

# **CONSTITUTION OF THE NORTHWOOD RESIDENTS' ASSOCIATION**

## **NAME AND AREA**

1. The name of the association is the Northwood Residents' Association ('the Association').
2. The defined area ('the Defined Area') is the area shown in the map attached as Appendix A to this constitution.

## **AIMS AND OBJECTIVES**

- 3.1 The aims and objectives of the Association are, in no particular order of priority, to:
  - 3.1.1 protect the amenities of Northwood and the Defined Area;
  - 3.1.2 oppose the erosion of the 'Green Belt';
  - 3.1.3 represent the interests of the majority of members of the Association;
  - 3.1.4 maintain communication with the London Borough of Hillingdon and any other relevant local authority;
  - 3.1.5 provide regular information to members of the Association and consult with them as appropriate;
  - 3.1.6 encourage the interest of residents and businesses in the welfare of Northwood, and to provide a medium through which they may express their views on matters of local interest;
  - 3.1.7 work with existing local organisations formed to serve the interests of residents and businesses in the locality of Northwood, including other residents' associations; and
  - 3.1.8 to establish a bank account to receive and hold the funds previously held by Save our Northwood (a company incorporated in England and Wales under company registration no 8678860) to be used solely for the purpose for which SON was incorporated, namely to protect Northwood, in particular against the threat of the proposed development by Bride Hall Ltd or Sainsbury's or any equivalent development project and its effects – including effects on Northwood by way of visual impact, size, environmental degradation, road and/or such other ancillary effects for which SON was incorporated and that any payments from this account (other than bank charges) must be approved by members at an Annual General Meeting or an Extraordinary General Meeting.
- 3.2 The Association shall be non-party political and shall promote equal opportunities in relation to all matters concerning the working of the Association.

## **EQUAL OPPORTUNITIES**

4. The Association shall uphold equal opportunities and work for good relations among all members of the Northwood community, specifically endeavouring to avoid any conduct that constitutes unlawful discrimination.

## **MEMBERSHIP**

5. Membership of the Association shall be open to:
  - 5.1.1 Personal Members being all owners or occupiers of residential property within the Defined Area;
  - 5.1.2 Business Members being businesses trading in the Defined Area, any such business having nominated a representative to participate in the affairs of the Association on its behalf;
  - 5.1.3 Associate Members being persons living outside the Defined Area but within the HA6 post code area of Hertfordshire. See Appendix B;
- 5.2 Each member of the Association shall, save Associate members and those mentioned in Clause 18, have a voting right and can be elected members of the Executive Committee subject to Clause 25. Each member of the Association shall have the right to speak at any AGM or EGM.

## **CO-OPTees**

6. The Executive Committee may co-opt members on to the Executive Committee in order to fill vacancies that occur during the year and such co-opted members shall be entitled to vote on resolutions of the Executive Committee.

## **ENDING MEMBERSHIP**

7. Membership shall end when:
  - 7.1 a Personal Member ceases to live in the Defined Area or resigns or fails to make payment of their Annual Subscription.
  - 7.2 a Business Member ceases trading in the Defined Area or resigns or fails to make payment of their Annual Subscription.
  - 7.3 an Associate Member ceases to live in the HA6 postcode area of Hertfordshire or resigns or fails to make payment of their Annual Subscription.
8. In the event of gross misconduct membership of the Association may be terminated by a majority vote at a general meeting. Appendix C to this constitution sets out some examples of gross misconduct.
9. A member whose membership has been terminated in accordance with Clause 8 shall be entitled to reapply for membership of the Association with the agreement of the Executive Committee.

