

CONSTITUTION

OF THE

CHELSEA HARBOUR RESIDENTS' ASSOCIATION

1 Definitions and Interpretation

1.1 In this Constitution, unless the context otherwise requires, words or expressions shall have the meaning ascribed to them below :-

‘a committee’	shall mean either the Committee, a sub-committee, a working group or all of these, as the context requires;
‘Building’	means one of the seven residential apartment buildings in Chelsea Harbour or collectively the houses of Admiral Square;
‘Building Volunteers’	the volunteers appointed by the Members of the eight Buildings as set out in clause 13;
‘Chairman’	means the chairman of the CHRA for the time being;
‘clear days’	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘Committee’	means the main committee of the CHRA details of which are set out in clause 16;
‘Committee Members’	means the members of the CHRA Committee or of a sub-committee or working group as the context requires;
‘Landlord’	the landlord of the Property from time to time;
‘Managing Agent’	the managing agent of the Property as appointed by the Landlord from time to time;
‘Member’	means any member of the CHRA and includes associate member where appropriate, subject to clause 18;
‘Member’s Representative’	means a person appointed by a Member as his representative in accordance with clause 6.1;
‘Property’	Means all of the houses and apartments, amenity areas and common areas of the land and buildings known as Chelsea Harbour, London, SW10
‘Registered Address’	means the address of the Residence of a Member or the alternative address as notified by a Member to the

Honorary Secretary

- ‘Residence’ a residential unit at the Property;
- ‘Resident’ means a leaseholder of a Residence;
- ‘Honorary Secretary’ means the honorary secretary of the CHRA for the time being;
- ‘Honorary Treasurer’ means the honorary treasurer of the CHRA for the time being.
- ‘Vice Chairman’ means the vice chairman of the CHRA for the time being.

- 1.2 Unless the context otherwise requires, words or expressions importing the masculine shall include the feminine and neuter and vice versa.

2 Name

The name of the unincorporated Association is The Chelsea Harbour Residents’ Association (‘the CHRA’).

3 Objects

- 3.1 The objects of the CHRA shall be to promote and protect the common rights and interests of members of the CHRA relating to the use and enjoyment of the Property by:
- 3.1.1 facilitating communication amongst Members of issues affecting them and the Property;
 - 3.1.2 considering issues affecting the Members and the Property and making representations to the Landlord, the Managing Agent and other third parties in respect of such issues;
 - 3.1.3 establishing a relationship with the Landlord and the Managing Agent to facilitate good management, representing the needs and views of Members on management issues and reporting back to Members the concerns of the Landlord and Managing Agent;
 - 3.1.4 furthering the common interests of its Members and engaging with the Landlord, its Managing Agent and any other third parties in matters concerning the Members including the maintenance, security, amenities, value and improvement of the Property;

3.1.5 the use of collective strength as necessary and

doing all such other things as are incidental to or conducive to the attainment of the above objects or any of them.

- 3.2 To exercise the rights conferred upon the CHRA by recognition under the Landlord and Tenant Act 1985 or such other statutory rights that may be given by any subsequent enactment.
- 3.3 Whilst the CHRA shall have the objects set out above, each Member shall be responsible for his own legal relationship with the Landlord under the terms of his lease and shall not be bound to follow decisions made or courses of action suggested by the CHRA.
- 3.4 Committee Members shall act in good faith in the interests of the CHRA but shall have no liability to the Members for such actions. Any advice or assistance given or rendered to Members or any action taken by the CHRA acting through the Committee in the name of the Members shall be without liability or responsibility on the part of the Committee for any loss or damage. Members should take independent professional advice in all matters affecting their interests or where possible conflict could arise between Members.

