

## 1

### Name

- 1.1 The organisation shall be called the **DERBY ROAD FUND ASSOCIATION**.
- 1.2 The Derby Road Fund Association is an Unincorporated Association.
- 1.3 An 'Unincorporated Association' is an organisation set up through an agreement between a group of volunteers who come together for a reason other than to make a profit (for example, a voluntary group).
- 1.4 As an 'Unincorporated Association', individual members of the Committee are personally responsible for any debts and contractual obligations.

## 2

### Responsibilities

- 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.
- 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.
- 2.3 To ensure that regular maintenance is carried out in a timely and cost-effective manner to preserve:
  - a. the signage, gates and walls at the Peppard Road end of Derby Road;
  - b. the streetlights, lamp posts, drains (soakaways) and kerbs
- 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.

## 3

### The Membership

- 3.1 The Derby Road Fund Association is an Unincorporated Association comprising the following:
- 3.2 **Full members:** The freeholders or named leaseholders of properties on Derby Road, Queen Anne's School, Mander Court, Field View, Moss Close, Michaels Chase, Ellesmere Close, Greycourt Court, Fry Court, Maple House, Derby Villas, Cadogan Place, Lansdowne House and Appleby House have a right to full membership on payment of the annual voluntary contribution. This confers the right to vote at General Meetings, stand on the Committee, speak at General Meetings and be invited to speak at Committee Meetings.
- 3.3 **Associate members:** All residents of the properties referred to in para 3.2 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.

## 4

### The Committee

- 4.1 The Committee will appoint, from its membership of the Association, a Chair, a Secretary, a 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 Derby Road and the off-shoot roads as far as possible.
- 4.3 The Committee shall meet at least quarterly.
- 4.4 If a Committee member is unable to attend a meeting and sends apologies, the member should submit a written report on their activities between meetings, thereby keeping the Committee up-to-date on any issues in which they have been involved.
- 4.5 If a member misses three consecutive meetings without good reason, they will be deemed to have resigned from the Committee.
- 4.6 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.
- 4.7 There shall only be one voting member per household property on the Committee.
- 4.8 The members of the Committee shall be proposed, seconded and elected by vote at the Annual General Meeting (AGM). They shall hold office until the next AGM, when they will be eligible for re-election.

- 4.9 A member of the Committee may resign from the Committee by giving written notice to the Chair. The resignation will take effect immediately on receipt of the letter, unless otherwise stated in the letter of resignation. The Chair shall acknowledge the resignation. If the Chair resigns, the letter of resignation shall be addressed to the Co-Chair, Treasurer or Secretary (in that order), who shall take the appropriate action as defined above. If all the Officers resign, the letters of resignation shall go to all the remaining Committee members who shall select one of their number to take the appropriate action as defined above.
- 4.10 The ensuing vacancy may be filled by the Committee and any member so appointed shall hold office until the next AGM, when that member shall be eligible for election.
- 4.11 All Committee members shall serve a maximum tenure of four years. Any extension of this term shall be considered and voted upon by members of the Committee. If agreed, the Secretary shall notify members of the Association of the proposed extension and length, one month in advance of the AGM, when a vote shall be held.
- 4.12 These are voluntary positions with no remuneration for work undertaken on behalf of the Committee or the Association.
- 4.13 The Committee will have the power to co-opt persons with skills and knowledge useful to the Association who can advise and support the Association but are not from the same household as Committee members.
- 4.14 Co-opted persons of the Committee can take part but will have no voting rights at Committee Meetings and should not hold officer posts or represent the Associations at meetings.
- 4.15 Nominations for membership of the Committee shall be made by no less than two full members of the Association. One month in advance of the AGM, the Committee shall call for nominations for new members of the Committee. These shall be proposed and seconded by two members of the Association in writing and lodged with the Committee prior to the AGM and shall include the consent of the nominee.
- 4.16 If no nominations are received prior to the AGM, then nominations from the floor at the AGM will be considered.
- 4.17 In the event of there being more than one nomination for any of the above, the retiring Chairman shall direct that a ballot be taken.
- 4.18 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. As a condition of standing on the Committee, all members will sign up to the Committee Members' Code of Conduct.

## 5 Right to vote

- 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.
- 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 to vote.
- 5.3 **Proxy voting:** A full member who is unable to attend a General Meeting of the Association shall be entitled to vote by proxy on any specific resolution on the agenda of such meetings. Proxy votes will count towards the quorum for a vote on a resolution. Proxies may be nominated for just one meeting or for several, until further notice. Application for Proxies shall be made in writing and delivered to the Secretary, or appointed Officer, prior to or at the General Meeting. All votes, including proxy votes, may be made by post or email.

## 6 Voting

- 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.
- 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.
- 6.3 A quorum shall be 50 Full Member households. 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.

## The administrative and the financial year

# 7

- 7.1 The administrative and the financial year of the Association shall begin on 1st April and end on 31st March.
- 7.2 The AGM will be held in June.