## **THE ANNUAL GENERAL MEETING**

10. The Association shall hold an Annual General Meeting ('AGM') once in each calendar year and not more than 15 months shall elapse between the date of one AGM and the next.
11. The AGM shall:
  - 11.1 receive an annual report from the Chairman;
  - 11.2 present examined accounts to members;
  - 11.3 appoint an independent examiner (honorary or otherwise);
  - 11.4 elect the Officers of the Association and the members of the Executive Committee (including a President and Vice President(s) as referred to in Clause 32) for the ensuing year;
  - 11.5 consider any proposals put forward by the Executive Committee on finances or otherwise including membership subscriptions;
  - 11.6 consider any resolutions put forward by members; and
  - 11.7 vote on any amendments to this constitution.
12. All members shall be given at least 14 days' notice of the AGM. The agenda, minutes of the last AGM, details of nominations to the Executive Committee and any resolutions which may include any proposed changes to this constitution will be available on written request from the Secretary to the Executive Committee or from the Chairman.
13. Any proposed change to this constitution or nominations for membership of the Executive Committee must be notified and sent to the Secretary to the Executive Committee in writing at least 28 days before the AGM.
14. A quorum for the AGM shall be 20 members of the Association. The Chairman or Vice Chairman shall chair the AGM.

## **EXTRAORDINARY GENERAL MEETINGS**

15. An Extraordinary General Meeting of members of the Association ("EGM") shall be convened by the Chairman or in his/her absence the Vice Chairman upon the requisition in writing of at least 20 members of the Association with voting rights specifying the matters to be discussed, or on the instructions of the Executive Committee. The provisions of this constitution in so far as they relate to AGMs shall apply as nearly as the circumstances permit to any EGM.

## **VOTING**

16. Each member, other than Associate members, shall have one vote on any specific resolution put before the AGM or any EGM.
17. All voting that takes place at an AGM or EGM or Executive Committee meeting shall be counted and recorded in the minutes of the Association. Any member refusing to

accept the ruling of the Chairman of the meeting may be expelled on the vote of a majority of the members present and with the right to vote at that meeting.

18. Voting at the AGM and any EGM shall be by a show of hands. A member whose subscription is unpaid shall not be entitled to a vote.
19. If there is a tie on any vote at any AGM or EGM the Chairman shall have an additional casting vote. The Chairman's decision shall be final in relation to any dispute on any voting or other procedural matter.

## **MINUTES**

20. Matters discussed at each AGM and EGM shall be recorded in the minutes of the Association; a copy of such minutes will be posted on the Association's website and will be available for inspection at the next AGM or EGM as the case may be at which meeting they will be formally put to a vote for approval.
21. All minutes shall be available for inspection on written request by members of the Association on reasonable notice, although matters of a confidential nature may be omitted at the Executive Committee's discretion.

## **THE EXECUTIVE COMMITTEE, OFFICERS OF THE EXECUTIVE COMMITTEE AND THEIR DUTIES**

22. Any Personal Member over the age of 18 or business member's representative over the age of 18 shall be entitled to stand for election to the Executive Committee. The Member of Parliament whose constituency includes Northwood and the elected Councillors of the Local Authority shall not be eligible for election as members of the Executive Committee, nor shall they represent the Association in its dealings with the Local Authority or any other body.
23. The Executive Committee shall stand down during the AGM and may be re-elected. The names of candidates for election as officers or as members of the Executive Committee must be proposed and seconded by two members of the Association.
24. At the AGM there will be elected a Chairman, Vice Chairman and a Treasurer (the 'Officers' and each an 'Officer'), and other Executive Committee members.
25. There shall be at least 6 Executive Committee members and no more than 16 including the three Officers. The quorum for the Executive Committee shall be 6 members having the right to vote. The Officers must live within the Defined Area, but up to 2 members may live outside the Defined Area, where in the opinion of the Chairman a special interest or expertise would benefit the Association. The Executive Committee shall have the power to co-opt members at any time to fill any vacancy (including that of an Officer) until the next AGM. Subject to this constitution the Executive Committee shall regulate its affairs in such manner as it sees fit.
26. The Chairman, Vice Chairman and Treasurer shall constitute an Emergency Committee to deal with any matters of urgency and shall report on the same to the next meeting of the Executive Committee.