4 Membership

- 4.1 Membership shall be open to all persons who are lessees holding under long leases or tenancies of an apartment or house in the Property but voting shall be restricted to one vote for each house or apartment. A company which is a lessee or sub-tenant (if not connected with the Landlord) shall be eligible for membership, in which case voting rights shall be exercisable by a person duly authorised by the company.
- 4.2 Membership of the CHRA shall terminate:
 - 4.3.1 upon a Member given written notice to that effect to the Honorary Secretary.
 - 4.3.2 Upon the Member ceasing to be a lessee or sub-tenant of a house or apartment at the Property, in which case, the Member shall within 14 days give written notice of the fact to the Honorary Secretary
 - 4.3.3 Upon failure by the Member to pay the annual subscription in respect of that house or flat for more than one month after the same shall become due and payable
 - 4.3.4 If a Member is expelled in accordance with Clause 5 of this constitution

4.3.5 Membership of the CHRA may be suspended for such period as is determined by the votes of a majority of at least 50% of the Members at a General Meeting of the CHRA

4.4 The Committee may at its discretion extend Associate Membership to any other person or persons resident on the Property but such Associate Members shall not be elected as Officers or members of the Committee of the CHRA and shall not be entitled to any vote

4.5 Neither the Landlord, the Landlord's Representative, any company controlled by the Landlord nor any employee of the Landlord shall be a Member or Associate Member of the CHRA

4.6 A copy of this constitution shall be given to each Member.

5 Expulsion

5.1 The Committee shall have power to expel a Member when, in their opinion, it would not be in the interests of the CHRA for him to remain a Member.

5.2 In order to exercise this right the Committee shall pass a resolution carried by the votes of at least 50% of the members at a General Meeting of the Association.

5.3 A Member shall not be expelled unless he is given 14 clear days written notice to attend a meeting of the Committee and written particulars of the complaint made against him. The Member shall be given an opportunity to appear before the Committee to answer complaints made against him and shall not be expelled unless at least two thirds of the Committee then present vote in favour of his expulsion

6 Member's Representative

6.1 A Member may by giving notice in writing to the Honorary Secretary in the prescribed form appoint a person (including one to whom he has granted a tenancy of his Residence) to be his representative at any meetings of the CHRA.

6.2 A Member's Representative may attend and vote at all general meetings of the CHRA.

6.3 A Member shall give notice in writing to the Honorary Secretary to terminate the Member's Representative's appointment.

7 Subscriptions

- 7.1 Each Member and Associate Member shall pay an annual subscription of such sum as the Committee may from time to time recommend.
- 7.2 The annual subscription shall be payable in two instalments on 25 March and 29 September each year and may be collected via the Managing Agent or otherwise.
- 7.3 The amount shall be fixed at Annual General Meeting.
- 7.4 One subscription payment shall be paid in respect of each house or apartment (a Member who joins more than six months into the financial year shall be entitled to a 50% abatement on his membership fee)
- 7.5 In paying the annual subscription, a Member or Associate Member authorises the CHRA to use the annual subscription in support of the objects of the CHRA.

8 Officers

- 8.1 The Officers of the CHRA shall be the Chairman, the Honorary Treasurer and the Honorary Secretary, and they must all be Members of the CHRA. If a Vice Chairman is appointed, he too shall be an Officer of CHRA.
- 8.2 The Officers shall be elected annually at the Annual General Meeting having been proposed and seconded by two Members of the CHRA in writing and lodged with the Honorary Secretary fourteen days prior to the Annual General Meeting. They shall hold office until the next Annual General Meeting when they shall retire. Any vacancy occurring by resignation or otherwise may be filled by the Committee. Retiring Officers shall be eligible for re-election.

9 The CHRA Committee

- 9.1 The Committee of CHRA shall consist of not less than three nor more than thirty Members of the CHRA, being the Officers of the CHRA, up to three Building Volunteers per Building, the chairmen of sub-committees constituted by the Committee and such other Members as may be co-opted
- 9.2 The Committee, or where appropriately delegated, its sub-committees, shall be the main channel of communication between Members and the Landlord and its Managing Agent.
- 9.3 Committee members shall be proposed, seconded and elected by show of hands, or if requested by at least ten Members present, by ballot, at the Annual General Meeting and shall remain in office until their successors are elected at the next Annual General Meeting. Any vacancy occurring in the

Committee by resignation or otherwise may be filled by the Committee co-opting another Member. Retiring Committee Members shall be eligible for re-election.

