

Constitution for River Gardens Residents' Association

1. NAME

The name of the Association shall be The River Gardens Residents' Association, (RIGRA) ('The Association').

2. THE PROPERTY

All of the flats, amenity areas and common areas of and at the premises of the property known as River Gardens, Greenwich, London, SE10.

3. OBJECTS OF THE ASSOCIATION

- 3.1 To represent the leaseholders ("Tenant[s]") on matters of common interest;
- 3.2 To promote and protect the common rights and interests of the members ("The Members") of the Association relating to the use and enjoyment of the Property;
- 3.3 To exercise the rights conferred upon the Association by recognition under the Landlord and Tenant Act 1985 or such other statutory rights that may be given by any subsequent enactment;
- 3.4 To consult with the Landlord, its Managing Agent and other relevant parties;
- 3.5 To preserve and improve, where required, the amenities enjoyed by leaseholders;
- 3.6 For the purpose of aforesaid, to employ solicitors, counsel, surveyors, engineers, accountants and other professional or qualified persons, whether directly or through Managing Agents, to advise the Association;
- 3.7 To liaise with other Associations in the River Gardens development and locally;
- 3.8 To be a non political organisation;
- 3.9 To do such other things, ancillary to the preceding objects, as may seem desirable to the Association.

4. MEMBERSHIP OF THE ASSOCIATION

- 4.1 Membership shall be open to all persons who are Tenants of the tripartite Lease between Greenwich Wharf Limited and Greenwich Wharf Management

Company Ltd and Tenant, being Owners of the Leasehold flats in the Development known as River Gardens, Greenwich, London SE10.

- 4.2 A company which is a Tenant in the Lease as described above (if not connected with the Landlord or his Agent) shall be eligible for Membership, in which case voting rights shall be exercisable by a person duly authorised by the company. Neither the Landlord, nor any superior landlord and employees or connected persons or officers or agents of the same, shall be a Member, including from the Residential Management Company or his Managing Agent.
- 4.3 Membership of the Association shall terminate: -
 - 4.3.1 Upon a Member giving written notice to that effect to the Membership Secretary of the Committee of the Association;
 - 4.3.2 Upon a Member ceasing to be eligible by reason of ceasing to be an Owner of the Leasehold flat at the property in which case, he shall within 14 days give written notice of the fact to the Secretary;
 - 4.3.3 Upon failure by a Member to pay the annual subscription in respect of that house (or flat) for three months after the same shall become due and payable;
 - 4.3.4 Upon removal by a resolution carried by the votes of at least 75% of the Members at a General Meeting of the Association;
 - 4.3.5 Membership of the Association 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 Association.
- 4.4 Membership of the Association shall be confirmed upon the payment of the first subscription and formal acceptance by the proposed member of the rules and constitution of the Association sent to the Secretary of the RIGRA Committee.
- 4.5 A copy of this Constitution shall be provided to each Member, either in paper or digital format (e.g., via email or link to an online copy)
- 4.6 The Committee may admit any other person as an honorary member. Assured Shorthold Tenancy /or Periodic Tenancy Tenants shall be admitted as Associate Members.
- 4.7 In this Constitution, the word 'Member' shall, unless context otherwise requires, mean a full Member. Honorary Members or Associate Members shall have the right to attend and to speak (but not vote) at any General

Meeting of the Association.

5. THE COMMITTEE

Constitution of the Committee

- 5.1 The Committee of the Association shall consist of no fewer than four and not more than twelve Members of the Association, with each block of apartments within the Property being represented by a number of committee members that fairly reflects the number of River Gardens residents within each building in the Property.
- 5.2 Committee members shall serve for three years and shall retire in rotation. Retired Committee members are eligible for re-election.
- 5.3 The Committee shall be appointed as follows. At least 20 days prior to the Annual General Meeting, the Chair will notify Members of any vacancy within the Committee and will call for volunteers. The Committee should make all reasonable efforts to attract volunteers from the block of apartments within the Property within which the vacancy arises. Should there be no more volunteers than the vacancy or vacancies arising, those Members volunteering shall fill the vacancy as from the next Annual General Meeting. Should there be more volunteers than vacancies, elections between the same volunteers will be held at the Annual General Meeting, with all Members having the right to vote, either in person or by proxy. Should a vacancy within the Committee arise at any stage longer than three months from the next Annual General Meeting, the Committee shall have the power to co-opt a Member to the Committee who will serve on the Committee to the next Annual General Meeting.
- 5.4 There shall be five officers on the Committee, namely a Chair, a Vice-Chair, a Secretary, a Treasurer and a Membership Secretary, each holding office for three years from appointment. The Officers will be elected by the members of the Committee as and when vacancies among the officers arise or at any stage at which a majority of the Committee express a desire in writing to the Secretary that they favour a re-allocation of one or more the officers' posts.
- 5.5 Should any member of the Committee fail to attend three consecutive Committee meetings, the Committee may in its discretion terminate that person's Committee membership and declare a casual vacancy.
- 5.6 The Committee shall be empowered to form Project Groups to consider such matters as the Committee shall from time to time determine. The Committee will discuss any recommendations submitted by such Project Groups before any decision is made whether and, if so, how, to implement such recommendations. For the purpose of constituting such project-groups, the

Committee shall have the power to co-opt on a temporary basis other members of the Association who are not members of the Committee, such co-opted members having the right to attend and vote only on those matters within the remit of the relevant Project Group.

