

Constitution for 2 MacFarlane Place Residents' Association

1. Name

The name of the association is **2 MacFarlane Place Residents' Association** (hereinafter referred to as "the Association").

2. Area

The Association covers the building known as 2 MacFarlane Place, London W12 7RS, comprising 63 residential units across 8 floors.

3. Aims of the Association

The aims of the Association are:

- a) To represent the interests of and promote membership to all residents within 2 MacFarlane Place.
- b) To promote the interests and rights of residents and to encourage them to be more actively involved in matters affecting their home and community.
- c) To ensure that all residents are consulted and informed regularly on matters affecting the building and its community.
- d) To work towards improving the quality of life for residents and fostering a strong sense of community within 2 MacFarlane Place.
- e) To assist and promote social activities for recreation and enjoyment and encourage a community spirit and sense of responsibility.
- f) To be non-party political.
- g) To represent the majority view of the community.
- h) To take into account the views of children and young people who are not old enough to be voting members.
- i) To liaise effectively with the building management, freeholder, and relevant local authorities on behalf of residents.

4. Equalities and Diversity

- a) The Association will actively seek to promote equal opportunities within the community and within its membership.
- b) The Association will value diversity and promote good relations with all members of the community and will not discriminate on the grounds of age, disability, race, faith, gender, sexual orientation, or any other protected characteristic.

c) The Association will ensure that, where possible, meetings will be held in venues that are accessible. All common areas within 2 MacFarlane Place are step-free and purpose-built for accessibility.

d) The Association will provide information on all the ways that members can contribute their views, including in-person meetings, online meetings, and electronic communication, and will work to meet people's individual needs.

e) The Association recognises that all sections of the community have a positive contribution to make to the life of our building. The Association will represent the interests of all residents to the best of its ability and carry on the day-to-day business of the Association in an efficient, fair, and responsive way.

f) The Association will provide all new members with appropriate information and support and make them feel welcome at all times.

5. Membership

a) Membership of the Association is open to all residents aged 16 and over living at 2 MacFarlane Place, including both leaseholders and tenants.

b) Every member shall receive a copy of this constitution, contact details for committee members, details of any planned meetings, and information on how to include an item on an agenda.

c) There is currently no membership fee. Any future membership fee will be decided and reviewed at the Annual General Meeting (AGM). Any money raised by, or on behalf of, the Association will be used to further the Association's aims.

d) Voting Rights:

- Leaseholders: One vote per household
- Tenants: One vote per household
- In the event that both a leaseholder and a tenant reside in the same unit, only the leaseholder shall have voting rights for that household
- Only one voting member per household shall be permitted

e) Associate membership is open to people who do not live at 2 MacFarlane Place but who are interested in helping the Association achieve its aims (such as former residents or local community members). The Committee will decide whether to grant associate member status, and whether or not to grant associate member voting rights as and when it occurs.

f) Voting membership will end when a member stops living at 2 MacFarlane Place, dies, or resigns, unless the Committee decides to grant associate membership as in 5(e).

g) In the event of breaches of the Constitution or Code of Conduct, membership of the Association can be suspended or ended by a two-thirds majority vote of the Committee (of those present).

h) Notification of suspension of a member must be given in writing to the member with a copy of the Constitution attached.

6. Appeals

a) Any member who has been suspended or had their membership terminated shall have the right to appeal. If a member wishes to appeal, they have the right to ask the Secretary to arrange a special meeting to hear their appeal.

b) Appeals must be made to the Secretary within twenty-eight (28) days of receipt of the letter suspending them. A special meeting must be held to hear the appeal within twenty-one (21) days of the Secretary receiving notification from the member.

c) The appeals panel shall include at least three ordinary members of the Association who are not on the Committee.

d) Any member appealing suspension shall have the right to bring a third party and also, if they wish, to be represented by the third party.

e) The decision of the appeals panel shall be binding on both parties.

7. Code of Conduct

a) Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, or discriminatory behaviour will not be tolerated and will be grounds for suspension of individual members. The Chairperson and committee members have the right to warn the member(s) of their behaviour. If they persist, they will be suspended until further notice.

b) It is a condition of membership that members at all times conduct themselves in a reasonable manner at meetings, in premises used by the Association, and in common areas of 2 MacFarlane Place. A member may be suspended from the Association for failure to observe this, or for any other conduct not in line with the aims of the Association.

c) All committee and Association members must comply with the Constitution and Code of Conduct at all times. Any serious breach of the Constitution or Code of Conduct may result in committee members, following a majority vote of the Committee, being asked to resign and, if appropriate, termination of membership as indicated in 5(g).

d) Members must never personalise issues and should be willing to recognise that everybody is entitled to express their point of view without unduly preventing progress of discussion.

e) Voters should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.