- 9.4 Only Members shall be eligible to be Committee Members.
- 9.5 The Committee shall be empowered to co-opt on a temporary basis other Members of the Association to form sub-committees or working groups to consider such matters as the Committee of the CHRA shall determine and the decisions of such sub-committees or working groups shall be ratified by the Committee before implementation
- 9.6 The Committee shall implement the Objects of the CHRA and the resolutions of the CHRA and shall further:
 - 9.6.1 consider reports submitted by any sub-committee or working group ;
 - 9.6.2 approve the expenditure of the CHRA's funds for the benefit of the CHRA;
 - 9.6.3 approve the appointment of external experts or advisers to assist or represent the CHRA as may be deemed necessary from time to time.
 - 9.6.4 keep Members informed of current issues by way of website postings, newsletters and direct communication where necessary;
 - 9.6.5 recommend action to be taken by the Members and take emergency action in the interests of the CHRA should such action be required;
 - 9.6.6 inform the Members of decisions made by the Committee.
- 9.7 Meetings of the Committee shall be held not less than once every three months. Sub-committees and working groups shall meet as often as is necessary to fulfil their brief. The chairman of a committee shall have discretion to call further meetings of a committee at short notice if he considers it to be in the interests of the CHRA.
- 9.8 The chairman of a committee shall give all the committee members normally not less than 14 days oral or written notice of a meeting. He may invite persons other than committee members to attend meetings of the committee.
- 9.9 The quorum of each committee may be fixed by the committee and unless otherwise fixed shall, in the case of the Committee be seven of whom at least one must be an Officer.

- 9.10 Decisions of a committee shall be made by a simple majority and in the event of equality of votes the chairman (or the acting chairman of that meeting) shall have a casting or additional vote.
- 9.11 The Committee shall be empowered to fill any casual vacancy occurring on the Committee or among the Officers and any person so appointed shall serve until the next Annual General Meeting of the CHRA
- 9.12 Subject to the provisions of the Constitution, the business of the CHRA shall be managed by the members of the Committee who may exercise all the powers of the CHRA. No alteration of the Constitution shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made.
- 9.13 A Member may propose a matter for discussion at a meeting of the Committee provided that he gives at least 72 hours notice of the matter to be discussed to the Chairman of the Committee or to the Honorary Secretary.
- 9.14 A Member who proposes a matter in accordance with clause 9.13 may attend and speak at the Committee meeting at which the matter is to be discussed.
- 9.15 Representatives of the Landlord and the Managing Agent may be invited to attend and speak at a Committee meeting.
- 9.16 All sub-committees and working groups shall report their proceedings to the next Committee meeting
- 9.17 All acts done by a meeting of a committee, or by a person acting as a committee member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, provided that it is ratified by the Committee, be as valid as if every such person had been duly appointed and was qualified and had continued to be a committee member and had been entitled to vote.
- 9.18 A resolution in writing signed by all the committee members entitled to vote at a meeting of such committee shall be as valid and effectual as if it had been passed at a meeting of that committee duly convened and held and may consist of several documents in the like form each signed by one or more committee members.
- 9.19 It shall be the responsibility of the chairman of a committee to ensure that minutes are taken of all meetings of the committee of which he is chairman and that their contents are reported to the next meeting of the Committee.
- 9.20 The minutes of every meeting of the Committee must be filed with the Honorary Secretary within one month of the date of a meeting and be available to be viewed by any Member on reasonable notice to the Honorary Secretary.

