

**DERBY ROAD FUND ASSOCIATION: DRFA COMMITTEE RESPONSE TO THE DRFA COMMUNITY TO THE CONSULTATION ON DRAFT CONSTITUTION AND CODE OF CONDUCT
DRF VIRTUAL COMMITTEE MEETING ON 28TH APRIL 2021**

The Committee welcomes the considered feedback received on the consultation of the draft Constitution and Code of Conduct. The responses have also brought to light a wider range of issues to the attention of the Committee and will help to inform decisions on the best way forward. Responses are structured according to the sections in the Draft Constitution and Code of Conduct.

WHAT DID THE DRF COMMUNITY SAY?

THE DRFA COMMITTEE RESPONSE IS IN BLUE

THE DRAFT CONSTITUTION FOR CONSIDERATION AT THE AGM HAS BEEN UPDATED TO TAKE INTO CONSIDERATION RESIDENTS' COMMENTS

Para	Draft Constitution and Code of Conduct	Residents' responses Committee Members responses in red	Committee Response
	Overall comments on draft Constitution	<p>A Welcome pack would be good. The history page on the website helps and I guess is also helpful to Estate Agents and Conveyancing solicitors.</p> <p>Secondly, the pressures of new Developments ie Reading golf club? Water tower and others will increase hugely the Rat run thru Derby road as the volume of traffic will increase what may. Thirdly, Where is the COUNCIL IN ALL THIS. It is about time they contribute in some form of maintenance not seen for the last thirty years except to collect the RATES..!!!</p> <p>Fourthly, how about the trees all in need to be cut back as some are dangerously big. There is no mention of traffic management (ie decisions/installations/ operations relating to speed bumps, pinch point, road closures etc) - is this is no longer something the DRF are going to look after?</p> <p>Finally, a note of concern about the timing of this</p>	<p>The Committee is working on this.</p> <p>We are not a 'residents association', so this is beyond our remit.</p> <p>The Committee has yet to clarify it's position on tree maintenance. There is a view that most trees are the responsibility of the frontage owners and not the concern of DRF.</p> <p>Thank you for your comments. You are of</p>

		<p>consultation. The closing date for responses to the draft constitution is fixed as 5 April. We think we got this letter 3 days ago, 31 March perhaps. During lockdown we do not open mail for 48 hrs for safety reasons, and we were slightly taken aback by the imminent closing date. Please look kindly to late sub missions, as 14 days would have been more suitable, especially over Easter in current circumstances.</p> <p>Once the Constitution has been approved by residents – and I’m hoping this will form the basis of the 2021 AGM, an ideal opportunity to discuss an important step forward at an open forum – by ‘legalising’ this document will it be binding so that all residents must contribute – if not it is a waste of yet more funds. Surely a document, approved and signed by all residents, is sufficient. Maybe residents could be asked for their preference?</p> <p>I would like to see all comments/observations published on the DRF webpage. It will be very interesting to pick up on other points of view and to gauge the general feeling of residents.</p>	<p>course correct and in the future we will do better.</p> <p>This will not be legally binding as the law regarding private roads is very complicated and any challenges would need to be legally tested. Solicitors’ advice so far has been inconclusive or generalist because many freeholds within the DRFA Membership have different property status.</p> <p>All documents will be published on the website.</p>
<p>1</p>	<p>NAME 1.1 The organisation shall be called the DERBY ROAD CAVERSHAM FUND ASSOCIATION.</p> <p>1.4 Individual members are personally responsible for any debts and contractual obligations.</p>	<p>Para 1.4 My only concern is with item 1.4. If you make us personally responsible for financial obligations (above and beyond what we have already paid in at any given point intime), you could make this very expensive indeed. It doesn't say whether responsibility is joint and several, but</p>	<p>New para 1.1 The Committee agreed that the name shall be DERBY ROAD FUND ASSOCIATION</p> <p>Para 1.4 As an ‘unincorporated association’ individual members of the committee are personally responsible for any debts and contractual obligations. This is a characteristic of being an ‘unincorporated</p>

