



CONSTITUTION 2023

1. Name

The Association will be called the **Kingswood Residents' Association** (the Association).

2. Objects

The Objects of the Association are the promotion of the welfare of the community through the good governance of the district in relation to planning, environment, safety, roads and transport, conservation and any other areas deemed to help preserve and improve the amenities of the village of Kingswood and the welfare of its residents. The Association will be non-party political and non-sectarian.

3. Membership

Membership will be open to all residents living in Kingswood on payment of the membership subscription set by the Association's governing committee (the Committee) from time to time as an annual amount per household. Membership will commence from the date of joining.

4. The Committee

The policy and general management of the affairs of the Association and the pursuit of its Objects will be the responsibility of the Committee.

The Committee will be comprised of the following officers (and any others as the Committee may from time to time determine): Chair, Vice-Chair, Treasurer, Secretary, Membership Secretary and the chairs of any sub-committees appointed with the approval of the Committee. All Committee posts and memberships are voluntary and unpaid. All members of the Committee will abide by and observe the Association's Code of Conduct as updated from time to time.

The Association will, at each Annual General Meeting (AGM), elect the members of the Committee. Only members of the Association can become members of the Committee. Association road representatives (road reps) will, upon election, automatically be appointed to the Committee and therefore, as members of the Committee, have the same voting rights as officers. However, a road rep may elect not to serve as a member of the Committee. Road reps who choose to opt out of Committee membership may still attend Committee meetings and raise any issue but will have no voting rights at Committee

meetings. All Committee members – officers and road reps – are subject to election/re-election at each AGM.

The Committee may, from time to time, co-opt any person as deemed necessary or as may be required.

5. Committee Meetings

The Committee will endeavour to meet at least six times per year, one of which will be the AGM, and meet in an emergency at the written request, to be lodged with the Secretary, of not fewer than four Committee members. A quorum at any meeting of the Committee will be five Committee members including at least one of the officers of the Association.

Decisions taken by the Committee must be agreed by a majority of the Committee members either attending the meeting in person or casting their vote by proxy or postal vote. The Chair will have the casting vote.

6. Annual General Meetings

An Annual General Meeting (AGM) will be held each year with no greater than 18 months between AGMs. The business of the AGM will be to:

- a) Consider and approve the minutes of the previous AGM and any Special General Meeting (SGM) held since then.
- b) Discuss or take questions as appropriate from members on the content of the previously distributed AGM reports from the officers and Committee members.
- c) Elect the officers and Committee members as detailed in paragraph 4 above.
- d) Appoint and/or approve the appointment of an independent auditor, if such appointment is deemed necessary at the discretion of the Committee or if required by law.
- e) Vote on any resolutions tabled, which resolutions may include proposed changes to the Constitution.

The AGM will be held on not less than 45 days' written notice which will include the date, time and venue of the AGM. This notice will be made available to all members. Any member wishing to propose a resolution at the AGM will give not less than 35 days' written notice thereof to the Secretary and will demonstrate written support for the resolution from at least five other members.

The agenda for the AGM will be made available by no later than 21 days prior to the AGM and will include the Chair's annual report, the minutes of the prior AGM or any SGM held since the date of the last AGM, a financial report by the Treasurer and the reports of the officers, a list of the officers and other members of the Committee standing for election/re-election, details of any resolutions tabled by Committee members or members of the Association and the appointment of the Auditor.

AGM information notified to all members will include postal and proxy vote forms.

Completed forms must be delivered to the Secretary no later than close of business on the day prior to the AGM.

Nominations for officers and Committee members must be submitted in writing to the Secretary not less than 30 days before the AGM. Individuals nominated must have a proposer and seconder who are members of the Association.

Voting at the AGM or an SGM will be restricted to one vote per member household. The Chair will have the casting vote.

7. Special General Meetings

A Special General Meeting (SGM) may be convened by the Committee at any time on not less than seven days' written notice. The Committee will also convene an SGM on receipt by the Secretary of a written request to do so by not fewer than 20 members, stating the purpose for which such meeting is requested. Other than in exceptional circumstances the Committee will arrange for the SGM to be held within 30 days of the written request being received. The specific business of each such SGM will be stated on the agenda and no other business may be transacted at such meeting.

8. Conduct of Meetings

Official notice of AGMs and SGMs will be emailed to each member for which the Association has an email address, and posted on the notice board outside the Kingswood Village Hall and on the Association's website. The quorum for AGMs and SGMs will be a minimum of 20 members of the Association including at least three officers, one of whom must be the Chair or, in his/her absence, the Vice-Chair or a Committee nominee to chair the meeting. All Kingswood residents may attend AGMs and SGMs but only members of the Association may vote at such meetings. Except for voting on the dissolution of the Association, decisions taken at AGMs and SGMs will be by a simple majority, to include proxy and postal votes.

Minutes will be kept of all Committee meetings of the Association. Minutes of each AGM and SGM will be presented to the next AGM for approval. Minutes of each Committee meeting will be presented to the next Committee meeting for approval.

9. Finance

All funds raised by or on behalf of the Association will be applied for no other purposes than its running costs and the pursuit of the Association's Objects. The Treasurer will keep proper account of the Association's finances, open and maintain a bank or building society account(s) with designated members of the Committee as signatories and keep copies of relevant invoices and receipts to support the Association's expenditure and income. If required by the Committee, the Association's accounts will be independently audited annually and the Treasurer's report of the finances and the auditor's report included with the Association's annual reports to the AGM.

The Committee will set mandates which the Treasurer will be responsible for applying. A process and criteria by which expenses reimbursement is carried out will also be maintained.

10. Dissolution of the Association

The Association may only be dissolved by an SGM which is convened for that purpose. Dissolution will only take effect if agreed to by at least two-thirds of the members present voting at that meeting or exercising their proxy or postal vote. Any assets of the Association remaining after meeting all outstanding liabilities will be distributed among local charities as may be determined by the Committee prior to the Association's dissolution.

11. Adoption of and/or Alterations to the Constitution

Subject to its adoption at the AGM by a majority of at least two-thirds of the members present voting at that meeting or exercising their proxy or postal vote, this updated and amended Constitution will take the place of any prior Constitution governing the Association. No alteration or addition to this Constitution will be made except at an AGM, or SGM convened for that purpose, and will require a majority of at least two-thirds of the members present voting at that meeting or exercising their proxy or postal vote.

12. Notices, Communication and Data Protection

All communications between members as well as members of the Committee which are referred to as 'in writing' or 'written' will henceforth refer first to email communications or, where an email address is not held by the Association, to the postal address of such member.

By joining the Association and upon renewing membership, members are granting consent for their personal data to be held and used by the Association to pursue its Objects as defined in paragraph 2 above.

13. Limitation of Liability

All members agree to hold the Association, each other and the officers and Committee members harmless from any claim or liability of whatsoever nature arising in particular from attending Association events, or following on the receipt of any advice or recommendation from the Association, its Committee or members in relation to any matter or any other advice or guidance of whatsoever nature given or received. The Association will take reasonable steps to obtain adequate personal liability insurance for the officers and Committee members.

The Association accepts no liability or claims arising from members' or third parties' attendance at events organised, identified or recommended by the Association. Any third-party service providers advertising on the Association website, or supporting or contributing to the Association and/or its events, should not be deemed to have been recommended by the Association, the Committee or its members.

THIS CONSTITUTION WAS ADOPTED AT THE ANNUAL GENERAL MEETING OF THE KINGSWOOD RESIDENTS' ASSOCIATION ON MARCH 21 2023

Signed



DAVID FLOYD (CHAIR)



ALISTAIR SINCLAIR (SECRETARY)