9.21 The Honorary Secretary shall keep and make available for inspection whenever so requested by a member:-

- (a) A record of business transacted at the Annual General Meeting
- (b) Copies of all written and notes of all oral communications with the landlord and managing agent and any replies received

10 Chairman of the CHRA

10.1 The Chairman of the CHRA shall be elected in accordance with clause 8 and his responsibilities shall include the following:

- 10.1.1 chairing the Annual General Meeting and any Extraordinary General Meetings of the CHRA;
- 10.1.2 chairing the meetings of the Committee;
- 10.1.3 forming such working groups of Committee Members and others Members as he deems necessary to address particular issues;
- 10.1.4 ensuring the effective operation of the Committee and any sub-committees and working groups;
- 10.1.5 ensuring the effective communication to the Members of the activities and decisions of the Committee, sub-committees and working groups; and
- 10.1.6 representing the CHRA to the Landlord, the Managing Agent and any other third parties;

10.2 If a Vice Chairman is appointed it shall be the joint responsibility of both of them to ensure the effective operation of their roles.

10.3 The Chairman may delegate such of his above responsibilities to the Vice Chairman or to another member of the Committee or to a chairman of a sub-committee as are approved by the Committee.

11 Honorary Treasurer of the CHRA

11.1 The Honorary Treasurer of the CHRA shall be elected in accordance with clause 8 and his responsibilities shall include the following;

- 11.1.1 collecting subscriptions and any other income due to the CHRA;

- 11.1.2 dealing with the CHRA's banking requirements, including arranging that all cheques require two signatures as set out in clause 22;
 - 11.1.3 dealing with HMRC as necessary including keeping the necessary financial records, notifying HMRC of any taxable income and arranging timely payment from the CHRA's funds of any tax that becomes due;
 - 11.1.4 dealing with the management of the CHRA's funds in accordance with the provisions of clauses 22 and 23; and
 - 11.1.5 preparing and submitting to the Annual General Meeting an account of the income and expenditure of the CHRA's funds for the financial year ending on 29 September in each year.
- 11.2 The Honorary Treasurer shall be able to authorise expenditure of the CHRA's funds up to a maximum of £250. He shall obtain a receipt for any payments made out of the funds of the CHRA.
- 11.3 Expenditure in excess of the amount referred to in clause 11.2 shall require the approval of the Committee.

12 Honorary Secretary of the CHRA

- 12.1 The Honorary Secretary shall be elected in accordance with clause 8 and his responsibilities shall include the following:
- 12.1.1 maintaining an up to date list of Members and their contact details;
 - 12.1.2 keeping records of any appointment by a Member of a Member's Representative;
 - 12.1.3 acting on the instructions of the Chairman to convene general meetings;
 - 12.1.4 keeping the formal records of the CHRA including the minutes of all general meetings and Committee meetings;
 - 12.1.5 passing on communications from Members, the Landlord, the Managing Agents or any other third parties to the Chairman as appropriate.

13 Building Volunteers

- 13.1 The Building Volunteers shall be Members nominated by the Members of their Building and shall be appointed to the Committee in respect of that Building according to such procedures as the Residents of that Building

shall decide and shall have communicated to the Honorary Secretary. A Building should normally appoint at least two alternate Building Volunteers so that the Building is always represented by at least one Member (but not more than three) at meetings of the Committee.

13.2 Each Building Volunteer shall be responsible for:

- 13.2.1 canvassing the views of the Members in his Building on matters affecting that Building and/or the Property generally;
- 13.2.2 ensuring that at least one of their number is available to attend meetings of the Committee on behalf of their Building and ensuring that matters concerning their Building are raised and considered as appropriate;
- 13.2.3 contributing to the discussions and deliberations at the Committee meetings concerning the Property generally;
- 13.2.4 requesting that the Committee or sub-committees, as appropriate, reflect the views of their Building in communications with the Landlord and its Managing Agent;
- 13.2.5 reporting back to the Members in their Building following the meetings of the Committee.
- 13.2.6 liaising as appropriate with the Managing Agent on matters of concern only to the Members in their Building.