		<p>it's not impossible to imagine that, if a pothole were to appear and a cyclist's front wheel went into it, one individual household might be sued for a great deal of money. As I understand it, this is precisely why no formal constitution has been adopted in the past. As things stand, there is nobody to sue and that is a very good position to be in. (You might of course tell me that I am wrong, but I wouldn't feel inclined to pay a solicitor to get an opinion.)</p> <p>Para 1.4 Does this cover DRF contribution debts and what happens if some residents don't subscribe to the 'contract'? They know if they don't pay their fee they cannot vote or attend the AGM, but doubt they will care. Difficult situation, and having been on the committee I'm not criticizing, just observing.</p> <p>Para 1.4 Does this mean all the members of the community? Clarification is required.</p>	<p>association'. This is covered in the draft Constitution in para 13.1.</p> <p>Para 1.4 As DRFA contributions are voluntary, they cannot be classed as debts.</p>
<p>2.</p>	<p>RESPONSIBILITIES 2.1 To maintain Derby Road (road and drains) in a safe, economic, and environmentally sustainable manner;</p>	<p>Para 2.1 What is meant by “environmentally sustainable manner”?</p> <p>Para 2.1 Under “Responsibilities” the word “maintain” seems very broad. Is it possible to clarify further what maintaining includes and excludes, particularly in relation to the road itself?</p> <p>Para 2.1 At the moment the system of contributions is not fair as not all have the same usage of and duties towards the maintenance of Derby Road (DR) itself.</p>	<p>Paras 2.1- 2-4 have been amended to give greater clarity to the 'Responsibilities'.</p> <p>New Paras: 2.1 To ensure that regular maintenance is carried out in a planned and cost effective way to preserve the surface of Derby Road in a safe, economic and environmentally sustainable manner;</p>

<p>2.2 To top dress Derby Road as and when required. The average time is about every 7/8 years. More substantial resurfacing will be considered following professional survey by a company not involved in the proposed work;</p> <p>2.3 To maintain the gates and walls at the Peppard Road end; to maintain the road signage;</p> <p>2.4 To maintain the street lights, including new lights and lamp posts when they need replacing including painting and other repairs.</p> <p>2.5 To undertake all lawful acts in relation to the sole objects of the Association.</p>	<p>Para 2.4 This poor English and should be re-written.</p> <p>Para 2.5 - what are the sole objects of the Association? Is this defined somewhere, if so it should be referenced here? Para 2.5. don't think you can have 'sole objects'. If the objects are plural, they cannot also be sole.</p> <p>Para 2.5 It should state what the sole objective is, which is the collection of funds to facilitate the resurfacing of the road and the above maintenance</p> <p>ADD Para 2.6 Should include the restriction of use for non residential traffic by way of the pinch point.</p>	<p>2.2 To top dress Derby Road as and when required and to ensure the quality of the road surface is maintained as far as is practicable and lawful.</p> <p>2.3 To ensure that regular maintenance is carried out in a timely and cost-effective manner to preserve:</p> <p>a) the signage, gates and walls at the Peppard Road end of Derby Road; b) the streetlights, lamp posts, surface water drains (soakaways) and kerbs;</p> <p>2.4: To collect voluntary contributions from residents in order to pay for the responsibilities listed in paras 2.1 - 2.3 above and to undertake all lawful acts in relation to these objectives.</p> <p>Para 2.5 deleted</p> <p>Under heading Responsibilities Refer to Paras 2.1 – 2.4</p>
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<p>3.4</p>	<p>Associate members: All residents of the above properties have a right to associate membership. This confers the right to attend both General and Committee Meetings, but not to vote. An associate member may speak at General Meetings, and only if invited at Committee meetings.</p>	<p>Para 3.4 Associate membership. Is a good idea. Para 3.4 What is meant by above properties. If it meant the properties mentioned in 3.3 then they have already got full membership on payment of the annual contributions. Paras 3.4 Does this mean all residents, no-matter their status?</p>	<p>obligations into the lease). Leaseholders, whilst being users of Derby Road with right of access, have some deemed burden for the beneficial right of use of the road, and therefore a membership contribution is expected, (but not at the same level as that for freeholders). Unless that contribution is already paid by the Freeholder.</p> <p>Para 3.4 See response at Para 3.3</p>
<p>4</p>	<p>THE COMMITTEE 4.1 The Committee will appoint, from its membership of the Association, a Chair, Secretary, Treasurer and other Committee members. 4.2. The Committee shall consist of a minimum of five and a maximum of nine members aiming to reflect the representation of the roads.</p>	<p>Para 4.2 Where committee numbers are concerned, personally I don't think there should be any more members than there are roles to fill. Also, nine is fine as long as Skype/Zoom meetings continue but if this doesn't happen then to accommodate this number around someone's dining table could be difficult. Definitely we don't want to be in the position where the committee has to hire a room for its meetings.</p>	<p>4.2 The Committee agrees to no more than 9 Committee members aiming to represent Derby Road and its off-shoots roads.</p> <p>4.2 Agreed - the Committee will not hire rooms for its meetings.</p>