- f) Members cannot receive any payment from the Association other than for bona fide expenses agreed by the Committee and approved in advance. Expense claims must be submitted to the Treasurer at least seven (7) days before the next committee meeting.
- g) Members must never use their position to seek preferential treatment for themselves, their family, or relatives. Nor should they use their position to be treated more or less favourably when requesting services from the building management, Council, or other organisations.
- h) Committee members must not divulge any Association business which is treated as confidential to other persons or organisations.
- i) Statements to the media or other organisations on behalf of the Association should be made by the Chairperson or committee members with the prior approval of the Committee.
- j) Correspondence sent on behalf of the Association must be signed by the Secretary or Chairperson, agreed by the Committee, and recorded in a log by the Secretary.
- k) Any resident who feels that they have not been treated fairly and equally by the Association can raise this with the Committee which will respond within twenty-eight (28) days.
- l) Any complaints received about the conduct of the Association or individual members will be taken to the Committee which will respond within twenty-eight (28) days. The Committee will only deal with complaints that relate to the activities of the Association and its members in relation to the Constitution and Code of Conduct. Committee members will not deal with neighbour or inter-personal disputes within the building.

8. The Committee

- a) The Committee shall monitor the work, finances, and membership of the Association.
- b) The Committee will produce and update a simple action plan throughout the year to be used to prepare an Annual Report to members at the AGM.
- c) The Committee shall have a minimum of the following officers: a Chairperson, Secretary, and Treasurer. The Committee shall have the power to appoint, if they wish, a Vice-Chairperson, Vice-Secretary, and Vice-Treasurer. Committee members shall be elected at an Annual General Meeting. The Committee will also include a named person or persons that the Council can contact for consultation.
- d) Committee members shall be elected at an Annual General Meeting (AGM).
- e) The Committee shall have a minimum of seven (7) and a maximum of twelve (12) members at any one time.
- f) There shall be only one committee member per household.
- g) The Committee may appoint sub-committees to carry out the activities of the Association. Sub-committees shall be directly accountable to the Committee. The Committee will agree in

advance the terms of reference for any sub-committees, which may then act and apply any finance raised within these terms. At least one committee member shall sit on any sub-committee of the Association.

h) All sub-committees shall keep proper accounts and records of all meetings to be made available as required to the Committee or general meeting. The Committee or general meeting may dissolve any sub-committees. Any accounts, records, or assets of the sub-committee will pass to the Committee.

i) Any vacancies on the Committee may be filled by co-opting members with full voting rights until the next general meeting or AGM.

j) Committee members shall declare any potential conflict of interest and withdraw from discussion and voting where appropriate.

k) The quorum for Committee Meetings shall be five (5) or 50 percent (whichever is the greater) of committee members. This quorum should also be applied when making decisions other than at meetings.

l) The Committee has the power to make decisions using electronic media outside of committee meetings, including email, WhatsApp, or other digital platforms. Any vote held by electronic or other means must be logged and recorded by the Secretary and formally approved at the next meeting (general or committee).

m) Committee meetings may be called by the Chairperson and Secretary, or at the request of one-third of committee members. At least seven (7) days notice must be given.

n) A minimum of four (4) committee meetings will be held in each calendar year.

o) All committee meetings are open to all members as observers.

9. Duties of the Officers

a) All the officers of the Association have a duty to further all the aims of the Association.

b) The Chairperson shall conduct the meetings of the Association. If the Chairperson is absent, the Vice-Chairperson or other committee member will take over.

c) The Secretary is responsible for convening all meetings and giving the relevant notice to members. The Secretary shall ensure that a proper record is kept of all meetings of the Association, its committees, and sub-committees in the form of minutes. The Secretary shall keep a record of all correspondence, consultation, and activities carried out on behalf of the Association and provide them as required by the Committee or general meetings. The Secretary shall maintain a register of committee members and paid-up members of the Association.

d) The Treasurer shall oversee all banking and financial arrangements outlined in Part 15 (Finance), be responsible for keeping proper accounts of income and expenditure, and

report on the Association's financial matters to the Committee and AGM. All cheques and bank transfers must be authorised by the Treasurer and one other committee member.

e) Any officer 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 Committee or general meeting, whichever is the sooner.

f) The named officer for consultation will be responsible for ensuring that when responses are made they are representative of the views of the Association and not those of an individual. The named officer will keep a record of responses and provide them as required by the Committee or general meetings.

