

THE CONSTITUTION OF THE WILDERNESSE RESIDENTS' ASSOCIATION

Approved on 8 March 2020

1. NAME

- 1.1 The name of the Association shall be The Wildernesse Residents' Association ("WRA").

2. OBJECTS

- 2.1 The WRA is established for the following purposes in the area comprising the Wildernesse Estate shown edged pink on the accompanying plan ("the Wildernesse Estate"):
- 2.1.1 To uphold the covenants which protect the low density, sylvan character of the Wildernesse Estate;
 - 2.1.2 To support the Wildernesse Conservation Area and encourage developments in keeping with it;
 - 2.1.3 To represent the interests of residents of the Wildernesse Estate in discussions with local authorities and other bodies on matters which may affect the character, environment and amenity of the Wildernesse Estate; and
 - 2.1.4 To carry out other activities which Members agree are of benefit to the residents of the Wildernesse Estate and appropriate for the WRA.

3. POWERS

- 3.1 In furtherance of the Objects but not otherwise the WRA through its Executive Committee shall have the following powers:
- 3.1.1 To co-ordinate with the local authorities, their planning committees, and all other statutory authorities, voluntary organisations, charities and stakeholders having interests (stated or otherwise) in the Wildernesse Estate that fall under their purview.
 - 3.1.2 To secure advice from relevant professionals and, where necessary, coordinate the bringing of proceedings to protect the covenants of the Wildernesse Estate.
 - 3.1.3 To join with or affiliate to other organisations having similar objects.
 - 3.1.4 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; provided that the WRA shall not undertake any permanent trading activities in raising funds for its primary purposes.
 - 3.1.5 To liaise with the Trustees or other organisations representing residents in specific roads in the Wildernesse Estate or any other similar organisations in the locality.
 - 3.1.6 To carry on any other activity considered to be relevant in supporting the interest of residents in the Wildernesse Estate.

4. MEMBERSHIP

- 4.1 Full membership is open to all households on the Wildernesse Estate whose properties are covered by the covenants protecting the low-density character of the Estate. If a household owns more than one property on the Estate, they will only be entitled to one membership.
- 4.2 Associate membership is open to households on the Wildernesse Estate whose properties are not covered by the covenants protecting the low-density character or tenants of any household. Associate Members will pay a lower subscription than Full Members but will not have the right to vote at any meetings or on resolutions determined by electronic vote.
- 4.3 Friends membership is open to individuals or households who do not live on the Wildernesse Estate but are interested in and supportive of the activities of the WRA. Friends will pay a reduced subscription and will not have any voting rights.
- 4.4 A Member (Full, Associate or Friend) is a household which has chosen to join the WRA under the appropriate category and whose subscription for the latest full year is paid by 31 December in that year. Households whose subscriptions for the latest full year are not paid by that date will be deemed to have terminated their membership.

5. SUBSCRIPTIONS

- 5.1 The subscription rates shall be approved by vote (in person or by proxy) at the Annual General Meeting ("AGM") on the basis of a recommendation from the Executive Committee.
- 5.2 The accounting year for the WRA shall be 1st January to 31st December.

6. MEETINGS

- 6.1 An AGM shall be held within four months of the end of each accounting year to receive the Executive Committee's report and accounts and to elect Officers and Members to the Executive Committee.
- 6.2 Twelve or more Full Members, or a majority of the members of the Executive Committee, may call a Special General Meeting ("SGM") by written request, communicated either by notice in writing or email to the Secretary.
- 6.3 The Executive Committee shall give at least 28 days' notice to Members of all meetings of the WRA.
- 6.4 No business shall be transacted at any AGM or SGM unless a quorum of twelve Full Members is present at the time the meeting proceeds to business.
- 6.5 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved.
- 6.6 In any other case, it shall stand adjourned to a time and place to be determined by the Chair and if, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the Full Members present shall be a quorum.
- 6.7 In the absence of the Chair and Vice-Chair of the WRA at the time of proceeding to business, the meeting shall elect a member of the Executive Committee or failing him/her any Full Member to be Chair of the meeting and the Chair may, with the consent of any meeting at which a quorum is present, adjourn the meeting, but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7. RESOLUTIONS AND VOTING:

- 7.1 Resolutions for a vote by Full Members at an AGM or SGM may be put forward by the Executive Committee (“Committee Resolutions”) or by a Full Member (“Member Resolutions”). Member Resolutions to be proposed at an AGM must be received by the Secretary no less than 21 days before the AGM. Member Resolutions to be proposed at an SGM must be received by the Secretary at the same time as the request for an SGM. The Executive Committee must give Members at least 14 days’ notice of any resolutions being proposed.
- 7.2 The Executive Committee may, at its discretion, allow a proxy vote by Full Members on any resolution being proposed at an AGM or SGM. If it chooses to allow a proxy vote, it must announce this in its notice to Members of the resolutions, together with an explanation of the procedure for the proxy vote. Proxy votes may be obtained by electronic means and / or by post, at the Committee’s discretion.
- 7.3 The Executive Committee may also at any time and at its discretion put forward a Committee Resolution for an electronic and / or postal vote by Full Members. It must allow at least 14 days from the notice of the resolution to the closure of voting. The notice must explain the procedure for the electronic and / or postal vote.
- 7.4 Only Full Members can vote on a resolution whether at a meeting or otherwise on the basis of one vote per household. Votes at a meeting will be by a show of hands (using voting cards or other methods at the discretion of the Executive Committee) and by proxy, where the latter is permitted. Proxy votes must be received by the Committee no later than six hours before the start of meeting.
- 7.5 All resolutions other than to change the constitution will be carried by a majority of the votes cast. Where a vote is tied, the Chair of the Executive Committee (or the chair of the meeting, if different) will have a casting vote.
- 7.6 Changes to the constitution require a special resolution which can only be carried if 75% of Full Members voting at an AGM or SGM in person or by proxy, or in an electronic or postal vote, are in favour, providing that 21 days’ notice of the proposed amendment has been given to all Members and that the proposed amendment would not have the effect of causing the WRA to cease to be a charity in law.

8. THE EXECUTIVE COMMITTEE

- 8.1 The Executive Committee of the WRA shall consist of a minimum of four and no more than twelve Full Members who should represent at least two of the following roads: Blackhall Lane, Parkfield, Seal Hollow Road, Wildernesse Avenue (including Seal Drive) and Woodland Rise. A Full Member may only be represented on the Executive Committee by one member of the household at any time.
- 8.2 The Officers of the Executive Committee shall be (at a minimum):
- 8.2.1 Chair
 - 8.2.2 Secretary
 - 8.2.3 Treasurer

all of whom shall retire from office every year and be eligible for re-election at the AGM.

- 8.3 Nominations for the election of Officers shall be made in writing to the Secretary at least 21 days before the AGM. The elections of Officers at the AGM shall be completed prior to the election of further Executive Committee members.
- 8.4 One half of the members of the Executive Committee (rounded up to the nearest whole number) shall retire from office and be eligible for re-election at each AGM. The members retiring shall be the members of the Executive Committee who have served for the longest period since their last re-election and any member co-opted to fill a casual vacancy in accordance with paragraph 8.9.
- 8.5 No person other than an already elected Executive Committee member shall be proposed for election to the Executive Committee unless there has been delivered to the Secretary, not less than 21 days before the date appointed for the AGM, a notice in writing signed by such person for election together with his/her statement in writing of willingness to serve if elected.
- 8.6 Nominees for elections as Officers or Committee members shall declare at the AGM at which their election is to be considered any financial, professional or other interest known or likely to be of concern to the WRA.
- 8.7 Executive Committee members may serve for a maximum of twelve years with the option to extend the term by annual retirement and re-election at the AGM.
- 8.8 An Executive Committee member will be removed if a resolution of no confidence is passed at an AGM or SGM or by electronic vote.
- 8.9 Associate Members may not become members of the Executive Committee but are entitled to be observers at Executive Committee meetings, subject to there being a maximum of two Executive Committee observers at any one meeting. If more than two Associate Members wish to observe any Executive Committee meeting, the Executive Committee shall determine who shall attend.
- 8.10 Officer positions may become vacant between AGMs. The Executive Committee shall fill vacancies occurring among the Officers until the next AGM from within the Executive Committee. If the Executive Committee is unable to fill a vacant Officer position or determines that additional Executive Committee members are necessary, the Executive Committee has the right, but not the obligation, to approach Full Members to fill a vacant Officer or Executive Committee position ("ad hoc election") until the next AGM.