	<p>4.3 The Committee shall meet at least quarterly.</p> <p>4.4. If a member misses three consecutive meetings without good reason, they will be deemed to have resigned from the Committee.</p> <p>4.5 A quorum shall be five members, of which two must be officers. If at any time the membership falls below five, an Extraordinary General Meeting (EGM) will be called by the Chair to determine an agreed course of action.</p> <p>4.6 There shall only be one voting member per household on the Committee.</p>	<p>Para 4.2 The maximum number we feel should be seven full timed members and one co-opted member for a specific task. With no more than two members from each of the off-shoots. Representing the road majority.</p> <p>Para 4.5 Minimum of four.</p> <p>Para 4.5 Seems overkill to me. If you don't have enough on the Committee, just get phoning and/or e mailing - EGM not needed.</p> <p>Para 4.6 Any resident could be co-opted onto the committee (without a vote) to fill a specific role for a specific period. If needed the co-option could be approved at the next AGM in order for that person to continue with their project. I feel this should be added.</p> <p>Para 4.6 On what basis is membership restricted to one person per household? Does not every resident have a right to vote? However, I support the draft on this point as it stands.</p>	<p>The Committee agrees to no more than 9 Committee Members aiming to represent Derby Road and its off-shoot roads.</p> <p>Para 4.6 as is.</p> <p>New Para 4.14 Co-opted persons of the Committee can take part but will have no voting rights at Committee meetings and should not hold office posts or represent the Committee at meetings.</p> <p>New para 4.7 One household = one payment=one vote. The membership is not about residents, it is about properties/freeholds/leaseholds and those obligations to maintain the road and verges</p>
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	<p>4.10 Officers shall serve a maximum tenure of three years. Any extension of this term shall be considered and voted upon by members of the Association of the proposed extension and length, one month in advance of the AGM when a vote shall be held.</p> <p>4.11 These are voluntary positions with no remuneration for work undertaken on behalf of the committee or the Association.</p> <p>4.15 Voting at committee meetings shall be on a simple majority basis. If a majority vote cannot be reached members of the Association shall be invited to vote on the item at the AGM.</p>	<p>Para 4.10 Good</p> <p>Para 4.11 Good Para 4.11 This states that no remuneration of work done on behalf of the committee is permitted. Does this include some committee member e.g. clearing mud out of drains in his/her own time for the greater good (previously agreed by committee)...it would seem fair that some recompense of time lost was considered, and most likely much cheaper than getting someone 'in' to do same work.</p> <p>Para 4.15 might give you a problem if it's an urgent matter that is being considered for say 10 months before an AGM is due. Personally, I'd just delete the second sentence and let the Committee work out how to deal with it, or give the Chair (or the Chair of the meeting) a casting vote.</p> <p>If a member is unable to attend they could submit a written report on their activities between meetings thereby keeping issues going. We had this before and it just meant some things were constantly held over with no speedy resolution for the resident concerned. DURING A MEETING Not sure how committee could avoid using names? Thank you for giving me the opportunity to comment and I look forward to seeing other opinions in due course</p>	<p>New para 4.12 These are all voluntary positions with no remuneration for work undertaken on behalf of the Committee or Association.</p> <p>Para 18 as is</p> <p>New para added to draft Constitution at para 4.4</p>
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<p>5</p>	<p>RIGHT TO VOTE</p> <p>5.1 If a household consists of more than one member, those members shall be entitled to only one vote between them. They shall pay only one annual voluntary contribution between them.</p> <p>5.2 Where both a Freeholder and a Leaseholder of the same household are members of the Association, the priority of the household's vote first belongs to the Freeholder, unless a formal nomination has been enacted.</p>	<p>Para 5.1 We understand the sense in asking only one vote per household. How will this be controlled during any AGM voting, where a show of hands is asked for? We would have to emphasise it strongly each time a show of hands is required.</p> <p>Para 5.1 It is unclear how many votes the QA school, Greycoat Court and Mander Court will be entitled to. The residents in Greycoat Court are presumably separate households and could therefore be treated like e.g Ellesmere Close residents and perhaps that applies to Mander Court too, but QA school is different, although we naturally have a lot of traffic relating to a school of that size in the road.</p>	<p>To address this, each household attending the AGM will be given a single card to hold up to vote.</p> <p>The representative of QAS has one vote.</p>
<p>6</p>	<p>VOTING</p> <p>6.1 Voting shall be by show of hands unless a ballot of all members is required, such as if any change to the aims of the Constitution is proposed. Only one vote per household is allowed.</p> <p>6.2 A resolution voted on by members at the AGM or EGM will be passed if it receives 70% or more of the total votes cast in support of the resolution.</p>	<p>Para 6.2 Good to see the 70% figure</p> <p>Para 6.2 So voting on decisions can only take place at an AGM or EGM and it looks like we are saying that the decision would go through only if at least 70% of those present, if 30 voting households or more? How come you are not just going for a simple majority?</p>	<p>Para 6.2 A resolution voted on by members of the AGM and EGM will be passed if it receives 70% or more of the total votes cast in support of the resolution.</p>