The Committee and the Association

- 5.7 The Committee shall implement the objects of the Association and the resolutions of the Association.
- 5.8 The Committee shall keep the Membership of the Association informed of its decisions and work via at least two newsletters per year, through Annual and any Extraordinary General Meetings, through the web-based Forum and through any other means considered appropriate by the Committee. In addition, the Committee shall consult Association Members either as it deems appropriate when issues arise that, in the view of the Committee, require such consultation; and in any event whenever decisions are likely to have a considerable impact on Members' service charges. The Committee shall also issue a survey to Members requesting views and comments at least four weeks prior to each Annual General Committee, the responses to that survey feeding into the agenda for the Annual General Meeting.
- 5.9 The Committee shall have the authority to act on behalf of the Members as representing the members' collective views in such meetings with the Landlord/ Management Company/Managing Agent or other relevant body or professional as appropriate.

Meetings of the Committee

- 5.10 The Committee shall meet at least eight times in any one year, in addition to the Annual General Meeting and to any Extraordinary General Meetings held from time to time.
- 5.11 The Secretary or Chair will send the agenda for each Committee Meeting at least 3 days before each Committee Meeting.
- 5.12 A quorum for any meetings of the Committee shall be at least five of whom at least one must be an officer.
- 5.13 Committee members who cannot attend a meeting are entitled to send their proxy views and vote by proxy on any matter notified on the agenda through a present proxy notified to the Secretary in writing or by e-mail prior to the start of the relevant meeting.
- 5.14 Committee decision will be arrived at by consensus if possible, failing which

decisions will be made and recorded by the majority of those members of the Committee present or voting by proxy as envisaged in clause 5.13.

- 5.15 In the event of a tied vote at a Committee meeting, the matter will be decided by the Chair or, in case of absence, the acting Chair, unless the majority of those Committee members physically present at the meeting resolve to ask for a voting poll within the whole Committee through electronic means, which poll is to be taken and closed within three days of the relevant Committee meeting.

Powers of the Officers of the Committee

- 5.16 The Chair and Vice-Chair shall at all times and in all discussions with the Landlord/Management Company/Managing Agent represent policy decisions collectively made by the Committee.
- 5.17 The Secretary shall keep and make available for inspection whenever so requested by a Member:
- (a) a record of the business transacted at the A.G.M
 - (b) copies of all written and notes of all oral communications between the Committee or its Officers with the Landlord and/or Management Company or his Managing Agent and any replies received, subject to constraints reasonably required by commercial or employment confidentiality.

6. MEETINGS OF THE ASSOCIATION

- 6.1 An Annual General Meeting shall be held within 4 months of the start of each calendar year. Thereafter the Annual General Meeting of the Association shall be held no later than twelve months from the previous Annual General Meeting.
- 6.2 The Annual Report of the Committee and the Annual Accounts shall be presented for discussion and adoption at the AGM and copies may be distributed with the Notice of the meeting.
- 6.3 Extraordinary General Meetings shall be convened at any time by the Secretary either upon the written instructions of the Committee or upon a written request signed by no fewer than 10% Members of the Association.
- 6.4 General Meetings shall be convened on 21 days written Notice, which Notice shall incorporate the Agenda for the meeting.
- 6.5 25% of the membership of the Association shall be a quorum for Annual

General Meetings and Extraordinary General Meetings, 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 EGM convened by the Committee the meeting shall stand adjourned at the discretion of the Committee.

- 6.6 Seven days' Notice in writing shall be given to the Secretary of any resolution to be moved at any General Meeting, unless the resolution is admitted by the Chair at the meeting. A Notice containing all resolutions and nominations, with the names of the proposers and seconders, shall be circulated or kept by the Secretary available for inspection by any Member of the Association for seven days before the General Meeting. An annual report will be circulated to all members.
- 6.7 The Agenda shall comprise any draft resolution which it is proposed to be considered and (in the case of the Annual General Meeting) any necessary nominations for the officers and Committees and a copy of the (audited) accounts for approval.
- 6.8 A record containing all resolutions and nominations to be moved at any General Meeting to either the names of those proposing and seconding each resolution or nomination shall be maintained by the Secretary; which record shall be made available for inspection by any Member of the Association for seven days prior to the Annual General Meeting.
- 6.9 Minutes of all appointments of Officers and resolutions carried at Annual or Extraordinary General Meetings shall be taken. The Minute Book shall be open to inspection by any Member of the Association who shall be entitled to take copies thereof. The meeting minutes of the AGM should also be made available via electronic means.