27. There shall be at least ten Executive Committee meetings each year. The dates of the planned meetings shall be announced at the AGM or otherwise notified to members of the Association.
28. Any member of the Association may be invited to attend an Executive Committee meeting, but not vote. If matters of a confidential nature are to be discussed, members of the Association who are not elected to the Executive Committee will be asked to leave the meeting.
29. The Executive Committee may from time to time as necessary create any sub-committees and/or working parties on a permanent or temporary basis. The members of any such sub-committees or working parties shall be selected by the Executive Committee from among its members. The sub-committee shall have the power to co-opt up to three additional members from the Association's membership. Any such sub-committees or working parties shall report to the Executive Committee for decision-making.
30. The Executive Committee shall monitor the work, finance and membership of the Association.
31. The Executive Committee shall report at each AGM on the work done by the Executive Committee since the last AGM.
32. At the AGM on the recommendation of the retiring Executive Committee the Association may appoint a President and Vice President(s), if so desired, who will be ex-officio members of the Executive Committee but whilst being free to speak at Executive Committee meetings, shall not have the right to vote at such meetings.
33. The Chairman or Vice Chairman shall chair all Executive Committee meetings. If neither is available at an Executive Committee meeting then the members present shall appoint a Chairman of that meeting. The presiding Chairman shall have a second or casting vote.
34. The Officers shall report to each Executive Committee meeting on their work.
35. The Treasurer shall receive all monies and pay all accounts on the authority of the Executive Committee, maintain proper accounts and report the balance in the accounts to the Executive Committee at each Executive Committee meeting.
36. All withdrawals from the Association's banking and deposit accounts shall be signed by the Treasurer. Exceptionally, other arrangements can be authorised by the Executive Committee.
37. The Association's Accounts shall be independently examined annually and shall be presented to the AGM.
38. The Association's Accounts shall be available for inspection by a member of the Association who requires to see them within 28 days of written request made to the Secretary to the Executive Committee.
39. The Treasurer is authorised to pay from the accounts, travel and other administrative expenses to representatives of the Association undertaking the Association's work,

provided that each claim is supported by a receipt, ticket or voucher. Each such claim shall be signed by the payee. The Treasurer shall have available at each Executive Committee Meeting, if requested by a member of the Executive Committee and subject to being given reasonable prior notice of the same, details of all such payments.

40. The Treasurer is authorised to pay from the accounts donations to charities as directed by the Executive Committee in so far as any individual amount paid shall not exceed 2% of the funds held on deposit in the name of the Association at the time
41. The Treasurer is authorised to make payments on direction of the Executive Committee on any matter to the benefit of the community in or around the Defined Area as a whole, the amount not to exceed 5% of the funds held on deposit in the name of the Association at the time. The decision as to whether a matter is for the benefit of the community in or around the Defined Area shall be determined by the Executive Committee in its sole discretion. For sums greater than 5% of relevant funds, authority for such payment is required from the members of the Association at an EGM, or at an AGM. In the event of urgent action requiring payment of sums in excess of the 5% ceiling, the Executive Committee may authorise payment as long as there is a two-thirds majority in favour of members in attendance with the right to vote. Such decisions must then be notified to the members of the Association within 28 days of the payment being made.
42. The affairs of the Association shall be vested in the Executive Committee subject to the direction of the Association in General Meeting and the Executive Committee may take action upon any matters affecting the Association and its aims and objectives, in so far as such actions are compatible with this constitution. Save as mentioned in Clause 41 all voting of the Executive Committee shall be by simple majority and this shall bind the Executive Committee for all purposes associated with this constitution.

## **AMENDING THIS CONSTITUTION**

43. Alterations or additions to this constitution shall be made only at an AGM or EGM of which notice has been given to the Chairman at least 28 days before such Meeting and where such alterations or additions are included in the notice to members of the Association.
44. Any question of interpretation of this constitution shall be decided by the Executive Committee whose decision shall be final and binding on all members of the Association.