14 Disqualification and removal of members of the Committees

14.1 The office of a Committee Member shall be vacated if: -

- 14.1.1 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property or affairs; or
- 14.1.2 he resigns office by notice to the Committee; or
- 14.1.3 he shall for more than six consecutive months have been absent without permission of the Committee from meetings of the Committee held during that period and the Committee resolves that his office be vacated.
- 14.1.4 he shall for more than three consecutive months be in arrears with the payment of his CHRA subscription.

15 Annual General Meeting

- 15.1 The Annual General Meeting of the Association shall be held each year not later than 28 December and no more than fifteen months after the previous AGM to transact the following business:
 - 15.1.1 to receive the Chairman's report of the activities of the Association during the previous year;
 - 15.1.2 to receive and consider the accounts of the Association for the previous year and the Treasurer's report as to the financial position of the Association;
 - 15.1.3 to elect the Officers and other members of the Committee.
 - 15.1.4 to decide on any resolution which may be duly submitted in accordance with clause 19.2.
- 15.2 Nominations for election of Members to any office or for membership of the Committees shall be made in writing by the proposer and seconder to the Honorary Secretary not less than 28 clear days before the Annual General Meeting. Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Honorary Secretary not less than 28 clear days before the meeting.

16 Extraordinary General Meeting

An Extraordinary General Meeting may be called at any time by the Committee and shall be called within 28 clear days of receipt by the Honorary Secretary of a requisition in writing signed by not less than one third of the Members stating the purposes for which the meeting is required and the resolutions proposed.

17 Procedure at the Annual and at Extraordinary General Meetings

- 17.1 The Honorary Secretary shall send or deliver to each Member at his address or email address notice of the date of the General Meeting together with the resolutions to be proposed thereat at least 21 clear days before the meeting.
- 17.2 Twenty eight clear days' notice in writing shall be given to the Honorary Secretary of any Resolution to be moved by a Member at any General Meeting. A Notice containing all resolutions and nominations, with the names of proposers and seconders, shall be circulated or kept by the Honorary Secretary available for inspection by any Member on reasonable notice for seven days before the General Meeting.
- 17.3 The quorum for the Annual and Extraordinary General Meetings shall be 30 and no business shall be transacted unless a quorum is present. If within fifteen minutes from the time appointed for a meeting a quorum is not

present, then the meeting, if convened at the request of Members, shall be dissolved, but if an AGM or convened by the Committee, the meeting shall stand adjourned at the discretion of the Committee.

- 17.4 A Member or a Member's Representative may authorise another person to attend a General Meeting as a proxy and to vote on behalf of the absent Member. Such authorisation must be in written form approved by the Committee and be lodged with the Honorary Secretary at least seven days before the meeting.
- 17.5 The Chairman or Vice Chairman, or in their absence a Member selected by the Committee, shall take the chair. Each Member present shall have one vote and resolutions shall be passed by a simple majority. Voting shall be by show of hands unless a ballot is demanded. In the event of an equality of votes the Chairman of the meeting shall have a casting or additional vote.
- 17.6 The Honorary Secretary, or in his absence a member of the Committee, shall take minutes at Annual and Extraordinary General Meetings.

18 Voting

One vote shall be exercisable in respect of any one residential unit, subject to the following:-

- 18.1 Where both a lessee and a sub-tenant of an apartment or house are Members of the CHRA, the vote exercisable shall be the vote of the lessee .
- 18.2 For purposes connected with the requirements of residential leasehold law and other purposes affecting or tending to affect service charge expenditure, voting shall be restricted to affected variable service charge payers
- 18.3 Where variable service charges for individual Buildings are calculated on different bases, only Members affected shall be entitled to vote in relation to matters affecting or tending to affect the service charge for their Building alone
- 18.4 Members shall notify the Honorary Secretary of the identity of the person entitled to vote in respect of each residential unit and the Honorary Secretary shall maintain a list of such persons. The Honorary Secretary shall maintain a separate list of those Members entitled to vote for purposes connected with residential leasehold law.
- 18.5 Voting shall be by show of hands unless a ballot is demanded. In the case of a tied vote at a General Meeting the Chairman or Acting Chairman shall make the casting vote

19 Minutes

19.1 The Honorary Secretary shall, so far as it is reasonably within his power to achieve, cause minutes to be made in books kept for the purpose: -

19.1.1 of all appointments to the committees of the CHRA; and

19.1.2 of all proceedings at meetings of the CHRA and of the Committee and of any sub-committee or working group, including the names of the persons present at each such meeting.