	<p>6.3 A quorum shall be 30 households. In the event of equality of votes at a Committee meeting or at an AGM, EGM or EGM, the Chair or Acting Chair shall make the casting vote.</p>	<p>Para 6.3 Judging from the numbers at past meetings, it may be difficult to reach this figure. Paras 6.2, 6.3 and 9.3 have concerns over 6.2, 6.3 and 9.3 because it seems to be very low, 30 out of 225 households. Which means a majority could be as low as 15 votes for a proposal that affects 225 properties. But at 10.1 there needs to be 30 members ie households needed to convene an EGM. However I do understand that historically it has been difficult to get enough households to support the Fund. Unfortunately this general apathy meant that the pinchpoint was put in place and then used as a weapon against non-payers.</p>	<p>Para 6.3 The quorum shall be 50 full Members. In the event of an equal number of votes cast for two options at a Committee Meeting or at an AGM OR EGM, the Chair or Acting Chair shall make the casting vote.</p>
<p>8</p>	<p>CONTRIBUTIONS</p> <p>8.1 The amount of the annual voluntary contribution from members to the Fund shall be decided in advance for each year and subject to approval at the Annual General Meeting.</p> <p>8.2 In setting the rate of the voluntary contribution, the Committee shall have regard to the requirement that it shall be fair, transparent and equitable.</p> <p>8.3 In recognition of the differences of size of private properties and their relationship with Derby Road, the contribution of each household shall be based on the annual Council Tax Bands current at the time.</p>	<p>Para 8.1 It says that a decision will be made on how much the contribution should be each year, which does feel we are giving the association a blank cheque?</p> <p>Para 8.3 note para 8.3 proposes that contributions shall be based on Council Tax Bands. I support the principle. Para 8.3 Can the committee please give an explanation of how the size and rateable value of your property is a 'fair and equitable' contribution formula. When it does not relates to individual usage of the road surface which we all share equally.</p>	<p>See detailed response in the following document on the website: http://www.derbyroad.co.uk/uploads/1/1/7/5/117599249/council_tax_explanation.pdf.</p> <p>See detailed response in the following document on the website: http://www.derbyroad.co.uk/uploads/1/1/7/5/117599249/council_tax_explanation.pdf</p>

