

(At the Annual General Meeting held on 26th April 2016, the members accepted this revised Constitution, as an amended continuation of the previous revision dated 23rd April 2013.)

## **CONSTITUTION of THE KENLEY AND DISTRICT RESIDENTS' ASSOCIATION**

### **1. NAME**

1.1 The name of the Association shall be 'THE KENLEY AND DISTRICT RESIDENTS' ASSOCIATION'.

1.2 It shall also be known in the abbreviated form of KENDRA.

### **2. OBJECTS**

2.1 The objects of the Association shall be: (a) to safeguard the interests of its Members and, (b) to promote and enhance the KENDRA Membership Area, and its amenities and, (c) to foster community within the KENDRA Membership Area and, (d) to organise events and other activities for the benefit of its Members.

2.2 The Association shall be non-party political and non-sectarian.

### **3. MEMBERSHIP**

3.1 The KENDRA Membership Area includes, and is bounded by, Olden Lane, Dale Road, Godstone Road south-west side to its junction with St James Road, along the north-east side of Godstone Road to the beginning of Riddlesdown, along the top of Riddlesdown to the Croydon/Tandridge boundary, following this boundary across Godstone Road, south round Mosslea Road and around Kenley Airfield to Hayes Lane, Old Lodge Lane down to and including Lodge Hill, north from the Lodge Hill junction with Haydn Avenue to the junction of Burcott Road with Higher Drive including Highland Road, south east along Higher Drive, including Densham Drive, to the Recreation Ground north to the junction of Northwood Ave and Higher Drive including Higher Drive Recreation Ground, and Foxley Wood.

3.2 Membership of the Association is open to all residents of the KENDRA Membership Area, over 18 years of age.

3.3 The Committee, at its discretion, may accept applications for Affiliated Membership from individuals, sports clubs, commercial enterprises, and social or scholastic organisations, which are or were associated with the district. Affiliated Members do not have voting rights.

3.4 All Members must accept the KENDRA Constitution, abide by its rules, and pay at least the annual subscription as agreed in the preceding year's Annual General Meeting.

3.5 Membership of the Association is on an annually renewable basis, commencing on 1st January and terminating on 31st December.

3.6 The Committee shall have the power to suspend or terminate the membership of any Member of the Association, subject to the right of the Member to appeal at the next General Meeting, provided that at least 7 days notice of the appeal is given to the Honorary Secretary.

3.7 A copy of the Constitution shall be made available to any member upon request.

#### **4. THE COMMITTEE**

4.1 The Association shall be managed by a Committee, comprising Officers and up to fourteen additional Members.

4.2 Committee Members must be Members of the Association, and shall be elected at the Annual General Meeting.

4.3 The Association shall have a President and up to three Vice-Presidents, who shall be the Councillors of the Kenley Ward, and shall be announced at the Annual General Meeting. They shall be entitled to attend all meetings of the Committee and any Sub-Committee, but shall have no voting rights.

4.4 The Officers of the Association shall be Members of the Committee and consist of a Chairman, Vice-Chairman, Hon. Secretary, Hon. Minuting Secretary, Hon. Membership Secretary, Hon. Planning Officer and Hon. Treasurer.

4.5 Committee Members must make prior declarations of Conflicts of Interest and offer to withdraw from discussions where the conflict occurs.

4.6 Except with the prior written consent of the Committee, no Committee Member may receive any benefit in money or kind, or have a financial interest in the supply of goods or services to the Association. This clause does not preclude payments for reasonable expenses incurred by a Committee Member.

#### **5. CARRYING OUT THE OBJECTS**

5.1 In order to carry out the objects of the Association, the Committee has the power, but is not obliged, to: (a) raise funds through membership subscriptions and commercial activities, and receive grants & donations, (b) apply funds to carry out the Objects of the Association, (c) co-operate and support other Associations and Organisations with similar purposes, (d) hire professional or expert advice and services, (e) take out insurances to protect the Association, the Membership and the Committee, (f) enter contracts and take out licences in the name of the Association, (g) do anything which is lawful and necessary to achieve the Objects.

## **6. COMMUNICATIONS**

6.1 Wherever practicable, the printed newsletter will be the primary medium for communications with the Association Membership. The Association's web site will be deemed an adequate alternative for the publication of minutes, agendas, event announcements, notices, or other information relevant to Members.

6.2 Electronic mail (email) may be used, with attachments as appropriate, for correspondence within the Association, and to outside bodies, providing that the recipient is known to be an email user.

6.3 Electronic mail, electronic documents and file attachments are deemed to be adequate substitute when written documents are required or where a matter is required to be given in writing.

## **7. ANNUAL GENERAL MEETING – AGM**

7.1 The Annual General Meeting shall be held in April, or as soon as possible thereafter.

7.2 At least fourteen days' notice of the Annual General Meeting, and of the business to be transacted at such Meeting, shall be given to Members.

7.3 The Quorum for the AGM shall be thirty Members of the Association.

7.4 The AGM shall: (a) Receive an annual report from the Committee. (b) Receive a statement of accounts from the Committee. (c) Elect Officers and Committee Members. (d) Receive the announcement of President and Vice-Presidents. (e) Appoint at least one Independent Examiner who must be independent of the Committee. (f) Agree the Expenditure Limit. (g) Agree Membership Subscription Fees for the following year. (h) Consider any motions put forward by Members, which have been submitted to the Hon. Secretary at least 21 days before the meeting. Page 3 of 6 (i) Consider any other business accepted by the Chair of the meeting.