20 Alteration of the Constitution

The Constitution may be altered by resolution at an Annual or Extraordinary Meeting provided that the resolution is carried by a majority of at least two-thirds of Members present at the General Meeting.

21 Bye-Laws

The Committee shall have power to make, repeal and amend such bye-laws as they may from time to time consider necessary for the efficient administration and well-being of the Association, which bye-laws, repeals and amendments shall have effect until set aside by the Committee or at a General Meeting.

22 Finance

22.1 The financial year of the CHRA shall end on 29 September in each year

22.2 The financial transactions of the CHRA shall be recorded by the Honorary Treasurer in such manner as the Committee thinks fit. Accounts of the income and expenditure of the CHRA shall be prepared each year by the Honorary Treasurer in such manner as the Committee thinks fit. The Accounts shall be ratified by the CHRA at the Annual General Meeting

22.3 The property and funds of the CHRA shall be held and administered by the Committee and the income and property of the CHRA shall be applied only in furtherance of the objects of the CHRA and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Association, save asset out in clause 23.3.

22.4 A bank account shall be opened in the name of the CHRA and all monies payable to the CHRA shall be received by the Honorary Treasurer and deposited in a bank account in the name of the CHRA. No sum shall be drawn from that account except by cheque signed by two of the three signatories who shall be the Chairman, Honorary Secretary and Honorary

Treasurer. Any monies not required for immediate use shall be placed on an interest-bearing account with the CHRA's bank.

- 22.5 The Committee shall have power to approve the payment of remuneration, fees and expenses to any employee or other person for services rendered to the CHRA and the reimbursement of expenses to any Officer or Member of sums expended in carrying out their responsibilities on behalf of the CHRA.
- 22.6 The annual subscription of the CHRA shall be decided for the ensuing year at the Annual General Meeting and shall not be altered save by a two-thirds majority of the Members attending such a meeting

23 Dissolution

- 23.1 A resolution to dissolve the CHRA shall only be proposed at an Extraordinary General Meeting and shall be carried by a majority of at least three-quarters of the Members present.
- 23.2 The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the CHRA.
- 23.3 Any property remaining after the discharge of the debts and liabilities of the Association shall be divided equally among the Members of the CHRA at the date of dissolution.

24 Notices

- 24.1 Any notice or other communication (each of which is in the Constitution under "Notices" referred to as a notice) to be given to or by any person pursuant to the Constitution (other than a notice calling a meeting of a committee or working group) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the Honorary Secretary.
- 24.2 The CHRA may give any notice to a Member either personally or
 - 24.2.1 by leaving it at the Member's registered address
 - 24.2.2 by sending it by post in a prepaid envelope addressed to the Member at the Member's registered address; or
 - 24.2.3 where the Member has for the time being notified to the CHRA that notice by electronic communication or publication of notice on a website may apply to him, by giving the notice in accordance with the notification; or

- 24.3 A Member whose registered address is not within the United Kingdom and who gives to the CHRA an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the CHRA.
- 24.4 A Member may give notice to the CHRA either by email to hon.sec@chelseaharbourresidents.org , delivering it to the Honorary Secretary personally or by sending it by post in a prepaid envelope, addressed to the CHRA at the address of its solicitors who are: Brethertons (Attention Yashmin Mistry), Strathmore House, Waterperry Court, Middleton Road, Banbury, OX16 4QD
- 24.5 A Member present either in person or by proxy at any meeting of the CHRA shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.