
- 8.1.9    levy an annual membership charge on Members as agreed at the Annual

General Meeting for annual or periodic maintenance;

8.1.10 open and operate banking accounts and other facilities for banking.

**9 Membership**

9.1 All Residents of the Lane shall be entitled and encouraged to become Members of the Association on application to the Secretary and on payment of the Membership Fee, and shall sign a copy of the Constitution confirming their agreement to it. Prior to the first Annual General Meeting, a Resident who has made an initial payment for repairs to the Lane shall be admitted as a Member.

9.2 The Membership Fee shall be due immediately after the Annual General Meeting each year. There shall be no reduction in Membership Fee for a Member joining the Association part way through a year, and no refund of Membership Fee for a Member who leaves the Association.

**10 Termination of Membership**

10.1 A member may terminate his or her membership by writing to the Office.

10.2 The Executive Committee may decline an application by a Resident to be a Member of the Association and need not give a reason for such refusal.

10.3 The Executive Committee may terminate the membership of a Resident, subject to his or her right of appeal to a General Meeting

**11 Associate Membership**

11.1 A tenant of a Member is entitled to be an Associate Member of the Association, provided the Member has paid the Membership Fee.

11.2 An Associate Member may be appointed as proxy to a Member and to attend and vote on behalf of the Member in accordance with the instructions of the Member provided he or she has been so authorized by the Member.

**12 General Meetings**

12.1 The first Annual General Meeting of the Association shall be within 12 weeks of the Establishment Date and thereafter in March each year. Other General Meetings may be called by the Executive Committee, or by one tenth of the Members.

**13 Notice of Meetings**

13.1 Except in exceptional circumstances, Members shall be given at least 30 days notice of General Meetings and 14 days notice of meetings of the Executive Committee.

13.2 Any notice may be served on Members in writing or by email.

**14 Quorum**

14.1 One fifth of the Members present at a General Meeting shall constitute a quorum.

**15 Chair**

15.1 The Chair of the Executive Committee shall chair all General meetings of the Association. In the event the Chair is unable or unwilling to chair a General Meeting, the Members present will choose another Member to chair the meeting.

16      **Adjournments**

16.1     If a quorum is not present, the meeting shall be adjourned to a place and time to be determined by the meeting.

17      **Votes**

17.1     Each Member shall have one vote. A Member may appoint an Associate Member as proxy to vote on his or her behalf. In the case of an equality of votes, the Chairman of the meeting may have a casting vote.

18      **Executive Committee**

18.1     There shall be an Executive Committee comprised of Chair, Secretary, and Treasurer who shall be responsible for the administration of the Association.

18.2     The Executive Committee shall hold at least two meetings each year. Any member of the Executive Committee may call a meeting of the Executive Committee.

18.3     In the event that a member of the Executive Committee fails to attend three consecutive meetings of the Committee, the Executive Committee shall have the right to replace him or her by co-option until the next Annual General Meeting.

18.4     Any member of the Executive Committee may be removed from office and replaced by a majority of Members in a General Meeting.

19      **Appointment of Executive Committee**

19.1     Members of the Executive Committee shall be appointed at the first Annual General Meeting of the Association, and shall serve until the end of the second following Annual General Meeting, when they shall retire but may offer themselves for re-election.

19.2     Election of Executive Committee members shall be on a show of hands of Members entitled to vote. In the case of an equality of votes, appointment will be decided by drawing of lots.

20      **Powers of Executive Committee**

20.1     The powers of the Executive Committee shall be:

20.1.1   to raise funds for the fulfillment of the objects of the Association;

20.1.2   to recommend for the approval at the Annual General Meeting of the annual membership fee to be paid by Members, which shall cover general annual maintenance requirements and other regular costs;

20.1.3   to recommend for the approval at any General Meeting of additional contributions required from Members for repairs and or other costs in addition to the annual membership fee;

20.1.4   to commission contractors to carry out required works;

20.1.5   to make payments from the Association's bank account to pay for any required works;

20.1.6   to negotiate on behalf of Members with outside organisations such as utilities;

- 20.1.7 to effect public liability insurance in the name of the Association and on behalf of the Members without assuming responsibility for any such liabilities;
- 20.1.8 to act on behalf of Members on any other matters that relate to the common interest regarding the use of the lane.
- 21 Proceedings of Executive Committee**
- 21.1 The Executive Committee will 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. The other Executive Committee members must be notified of the matters to be discussed at least four days before the meeting.
- 21.2 The Chair will act as chair at meetings of the Executive Committee. If the Chair is absent, the attending members of the Executive Committee will choose one member to be chair of the meeting before any other business is done.
- 21.3 At least two members of the existing Executive Committee must be present for a meeting to be valid.
- 21.4 Every matter will be decided by a majority of votes of the attending Executive Committee members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.
- 21.5 The Executive Committee will keep minutes, in books kept for the purpose, of meetings of the Executive Committee and any sub-committee.
- 22 Minutes**
- 22.1 The Executive Committee shall keep minutes, in books kept for the purpose, of meetings of the Executive Committee and General Meetings of the Association.
- 23 Accounts and Annual Report**
- 23.1 The Executive Committee shall maintain and retain adequate accounting records and submit them to the Annual General Meeting each year for approval.
- 23.2 The funds of the Association, from whatever source, shall be held in an account controlled by the Executive Committee. All payments must be authorized by at least two members of the Executive Committee.
- 23.3 The funds belonging to the Association shall be used only to further the objects.
- 24 Rules**
- 24.1 The Executive Committee may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.
- 25 Dispute Resolution**
- 25.1 There may be occasions when a Member may disagree with a decision of the Executive Committee. When such matters cannot readily be resolved

the Member shall be invited to discuss the matter with two members of the Executive Committee, and the Member may invite a friend to join him or her in the discussion. If the matter still cannot be resolved the Member may put his or her concern at a General Meeting of the Association at which a vote may be taken. The decision of Members in a General Meeting shall be final.

**26 Power of Amendment**

26.1 The constitution may be altered by a resolution passed by at least two-thirds of the Members present and voting at a General Meeting. The notice of the General Meeting must include the terms of the proposed alteration.

**27 Dissolution of the Association**

27.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Association, it will call a General Meeting of all Members. Notice (stating the terms of the proposed dissolution) must be given at least 30 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the Executive Committee will have the power to realise any assets held by or on behalf of the Association. Any assets remaining after all proper debts and liabilities are paid will be paid to Ms proportionate to the contributions (Membership fees and other maintenance contributions) paid by Members over the past two calendar years.

Signed,

(Signatures, names and addresses of subscribers)

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1) (Signed) Fiona Miller

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Drumblair House, Beechfield Lane, Frilsham, Berkshire RG18 9XD

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2) (Signed) Robert Morley

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Swallowtails, Beechfield Lane, Frilsham, Berkshire RG18 9XD

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3) (Signed) David Benning

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Pightles, Beechfield Lane, Frilsham, Berkshire RG18 9XD

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Dated 13 June 2016

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