

## LANSDOWN CRESCENT ASSOCIATION - CONSTITUTION

1. The Association shall be called "Lansdown Crescent Association".
2. The objectives of the Association shall be to conserve and enhance the amenities of Lansdown Crescent and its environs and to maintain and manage the grazing of the field in front of the Crescent and its environs.
3. The Association shall consist of members not less than eighteen years of age who are owners or tenants of a dwelling in Lansdown Crescent, Lansdown Place East, Lansdown Place West, All Saints Road, Upper Lansdown Mews, Dixon Gardens, Somerset Place, Somerset Lane or Sion Hill (East).
4. The annual subscription shall be six pounds (£6.00) per member until varied by a General Meeting and shall be due on the 1st day of January in each year.
5. Members whose current subscriptions have not been paid before 31st March in any year shall cease to be members.
6. The affairs of the Association shall be managed by a Committee consisting of Chairman, Secretary, Treasurer and seven other members and of such seven other members at least five of these shall be from Lansdown Crescent, Lansdown Place East and Lansdown Place West. The inaugural Committee, Chairman, Treasurer and Secretary shall hold office until the 1983 Annual General Meeting and thereafter the Committee and Officers shall be elected annually at each Annual General Meeting. Any casual vacancy shall be filled by the Committee which shall also have the power to co-opt non-voting members. **At each Annual General Meeting two Committee members, decided by agreement or lot, shall cease to be eligible for re-election to the Committee until they have been out of office for one year.**
7. There shall be four Trustees of the Association. Any Trustee may resign and shall be replaced by a Trustee nominated by the Committee. The Trustees shall be fully indemnified by the members of the Association in respect of all liabilities and obligations incurred in the course of their duties.
8. All freehold property, leasehold property and investments belonging to the Association, other than bank balances or cash, shall be vested in the names of the Trustees.
9. The Committee shall have powers to make rules relating to the objectives of the Association provided the same are not inconsistent with this Constitution. Such rules (if any) shall be available from the Secretary on request and shall be binding on all members.
10. The Annual General Meeting of the Association shall be held in 1983 and every subsequent year not later than 31st May on a date and at a time and place to be fixed by the Committee to transact the following business:
  - a. to approve the Association's Accounts for the year ended on the preceding 31<sup>st</sup> December and to review the annual subscription.
  - b. to elect from the members of the Association entitled to vote, the Chairman, Secretary, Treasurer and Committee of the Association.

- c. to appoint the auditor.
  - d. to deal with any other matter which the Committee may desire to bring before the Members, to decide on any resolution which may duly have been submitted and to receive suggestions from members for consideration by the Committee.
  - e. Nominations for office of Chairman, Secretary, Treasurer and Committee of the Association shall reach the Secretary not less than 7 days before the meeting. Nominations shall give names of proposer and seconder (they being members of the Association).
11. A Special General Meeting may be convened at any time by the Committee and shall be convened and held within thirty-five days from the receipt of the request signed by not less than 40% of members entitled to vote, specifying any matter which it is desired to bring before the Meeting.
  12. Notice convening an Annual or Special General Meeting shall be sent by post or delivered to the address in respect of which the qualification of the member for membership arises not less than twenty-one days before the Meeting and shall specify the matters to be dealt with.
  13. At an Annual or Special General Meeting the Chairman of the Association or in his absence a deputy Chairman of the Association appointed by the Committee shall preside. At any meeting of the Committee a deputy Chairman shall be appointed in the absence of the Chairman of the Association.
  14. At General Meetings twenty-five members shall form a quorum and at Committee Meetings five members shall form a quorum.
  15. At Annual or Special General Meetings and Committee Meetings each fully paid up member shall be entitled to one vote and the Chairman of the Meeting shall have a casting vote.

At Annual or Special General Meetings each qualifying member unable to attend may nominate an agent attending the meeting to vote on their behalf (proxy voting); such nominations must be lodged with the Association Secretary not less than 24 hours before the meeting, by post or by electronic mail. Nominations will be excluded when determining a quorum.
  16. This Constitution may be varied at an Annual or Special General Meeting provided that the proposed variation is consistent with the objectives of the Association and has been included in the notice convening the meeting and that it is approved by not less than two thirds of the fully paid up members present.
  17. In addition to members referred to above the Committee may from time to time elect as associate members of the Association persons who are not owners or tenants of a dwelling mentioned in paragraph 3 above but who are interested in maintaining the objectives of the Association. An associate member shall pay the same subscription as a member and shall be entitled to receive notices issued to members and to attend Annual or Special General Meetings of the Association and functions arranged by the Association but

shall not have voting rights or be entitled to hold office in the Association or to exercise any other rights conferred on members.

18. In addition to members referred to above the Committee may from time to time elect as Honorary Members of the Association persons who in the opinion of the Committee have shown exceptional interest in the affairs and objectives of the Association and have afforded the Association considerable help in the achievement of these goals. An Honorary Member, who shall pay no subscription, will be entitled to receive notices issued to members and to attend Annual and Special General Meetings and functions arranged by Lansdown Crescent Association but shall not have voting Rights or be entitled to hold office in the Association or to exercise any rights conferred on members.

(This is the Constitution which includes eight amendments made in 1983/86/94/04/05/06/15/17).

22<sup>nd</sup> April 2017