		<p>Para 8.3 I would question the wisdom of this item. I can't see how contributions can be 'equitable' (para 8.2) unless everyone pays the same amount. Regardless of property size only one resident can be a member.</p> <p>Para 8.3 Whilst acknowledging the difficulty in arriving at a 'fair' basis for assessing the voluntary contribution, is this the best method? Have other means been examined, and if so, what are they and what are their advantages and disadvantages?</p> <p>Para 8.3 I understand the thinking behind this proposal but how is it going to work? Members will need to know. This could be contentious unless it is carefully explained.</p> <p>It is only fair that different circumstances are allowed for with respect to the size of contributions asked for, but we feel that using the Council Tax Band to differentiate is too narrow a criterion.</p> <p>We suggest that a point system is set up where variables such as</p> <ul style="list-style-type: none"> * number of cars in household * number of residents over 12/18 yrs of age in a household * AND frontage width on to Derby Road all are taken into consideration. <p>It is fairer for the following reasons</p> <ul style="list-style-type: none"> * though we all need the road, as a car owner you are needing it to be of a good standard surface, and your wear of the road will be more, by far, than a pedestrian. * the number of people living in your house will increase number of deliveries and journeys taken * the frontage width would address the fact that Derby Road households 'own' their corresponding half width of Derby Road, and therefore the non Derby Road residents will be contributing to the upkeep of Derby Rd Residents' 	<p>See detailed response in the following document on the website: http://www.derbyroad.co.uk/uploads/1/1/7/5/117599249/council_tax_explanation.pdf</p>
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		<p>'property'. (We are aware that this is a grey area and no one quite seems to know). This also allows for sizeable contributions from QA school despite not actually having household residents in the road. Alternatively, we stick to our present system of same size contributions from all (except for QA School, who own exceptional amounts of frontage width).</p> <p>The need to enforce somehow the payment of the contribution and non voting rights if unpaid.</p> <p>Para 8.3 The specific reason for collecting contributions to the DRF is to maintain the integrity of the road, plus lighting, etc for the benefit of all residents. I cannot see how the new apportionment can be worked out on the basis of the Council Tax Band. It is vehicles that use the road and create wear and tear not the house size. (This was why a previous committee was asked to look into restricting traffic flow in order to keep costs on the road surface to a minimum – and why some residents held back their fees as they could see no control over access. Nor respect for speed limits and safety issues. This mandate has been voted on quite a few times, so surely could form part of the Constitution.)</p> <p>A difficult situation has arisen with the emphasis on 'voluntary'. I understand under half residents have paid their fees this year and fear this trend continuing. I've spoken to some who feel that unless we all pay then they will stop, too. Why should the minority pay for the upkeep of the road, for the benefit of others. We have all chosen to live in/off a unique private road and must bear the financial consequences. (Having been on the committee)</p>	
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	<p>8.4 A database shall be kept of residents' contact details and payments in compliance with the Data Protection Act 2018.</p>		
<p>9.2</p>	<p>9.1 THE ANNUAL GENERAL MEETING (AGM)</p> <p>9.1 The Association shall hold an AGM once in each calendar year and not more than 18 months shall pass between the date of one AGM and the next.</p> <p>9.2 The quorum of the AGM shall be thirty households.</p> <p>9.3 The AGM shall be chaired by the Chair of the Committee, who, in the event of equality of votes, shall have a casting vote. If the quorum is not met, those present shall decide either to dissolve the meeting or adjourn the meeting to another time.</p> <p>9.4 The annual report of the Committee, the annual accounts, accompanying financial statement and insurance policies shall be presented for discussion and adoption at the AGM. Copies will be distributed with the Notice of the meeting 21 days before the AGM to all members of the Association.</p>	<p>Para 9.2 – not sure what recent AGMs have been like but 30 would have been quite ambitious in my day. If you amend, clause 10.1 and 10.3 probably need changing too, as will clause 6.3</p> <p>Paras 9.4,9.6 and 9.7. Bit confused by 9.4,9.6 and 9.7. 9.6 says 30 days and the other two say 21 days</p>	<p>Amended para 9.2: The quorum of the meeting shall be 50 full member households.</p> <p>New Para 9.4 The AGM voting members shall elect the Committee, consider any resolutions proposed by members, vote on any amendments to the Constitution and appoint an independent auditor or independent examiner of the accounts as required. Committee members shall not be eligible for appointment as independent auditors or independent examiners</p>