7.5 Association Members have one vote each. On all matters except dissolution of the Association and amendments to the Constitution, decisions will be made by a simple majority of votes cast. Postal, Electronic and Proxy votes are not admitted. In the event of an equality of votes, the Association Chairman has a casting vote.

7.6 In the event of a quorum not being present 15 minutes after the time set for the meeting, the official business of the meeting shall be adjourned until fourteen days later, or as soon as possible thereafter. At the adjourned meeting the business of the original meeting, and no other business, will be transacted regardless of the number of Members present. No further notice need be given of this adjournment other than on the KENDRA website.

7.7 Nominations for Officers, Committee and Independent Examiners, together with the written consent of the nominees, shall be in the hands of the Secretary at least ten days prior to the date of the Annual General Meeting. In the event of a contested post, the Secretary shall prepare and issue ballot papers to all Members present at the Annual General Meeting. The votes there cast shall be counted at the meeting by scrutineers appointed for that purpose by the meeting.

## **8. COMMITTEE MEETINGS**

8.1 The Quorum for Committee Meetings shall be five Committee Members, of which two must be Officers.

8.2 The Committee shall meet at such times as necessary to conduct the business of the Association, but not less than 6 times each year.

8.3 Committee Meetings and decisions may be conducted by telephone, internet or other method of communication, provided all Committee Members have received notice of the Meeting, and have the ability and resources to participate, and that responses forthcoming form a quorum as Rule 8.1, and none are opposed to such Meeting. The result of Meetings held in this way, or decisions made, must be recorded in the next set of Committee Minutes.

8.4 Decisions of the Committee are made by a simple majority of votes cast. The Chairman does not have a casting vote.

8.5 The Committee shall have the power to establish Sub-Committees. The Chairman of any Sub-Committee shall be a Member of the Committee.

8.6 Any Member of the Committee absent from three consecutive Committee Meetings without reasonable cause may be deemed by the Committee to have relinquished their Committee seat.

8.7 The Committee shall have the power to fill by co-option any vacancy (or vacancies) on the Committee with such appointment(s) to remain in force until the next Annual General Meeting.

8.8 Decisions of the Committee, made within the Constitution, on all matters except the termination of membership under Rule 3.6, shall be final.

8.9 The Committee may amend or make Temporary Rules of the Association, provided that such Rules do not conflict with this Constitution, and subject to the amendment or addition being incorporated into the Constitution at the next Annual General Meeting.

## **9. MONEY AND PROPERTY**

9.1 The financial transactions of the Association shall be conducted through accounts in the name of the Association, held with a bank of standing, and the funds of the Association shall be paid into the account without unreasonable delay.

9.2 The Chairman, Hon. Treasurer, and Hon. Secretary will be Authorised Signatories for the Association Bank Accounts. At least two Authorised Signatories will be required to sign Page 4 of 6 cheques, but only the Treasurer shall be authorised for electronic or telephone banking arrangements on behalf of the Association.

9.3 Extraordinary expenditure, i.e. expenditure that would not normally be incurred in the routine administration of the Association, paid to any one individual or organisation, must be sanctioned by a Committee Meeting majority, and recorded in Committee Minutes. Such expenditure must also be referenced by the Minute Number in the Annual Accounts.

9.4 All expenditure in excess of the Expenditure Limit agreed at the AGM, to any one individual or organisation, must be sanctioned by a majority at a General Meeting and recorded in the General Meeting Minutes. Such expenditure must also be referenced by the Minute Number in the Annual Accounts.

9.5 The Independent Examiner(s) appointed at the AGM will examine the financial records of the Association. Their report will be included in the presentation of accounts at the AGM.

9.6 Should an Independent Examiner resign or be unable to carry out their duties, the Committee may, and shall if necessary, appoint a person, other than one of their number, to carry out the duties. Such an appointment shall be subject to confirmation by the next General Meeting.

9.7 The Committee shall be the custodian of any property or capital equipment owned by the Association and shall retain an Asset Register stating the description of the item, its purchase price, when acquired and where normally stored. The Asset Register shall be included as an addendum to the Association's Accounts.

9.8 The Association's financial year shall be from 1st January to 31st December.

## **10. GENERAL MEETINGS – GM**

10.1 There shall be at least one General Meeting each year, in October, or as soon as possible thereafter.

10.2 The Quorum for a GM shall be the lesser of: thirty Members of the Association, or at least 10% of the Membership.

10.3 The Committee may convene additional General Meetings whenever necessary.

10.4 Members of the Association may request the Committee convene a General Meeting provided at least 20 Members sign a Requisition Notice, which clearly states the reason for the General Meeting.

10.5 Unless there are exceptional circumstances, at least fourteen days' notice of any General Meeting, and of the business to be transacted at such Meeting, shall be given to all Members.

10.6 The procedures in 7.5 and 7.6 will be followed for all General Meetings, except that a General Meeting called by a Members' Requisition shall be closed without adjournment.

## **11. MISCELLANEOUS**

11.1 This Constitution shall not be altered, nor the Association dissolved, except on a motion approved by at least two-thirds of the Members present and voting at either an Annual General Meeting or a General Meeting specially convened for the purpose. Notice in writing of such Motions must be received by the Hon. Secretary at least twenty-one days prior to the meeting so convened.

11.2 In the event of the dissolution of the Association, the funds of the Association are to be held in a trust fund. The nature and terms of the trust fund are to be agreed by the Committee and ratified by the General Meeting held in accordance with Rule 11.1