9. DUTIES OF THE EXECUTIVE COMMITTEE

- 9.1 The duties of the Executive Committee are to:
- 9.1.1 represent the WRA in furthering its objectives using the Powers outlined above;
 - 9.1.2 promote and increase the membership of the WRA to ensure it represents the geography and demography of the residents of the Wildernessee Estate;
 - 9.1.3 act in good faith and be accountable to Members and other residents of the Wildernessee Estate;
 - 9.1.4 provide transparent and timely communication to Members and other residents of the Wildernessee Estate;
 - 9.1.5 be responsible for the management and administration of the WRA; and

- 9.1.6 present annual accounts to members that provide a true and fair view of the income and expenditure of the WRA for the most recently ended financial year.

10. EXECUTIVE COMMITTEE ADMINISTRATION

- 10.1 The Secretary shall call meetings of the Executive Committee as may be necessary or as may be required by any member of the Executive Committee.
- 10.2 A quorum for Executive Committee meetings is four Executive Committee members including one Officer.
- 10.3 Executive Committee decisions are carried by a majority vote, with the Chair having a casting vote.
- 10.4 Minutes shall be kept of all meetings of the WRA and shall be signed off by the Chair of the appropriate Committee or Sub Committee before commencing subsequent meetings, subject to acknowledging comments from members and elected Officers and being amended as necessary.
- 10.5 Records of communications between members of the Executive Committee regarding the operation of the WRA outside Committee meetings shall be maintained to preserve transparency and manage conflict resolution.
- 10.6 AGM minutes will be distributed to those eligible for membership of the WRA, once approved by the Executive Committee.
- 10.7 An Action Log shall be maintained by the Secretary to record ongoing business activity of the Executive Committee, including deadlines, responsibilities and task completion.
- 10.8 Any scheduled meeting with residents, local authorities or external advisors will be attended by two Executive Committee members wherever possible. A written summary of the meeting will be prepared and filed.

11. SUB-COMMITTEES

- 11.1 The Executive Committee may constitute such Sub-Committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The Chair and secretary of each Sub-Committee shall be appointed by the Executive Committee and all actions and proceedings of each Sub-Committee shall be reported to and be confirmed by the Executive Committee on a timely basis.
- 11.2 Any Member may be appointed as a member of any Sub-Committee and membership of a sub-committee shall not be a bar to membership of the Executive Committee. Sub-Committees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

12. DECLARATION OF INTEREST

- 12.1 It shall be the duty of every Officer or member of the Executive Committee or a Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any Executive Committee Meeting at which he or she is present to declare such interest and he/she shall not discuss such item (except by invitation of the Chair) or vote thereon. Where the Chair has declared an interest in an item, the Deputy Chair (where such a role exists) or another Executive Committee member who has not declared such an interest shall chair the meeting for the discussion of that item.

13. EXPENSES OF ADMINISTRATION AND APPLICATION FUNDS

- 13.1 The Executive Committee shall, out of the funds of the WRA, pay all proper expenses of administration and management of the WRA. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient, the remaining funds of the WRA shall be applied by the Executive Committee in furtherance of the objects of the WRA. An explanation for the use of funds will be provided to members with the annual report and accounts each year.

14. NOTICES

- 14.1 Any notice required to be given by this Constitution shall be deemed to be duly given if sent by email to the most recently provided email address of that Member or left at or sent by prepaid post to the address of that Member last notified to the Secretary or Chair.

15. WINDING UP

- 15.1 The WRA may be dissolved by 75% of Members voting at an AGM or SGM of the WRA (in person or by proxy) and subsequently confirmed by 75% of Members voting at a further SGM held not less than 14 days after the previous meeting. If a motion for the dissolution of the WRA is to be proposed at an AGM or a SGM, this motion shall be referred to specifically when notice of the Meeting is given. In the event of the dissolution of the WRA the available funds of the WRA shall be transferred to Members in a manner that the Executive Committee believes to be a fair reflection of contributions and the minute books and other records of the WRA shall be deposited with a suitable local organisation.