<p>9.5 The AGM shall appoint an independent auditor or examiner as required, elect the Committee, consider any resolutions proposed by members and vote on any amendments to the Constitution. Committee members shall not be eligible for appointment as auditors or independent examiners.</p> <p>9.6 All members shall be given 30 days written or email notice in advance of the AGM, including the date, time and venue, as well as details of nominations to the Committee, any resolutions which include any changes to the Constitution proposed by members of the Committee, and the annual accounts, financial statement and insurance policies as set out in 9.4.</p> <p>9.7 Any proposed changes to the Constitution by the membership, or nominations to the Committee, must be notified and sent to the Secretary in writing at least 21 days before the AGM. Particulars of the alterations must appear in the Notice convening the meeting.</p> <p>9.8 Revised agendas shall be submitted to the membership together with minutes of the previous AGM 14 days before the AGM.</p>	<p>Para 9.5 does not read very clearly, but that might just be me.</p>	
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<p>11</p>	<p>THE MINUTES</p> <p>11.1 All voting that takes place at an AGM, EGM or Committee meeting shall be counted and recorded in the minutes.</p> <p>11.2 All formal meetings such as Committee meetings, AGMs and EGMs must be minuted, and the minutes formally approved at the next Committee Meeting or General Meeting and shall be available for inspection by members of the Association on the Association's website 14 days after the meeting.</p> <p>11.3 Minutes of the AGM or EGM in draft form will be available on the Associations website 14 days after the date of the meeting for inspection by members.</p> <p>11.4 Any comments or disputes on their content should be addressed to the Chair or Secretary or appointed person within 28 days of the date of the meeting and addressed at the subsequent relevant meeting.</p>	<p>Para 11.2 states that all meetings should be minuted and available. The last meeting regarding the accounts was a closed one and seems to go against “openness and transparency” so perhaps this statement needs revising to include a statement regarding data protection but I have to say that if you can’t have an open and transparent meeting about the accounts it sends a very damning message to the membership who you are trying to get to contribute to the fund.</p> <p>Para 11.4 again why the time limit - there was an instance where I didn’t get the minutes til a year later and it mentioned my situation in regard to responsibilities and Mr Moro’s implication that he was right and I was wrong which was inaccurate.</p> <p>ADD para 11.5 Informal Committee meetings should be added who’s discussions are of a confidential nature and not for public notification.</p>	<p>Para 11.2 The closed meeting was at the request of then-Treasurer, but all future meetings will be open to residents if they so wish.</p> <p>New updated para 11.4 Any comments or disputes on their content should be addressed to the Chair or Secretary or appointed person within 14 days of the posting of the draft document on the Association’s website and will be addressed at the subsequent relevant meeting.</p> <p>All Committee meetings are stated in the Constitution.</p>
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<p>12.6 The Committee is not authorised to incur any overdraft.</p> <p>12.7 A resolution of the Committee shall be sufficient authority for payments or the incurring of liability for payments up to a limit not exceeding £600 for individual payments. Beyond such limit, the Committee shall seek approval of such expenditure by the Association, either at the Annual General Meeting or at any other General Meeting.</p> <p>12.8 A bank account shall be opened in the name of the Association and all cheques shall be signed by an officer and countersigned by an authorised member of the Committee.</p> <p>12.9 The annual voluntary contribution of members of the Association shall be decided for the ensuing year at the AGM.</p> <p>12.10 The accounts of the Association shall be available for inspection by any member of the Association who requires to see them within 14 days of the AGM. Any request, which must be made in writing to the Chair or Treasurer, for inspection of the accounts and supporting documentation will be met.</p>	<p>Para 12.7 (Finance) , we have only allowed expenditure of up to £600 without approval of either the AGM or other General meeting. This in practice is very impractical, an example being the £1200 or so required recently for the tree works. If we have to wait until June for such approval at the AGM we will be seriously restricted in our works programmes.</p> <p>Para 12.7 Consider amending limit to £750.</p> <p>Could you please clarify the meaning, intention and scope of the? They do seem like an odd inclusion for a voluntary association constitution (as opposed to, for example, a contract for services). I'm not clear what protection from liability, or for whom, is needed or appropriate. Did you already have legal advice on this? In the spirit of transparency it would probably be good to publish out any legal advice/review in any case before finalising the constitution.</p>	<p>Para 12.7 Amended to £600+VAT</p>