7. VOTING AT ASSOCIATION MEETINGS

- 7.1 All Members other than Associate or co-opted Members shall have the right to vote on any resolution before any General Meeting subject to the following:
 - 7.1.2 All Members shall have the right (subject to control of the Chair or acting Chair) to speak at any General meeting.
 - 7.1.2 Voting shall be restricted to one vote for each flat at River Gardens.
 - 7.1.3 Any Member entitled to vote may demand a poll which shall be taken forthwith.

- 7.2 Members shall notify the Membership Secretary of the identity of the person entitled to vote in respect of each residential unit and the Membership Secretary shall maintain a list of such persons.
- 7.3 A Member of the Association may authorise another Member to attend a General Meeting as a proxy and to vote on behalf of the absent Member; such authorisation in written form approved by the Committee shall be lodged with the Membership Secretary at least 1 day before the meeting or shall be submitted to the Chair at the meeting.
- 7.4 A Member may send a vote to the Chair and Membership Secretary by email from the email address registered with the Membership Secretary.
- 7.5 Voting shall otherwise be by show of hands or voting cards unless a secret ballot is requested by a Member.
- 7.6 In the case of a tied vote at a General Meeting the Chair or Acting Chair shall make the casting vote.

8. FINANCE

- 8.1 The financial year of the Association shall end on 31st December in each year.
- 8.2 The annual subscription shall be due on 1st April each year. The initial subscription shall be £0 and thereafter the amount shall be fixed at an Annual General Meeting. One subscription payment shall be paid in respect of each apartment. A Member who joins after October 1st shall be entitled to an abatement on his first membership fee.
- 8.3 If the subscription is increased beyond £0 then accounts shall be prepared for the Association each year in accordance with proper audit/certified practice.
- 8.4 Auditors may be appointed by a resolution at a General Meeting of the Association; Committee members shall not be eligible for appointment as auditors.
- 8.5 The Accounts shall be ratified by the Association at the Annual General Meeting.
- 9.6 The property and funds of the Association shall be held and administered by the Treasurer.
- 9.7 A resolution of the Committee shall be sufficient authority for payments or the incurring of liability for payments up to a limit not exceeding two hundred pounds. Beyond such limit the Committee shall seek approval of such expenditure by the Association either at the Annual General Meeting or at an Extraordinary General Meeting.

9.8 A banking account shall be opened in the name of the Association as and when the Committee deems this necessary, in which case all cheques or electronic transfers shall be signed by the Treasurer and countersigned by another member of the Committee.

9.9 The committee is not authorised to incur an overdraft.

9.10 The annual subscription of the Association shall be decided for the ensuing year at the Annual General Meeting. Where additional funds are required for special projects, necessary subscription funding shall be approved at an EGM.

9.11 Social events organized by the Committee or an appropriate Project Group shall be separately accounted for and shall not draw on subscription funding.

9.12 Occasional costs arising for the running of meetings shall be defrayed by a retiring collection.

10. INDEMNITY

The Members of the Association shall indemnify the officers of the Association and members of the committee against all liability incurred by them in good faith on behalf and in the name of the Association acting within their authority

11. ALTERATIONS TO THE CONSTITUTION

No alterations to the rules and constitution of the Association shall be made except at the Annual General Meeting or at an Extraordinary General Meeting and in any event no alteration to rule 9.9 of the constitution of the Association may be made.

12. COMPLAINTS/DISAGREEMENTS/SUGGESTIONS

Complaints and suggestions on matters concerning the association together with any disagreements as to its conduct or policies shall be made in writing to the Secretary.

13. DISCLAIMER

Any advice or assistance given or rendered to members or any action taken by the Association acting through the Committee in the name of the Association's 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.

14. ELECTRONIC COMMUNICATION

14.1 Communications and notices may be delivered using electronic mail sent to the email address of record for the member. Written communications may be delivered to the mailbox of the apartment of the member, or to a postal address if

the member is not resident in the Property.

14.2 The Committee shall enable an online Forum to be available to Members and Associate Members for the purpose of general communication and information. This forum shall be for private access by Members only.

15. DISSOLUTION

In the event of the Association being wound up, any surplus funds shall be disbursed to a suitable registered charity to be decided upon by a simple majority of the membership.