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# 8

## Contributions

- 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 AGM.
- 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.
- 8.3 In recognition of the differences of size of private properties and their relationship with Derby Road, the voluntary contribution of each Member household shall be based on the annual Council Tax Bands current at the time.
- 8.4 The request for the annual voluntary contribution shall be sent out no later than 31st July.
- 8.5 A database shall be kept of residents' contact details and payments in compliance with the Data Protection Act 2018.

# 9

## The Annual General Meeting (AGM)

- 9.1 The Association shall hold an AGM once in each calendar year and no more than 18 months shall pass between the date of one AGM and the next.
- 9.2 The quorum of the AGM shall be 50 Full Member households.
- 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
- 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 auditors or independent examiners.
- 9.5 All members will be given written notice 30 days in advance of the AGM, detailing date, time and venue, and the draft agenda.
- 9.6 The final agenda will be sent to members 21 days before the meeting. Copies of the minutes of the previous AGM, accounts and the annual report will be made available at this time.
- 9.7 Any proposed changes to the Constitution must be received at least 21 days before the AGM meeting so that notification can be included in the final agenda.

# 10

## Extraordinary General Meeting (EGM)

- 10.1 Apart from the AGM and Committee Meetings, all other meetings of the Association shall be at an EGM and shall be convened at any time by the Chair or Secretary, either upon written instructions of the Committee or upon a written request signed by no fewer than 50 Full Members of the Association.
- 10.2 EGMs shall be convened with 14 days' notice and the notice shall incorporate any agenda points required for the meeting.
- 10.3 The quorum of the meeting shall be 50 Full Member households. If a quorum is not met, those present shall decide either to dissolve the meeting or to adjourn the meeting to another time.
- 10.4 The agenda can comprise any draft resolution which is proposed to be considered.

# 11

- 10.5** A record containing all resolutions and nominations to be moved at an AGM or EGM should be maintained by the Secretary, or appointed person, who shall record the names of proposers and seconders. This record shall be made available for inspection by any member of the Association prior to the AGM or EGM.
- 10.6** **AGMs AND EGMs:** Minutes of all appointments of officers and resolutions carried at AGMs or EGMs shall be taken and published on the Association's website.
- 10.7** In the event of urgent decisions that cannot wait until the next scheduled Committee meeting, the Committee will agree how to proceed and will notify residents of their decision at the earliest opportunity.

## Minutes

- 11.1** All votes that take place at an AGM, EGM or Committee Meeting shall be counted and recorded in the minutes.
- 11.2** All formal meetings such as Committee Meetings, AGMs and EGMs must be minuted and the minutes shall be 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.
- 11.3** Minutes of the AGM or EGM in draft form will be available on the Association's website 14 days after the date of the meeting for inspection by members.
- 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.

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## Finance

- 12.1** The Treasurer shall maintain a bank or building society account in the name of the Association and keep records of the Association's income and expenditure.
- 12.2** The Committee shall nominate at least three Committee members who can authorise online banking transactions. These members must not live in the same household or be close family members.
- 12.3** The Treasurer shall report the balance in the account to the Committee at each Committee meeting.
- 12.4** The financial year of the Association shall end on 31st March each year, up to which date the annual statement of accounts and balance sheet shall be submitted for discussion and approval at the subsequent AGM.
- 12.5** The funds of the Association shall be administered by the Committee. In the interests of transparency, any Committee member shall have the right to view and make written or photographic record of any item in the accounts, on demand.
- 12.6** The Committee is not authorised to incur any overdraft.
- 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 + VAT for individual payments. Beyond such limit, the Committee shall seek approval of such expenditure by the Association, either at the AGM or at any other General Meeting.
- 12.8** 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 made in writing to the Chair or Treasurer for inspection of the accounts and supporting documentation will be met.

# 13

## Insurance

- 13.1** The Committee is authorised to obtain insurance to cover the following:
- Land liability (indemnifying the Association against legal claims by third parties relating to the road surface and trees).
  - Liability cover for any member of the Fund or a volunteer for any injury caused to them when carrying out work for the Fund.
  - 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.

## Dissolution

# 14

- 14.1 The Association can only be dissolved by an EGM called specifically to consider a motion to dissolve the Association.
- 14.2 The Association may be dissolved by 55% of the full membership and voted on 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.
- 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.
- 14.4 The Association's bank accounts shall be closed.
- 14.5 Signatories to the Association's accounts must act in accordance with any decision of the dissolution meeting.

This Constitution is formally adopted as 'The Constitution of the Derby Road Fund Association' at the formation meeting held on 26th June 2021.

Signed by Chair: .....

Signed by Secretary: ..... Date: .....

**This Constitution will be published on the DRF website, [www.derbyroad.co.uk](http://www.derbyroad.co.uk) and a copy should also be kept on file and made available to residents and prospective purchasers.**