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<p>13</p>	<p>INDEMNITY OF MEMBERS AND OFFICERS</p> <p>13.1 The members of the Association shall indemnify the Officers of the Association, Members of the Committee and volunteers against all liability incurred by them acting in good faith and in the name of the Association if acting within their authority.</p> <p>13.2 Members should take independent professional advice in all matters affecting their interests or where possible conflict could arise between members.</p>	<p>Para 13. Requires review. Sounds a bit odd.</p> <p>Para 13 (generally):Please clarify what the DRF Committee believes is the effect and scope of this indemnity. What is the legal basis that underpins the DRF Committee's inclusion of this indemnity? How would you seek to enforce this? As the Committee has finally acknowledged that DRF contributions are voluntary, it must surely understand that individuals have to agree to provide any indemnity. Where has the Committee explained this to members and sought their express, written approval?</p> <p>Para 13.1 And with the approval of the committee beforehand, please.</p> <p>Para 13.1 - can the committee provide an explanation in plain English as to what 13.1 actually means? It appears to suggest that members of the association will compensate the committee in the event of a liability incurred by them. I would be surprised if anyone was to agree to this clause.</p> <p>Para 13.2 - it is not practical for all members to obtain legal advice on all matters. Shouldn't the committee obtain legal advice where necessary and use this to guide its actions?</p> <p>Para 13.2: You recommend that members seek professional advice, which is onerous. Members should not have to seek legal advice (paid for by themselves) to understand a clause in relation to a constitution of an organisation with which they have no contractual obligation. It is heavy-handed - at best. Please note:No member of our household agrees to the indemnity I have referred to above and no member of our household will pay any amount to the DRF that is claimed pursuant to that indemnity or any similar mechanism that replaces this indemnity.</p>	<p>New updated para 13.1 The Committee is authorised to obtain insurance to cover the following:</p> <p>a) Land liability (indemnifying the Association against legal claims by third parties relating to the road surface and trees.</p> <p>b) Liability cover for any member of the Fund or a volunteer for any injury caused to them when carrying out work for the Fund.</p> <p>c) Trustees' and Directors' Indemnity: Indemnifying members of the Committee against liability incurred by them acting in good faith and in the name of the Association if acting lawfully and within their authority. In addition, the indemnity covers the decisions made by the voting members of the Association's AGM.</p> <p>Para 13.2 deleted</p>
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<p>14</p>	<p>DISSOLUTION</p> <p>14.1 The Association can only be dissolved by an EGM called specifically to consider a motion to dissolve the Association.</p> <p>14.2 The Association may be dissolved by 55% of the membership and voting at a properly constituted General Meeting. The meeting must be advertised and as many members as possible must be informed at least 14 days before the meeting takes place.</p> <p>14.3 In the event of the Association being dissolved, any surplus funds once any outstanding debts have been re-paid, shall be disbursed in a manner proposed by the Committee and to be agreed and voted upon by members at the EGM called to dissolve the Association.</p> <p>14.4 The Association's bank accounts shall be closed.</p> <p>14.5 Signatories to the Association's accounts must act in accordance with any decision of the dissolution meeting.</p>	<p>Para 14. Possibly include the option for a vote of no confidence in the existing committee to be added.</p> <p>Para 14. I think a clause with regard to a Vote of No Confidence procedure should be included.</p> <p>Para 14.2 – a) not sure this is clear – is it saying that 55% of those present have to vote in favour of dissolution? and b) if it is, why does a normal motion at an AGM need a 70% vote in favour but dissolution only needs 55% (clause 6.2)?</p> <p>Para 14.3 This is way to loose for me - if there is a dissolution then there is possibly no committee available or willing to decide what happens to the money. So I think it needs to be enshrined in the constitution exactly what will happen to the funds.</p>	<p>Constitution procedures.</p> <p>No change to draft Constitution</p> <p>No change to the draft Constitution.</p>
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	<p>Members Code of Conduct</p>	<p>What protection does the draft Constitution contain in relation to Committee members instructing their own (or associated) business to perform services for the DRF? There is a clear potential conflict of interest there. To be clear - this is not an accusation, but a statement of principle that the constitution should reflect.</p> <p>Code of Conduct - It is again pleasing to see this document taking shape. Is it a condition of standing on the committee, that members sign up to the code of conduct?</p> <p>Integrity. Does this preclude holders of office such as those of us in MC who as limited company clearly have an interest which may impact on our relationship with the interests of DR?</p> <p>I feel sad that recent loss of trust and community spirit, some due to spending on projects not generally within the DRF remit (even if with good intentions), has made such a document necessary. What depths have we sunk to when we need rules on how to behave in a meeting?! However, if it makes it easier for the Committee to avoid past mistakes, so be it.</p> <p>In the draft member's code of conduct, should this not be the committee member's code of conduct? I was under the impression that 'Members' referred to members of the DRF association, i.e the residents or landlords. Also the first 2 paragraphs are written in the first person which is a bit odd I thought. Thereafter the reference is to Holders of office which makes more sense.</p>	<p>Set out in the Code of Conduct</p> <p>Para 4.18 of Constitution: As a condition of standing for election on the committee, all members will sign up to the Committee Members' Code of Conduct.</p> <p>See para 3.2 MC are full members. The Code refers to Committee Members.</p> <p>It is a Committee's Members Code of Conduct - amended in draft Code of Conduct.</p>
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