



CONSTITUTION OF CENTURY WHARF RESIDENTS' ASSOCIATION

GENERAL

1. The Association shall be known as the CENTURY WHARF RESIDENTS' ASSOCIATION
2. The Association shall be non party in politics and non sectarian
3. The objects of the Association shall be:-
 - To promote the exercise of residents' rights and the maintenance of their amenities and environment
 - To represent the interests of the residents within the local community and with the local authorities, the developers, management company and the freeholders
 - To promote a community spirit within the residents through leisure, sport and social activities

MEMBERSHIP

4. Full membership will be open to all owners of properties at Century Wharf. However, each individual property can only have one full member. Associate membership which shall not carry voting rights at Association meetings shall be open to all other residents.
5. It shall be a condition of membership that all members, at all times, conduct themselves in a reasonable manner at meetings or in premises used by the Association. Any member may be excluded for breach of this condition, or for any other conduct contravening the objects of the Association, by a majority of those present and voting at any Committee or General Meeting.

SUBSCRIPTION

6. All members shall pay such subscriptions per household as shall be determined at the Annual General Meeting or Special General Meeting and within such time scales as shall be agreed. Non-payment of subscriptions will cause forfeit of the rights of membership.
7. Any subscription or other monies raised by or on behalf of the Association shall only be applied in furtherance of the objects of the Association.

CONDUCT OF BUSINESS

8. The business of the Association shall be conducted by a Committee, which will be elected at the Annual General Meeting. This Committee shall consist of a Chairperson, Treasurer, Secretary, Membership Secretary and not less than three other members. Any member of the Association can stand for election to the Committee. No more than one officer or Committee Member shall be elected from each household.
9. Directors of the Management Company, the developers, the freeholders and elected councillors of the local authority shall be eligible for election to the Committee or as Officers of the Association. They shall not represent the Association in its dealing with the Company, Council or other bodies as appropriate where a conflict of interest may seem to arise.
10. A General Meeting of the Association, only, may carry out the election or removal of Officers or Committee Members. The Committee may temporarily fill any vacancy arising among the Officers of the Association from its other members until the next General Meeting of members. The Committee may, also, temporarily co-opt members of the Association to fill any vacancy among Committee Members until the next General Meeting of members. The Committee may at its discretion co-opt additional members of the Association to the Committee until the next General Meeting of members.

COMMITTEE MEETING

11. The Committee shall meet as necessary, but not fewer than four times per year. Committee meetings shall be open to any member of the Association wishing to attend, subject to prior advice to the Secretary. Any member attending may speak but not vote.

ANNUAL GENERAL MEETING

12. The Committee shall call an Annual General Meeting of the Association each year on a date determined by the Committee and no later than eighteen months after the previous AGM. Not less than twenty-eight days notice of the Annual General Meeting shall be given to all members and all those eligible for membership, together with a form of application for membership. Only fully paid up members of the Association or those holding the Proxy of fully paid up members will be entitled to attend this meeting.
13. At the Annual General Meeting
- The Committee shall present an Annual Report of the Association
 - The Committee shall present the Audited Accounts of the Association for the previous year
 - Any Sub Committee shall present an Annual Report and account of their activities
 - The Officers and Committee Members shall stand down
 - The Officers, Committee Members and Auditor for the ensuing year shall be elected
 - Any amendments to the Constitution notified in accordance with Clause 27 will be discussed and voted upon
 - Any other proposal submitted to the Secretary in writing not less than seven days in advance of the meeting will be discussed and voted upon, if appropriate

Apart from changes to the Constitution, all decisions shall be taken by a simple majority of votes cast (but only one vote will be allowed for each household)

14. Members may appoint a Proxy to vote on their behalf at the Annual General Meeting or any Special General Meeting. Proxies apply only to an individual meeting and require to be notified to the Secretary seven days prior to the date of that meeting.

SPECIAL GENERAL MEETING

15. The Secretary shall call a Special General Meeting at the request of a majority of the Committee, or, on receipt of a written petition of not less than 10 members of the Association giving reasons for the request. The secretary shall give not less than seven days notice of the holding of a Special General Meeting, which shall take place within twenty-one days of the receipt of the request or petition.
16. Attendance at such meeting shall be on the same basis as at the Annual General Meeting and decisions will be taken on the same basis as the Annual General Meeting.

QUORUM

17. The quorum for the Committee Meetings of the Association shall be 4 members. The quorum for all General Meetings shall be one third of the membership, or fifteen members whichever is the lesser.

NOTICE OF MEETING

18. Notice of all General Meetings shall be sent to each member's dwelling and shall include the date, time and place of the meeting and an Agenda of matters to be discussed. Minutes of all meetings, including Committee and any sub-Committee meetings, to be made available for viewing by members of the Association.

SUB-COMMITTEES

19. The Committee may appoint such sub-Committees as may be required to carry out the activities of the Association. Such sub-Committees shall be directly accountable to the Committee. The Committee shall agree in advance the terms of reference of any sub-Committee which may then act and apply any finance raised by itself, or on its behalf, only within these terms. The Chairperson and Treasurer shall be ex-officio members of any sub-Committee.
20. All sub-Committees shall keep proper accounts of income and expenditure and a proper record of all meetings and shall report on them as required by the Committee or General Meeting.
21. The Committee or any General Meeting may dissolve any sub-Committee, whereupon the accounts, records and assets, financial and otherwise, of the sub-Committee shall pass into the hand of the Committee.

DUTIES OF OFFICERS

22. The CHAIRPERSON (or in his/her absence another Committee member) shall conduct the Meetings of the Association.
23. The TREASURER shall open and maintain a banking account in the name of the Association and deposit all monies in that account. The Treasurer shall sign all cheques in conjunction with one other Officer or Committee Member. The Treasurer shall keep proper accounts of income and expenditure and report on them as required by the Committee or any General Meeting. A person appointed by the membership at the Annual General Meeting shall audit such accounts annually.
24. The SECRETARY shall be responsible for the convening of all meetings and the giving of the prescribed notice to members. He/she shall ensure that a proper record is kept of all meetings of the Association, its Committees and sub-Committees in the form of minutes or notes and shall make these available for viewing by Association members on request, subject to receipt of suitable notice.
25. The MEMBERSHIP SECRETARY shall be responsible for maintaining a register of members of the Association. He/she shall deal with all correspondence with members, arranging responses to queries and issuing information as required.
26. Any member(s) or Officer(s) delegated to represent the Association in consultation with any other body shall act on the instructions of the Association and shall report to the following Committee or General Meeting whichever is the sooner.
27. The Association may employ advisers. These cannot be Officers of the Association and cannot vote nor represent the Association at outside meetings and consultations.

ALTERATION TO THE CONSTITUTION

28. Any proposal to alter the constitution must be submitted to the Secretary not less than twenty-one days before the meeting at which it is to be discussed. Not less than fourteen days prior to that meeting notice shall be given to all Members of such a proposal, together with its wording. Any alteration shall require the approval of two thirds of those present and voting at the meeting.
29. If the Committee no longer exists, any 9 members of the Association shall decide that the Association should be dissolved. They shall give at least fourteen days notice to all those eligible for membership of a meeting at which the matter shall be discussed. 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. The assets, financial or otherwise, remaining when the Association has satisfied its liabilities shall be applied for the purpose of the benefit to the community as the meeting shall decide.

Dated 8 November 2006