10. Annual General Meeting (AGM)

a) The Association shall hold an AGM once each calendar year, and not more than fifteen months shall pass between one AGM and the next.

b) The AGM shall:

- Agree on the minutes of the last AGM
- Receive an Annual Report from the Committee
- Present a statement of accounts to members
- Elect committee members
- Agree on rates for membership fees (if any)
- Vote on amendments to the Constitution
- Consider any resolution put forward by members

c) Any member over the age of sixteen (16) shall be entitled to stand for election to the Committee.

d) Nominations for the Committee must be received by the Secretary in writing (including electronic communication) at least three days before the meeting, unless the Committee makes a decision to accept nominations at the AGM.

e) Nominees should be present at the AGM unless they are unable to attend due to illness, holiday, etc., at the discretion of the Committee. The Secretary must be informed before the meeting.

f) An independent observer shall attend each AGM and confirm that the meeting was arranged and conducted in accordance with the Association's Constitution. The independent observer can be one of the following:

- An elected Councillor from Hammersmith & Fulham Council
- A Council Officer from Hammersmith & Fulham Council
- A committee representative from another Residents' Association

g) All members must receive in writing (including electronic communication) not less than seven (7) days notice of the AGM. Notice of the AGM shall be displayed on notice boards in

common areas of 2 MacFarlane Place and communicated through the Association's established communication channels.

h) The quorum for an AGM shall be fifteen (15) voting members (approximately 24% of households).

11. Special General Meetings

a) A special general meeting may be called by the Committee or if requested by at least fifteen (15) voting members of the Association (approximately 24% of households).

b) At least seven (7) days notice shall be given for a special general meeting.

c) The quorum for a special general meeting shall be fifteen (15) voting members.

12. General Meetings

a) General meetings are open to all people living at 2 MacFarlane Place. Everyone from the building present who is a voting member is entitled to vote on proposals put forward.

b) Decisions of the General Meeting shall be binding on the Committee.

c) At least seven (7) days notice shall be given for a general meeting. Every eligible household will receive an invitation through the Association's established communication channels (which may include door-to-door delivery, email, notice boards, and/or electronic messaging).

d) The quorum for a general meeting shall be a minimum of twelve (12) voting members, including committee members (approximately 19% of households).

e) Meetings may be held in-person (in common areas such as the roof terrace when weather permits, or rotating between member flats), online via video conferencing platforms, or in a hybrid format combining both.

f) If a member believes an item to be of a confidential nature, this must be made known to the Chairperson before commencement of business. The Committee must decide if the item is to be discussed in a closed session at the end of the general meeting.

13. Voting

a) Decisions at meetings (except those dealing with alterations to the constitution) shall be taken by a simple majority of those voting, including any proxy votes.

b) The named proxy must be a general committee member. The Secretary must be informed of the proxy not later than three (3) days before the meeting. Each voting member has one vote.

- c) In the event of a tie of the vote, the Chairperson of the meeting shall have the casting vote. The Chairperson of the meeting shall not otherwise vote on any resolution.
- d) A counted vote is needed, and the numbers shall be counted and recorded in the minutes.
- e) For online or hybrid meetings, voting may be conducted through secure electronic means (such as video conferencing poll features or secure online voting platforms), and the method of voting must be recorded in the minutes.
- f) Alterations to the Constitution require a two-thirds majority of those present and voting at a general meeting or AGM. Full details of proposed changes must be circulated with the meeting notice at least seven (7) days in advance.
- g) Conflict of interest must be declared. A member who declares a conflict of interest should then withdraw from the discussion and voting on the issue in question.

14. Minutes

- a) All formal meetings must be minuted and the minutes formally approved by the next meeting (committee or general).
- b) Minutes shall be made available to all members through the Association's established communication channels within fourteen (14) days of the meeting.

15. Finance

- a) An accurate record of income and expenditure must be produced each year at the AGM to be made available to all members on request.
- b) Accounts should be open to inspection by members on request.
- c) All monies raised by or on behalf of the Association shall be applied to further the aims of the Association and for no other purpose.
- d) The Association will carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation.
- e) Account(s) must be opened in the name of "2 MacFarlane Place Residents' Association". Cheques, transfers, and other banking instruments or instructions shall be authorised by the Treasurer and at least one (1) other signatory who must also be a member of the Committee.
- f) Signatories must not be related to, or be members of, the same household.
- g) Proper records of all transactions, including petty cash transactions, must be kept.
- h) Finances raised for or on behalf of any sub-committee must be applied only within the terms agreed by the Association Committee.

16. Dissolution

a) The Committee, or if a committee no longer exists, a majority of remaining members of the Association, can propose that the Association should be dissolved.

b) They must give at least fourteen (14) days notice to all eligible members that a meeting is taking place proposing to dissolve the Association.

c) For the sole purpose of dissolution, a quorum need not apply, and the Association may be dissolved by a two-thirds majority of those present.

d) Any assets remaining after settling any liabilities shall be applied for the benefit of the community at 2 MacFarlane Place or the wider local community in accordance with the aims of the Association.