## **NOTICES**

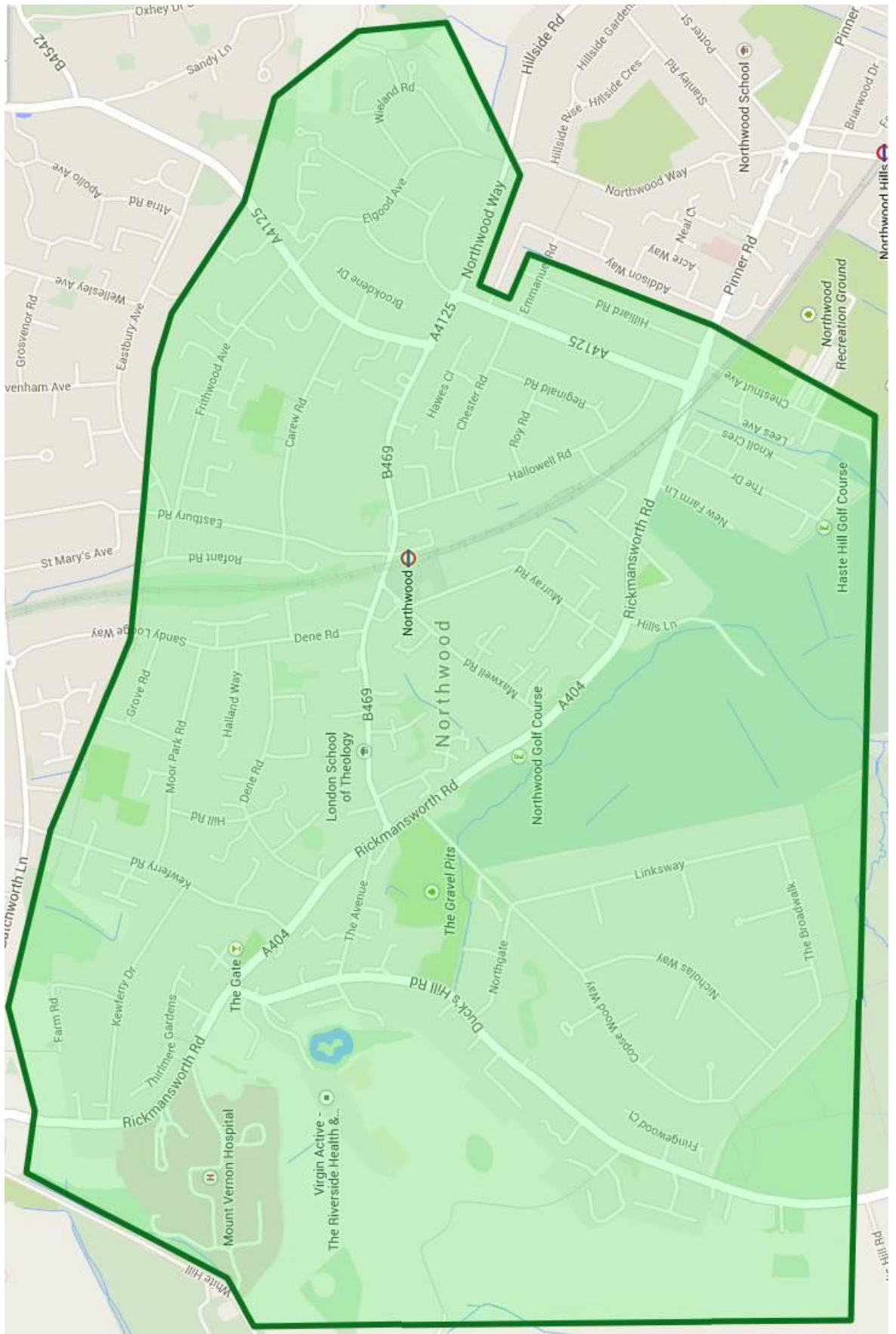
45. Where this constitution requires notice or notification to be given to members of the Association such notice or notification shall be deemed to be effective if posted on the Association's website and/or displayed on any noticeboard which may from time to time be maintained by the Association.

## DISSOLUTION

46. A resolution of which notice has been given to the members of the Association for winding up the Association shall require a two-thirds majority at an AGM or an EGM.
47. Any funds remaining on a winding up of the Association, together with any equipment and records of the Association shall be disposed of in such a manner as an AGM or EGM may decide or, failing such decision, as the Executive Committee shall decide. This may include:
  - 47.1 freezing the same for use by a future residents' association;
  - 47.2 giving the same to any new group with similar aims to those of the Association;
  - 47.3 donating the same to a neighbouring residents' association;
  - 47.4 donating the same to one or more charities recommended by the Executive Committee and in such proportions as the Executive Committee may determine and approved by members on a majority vote at an EGM.

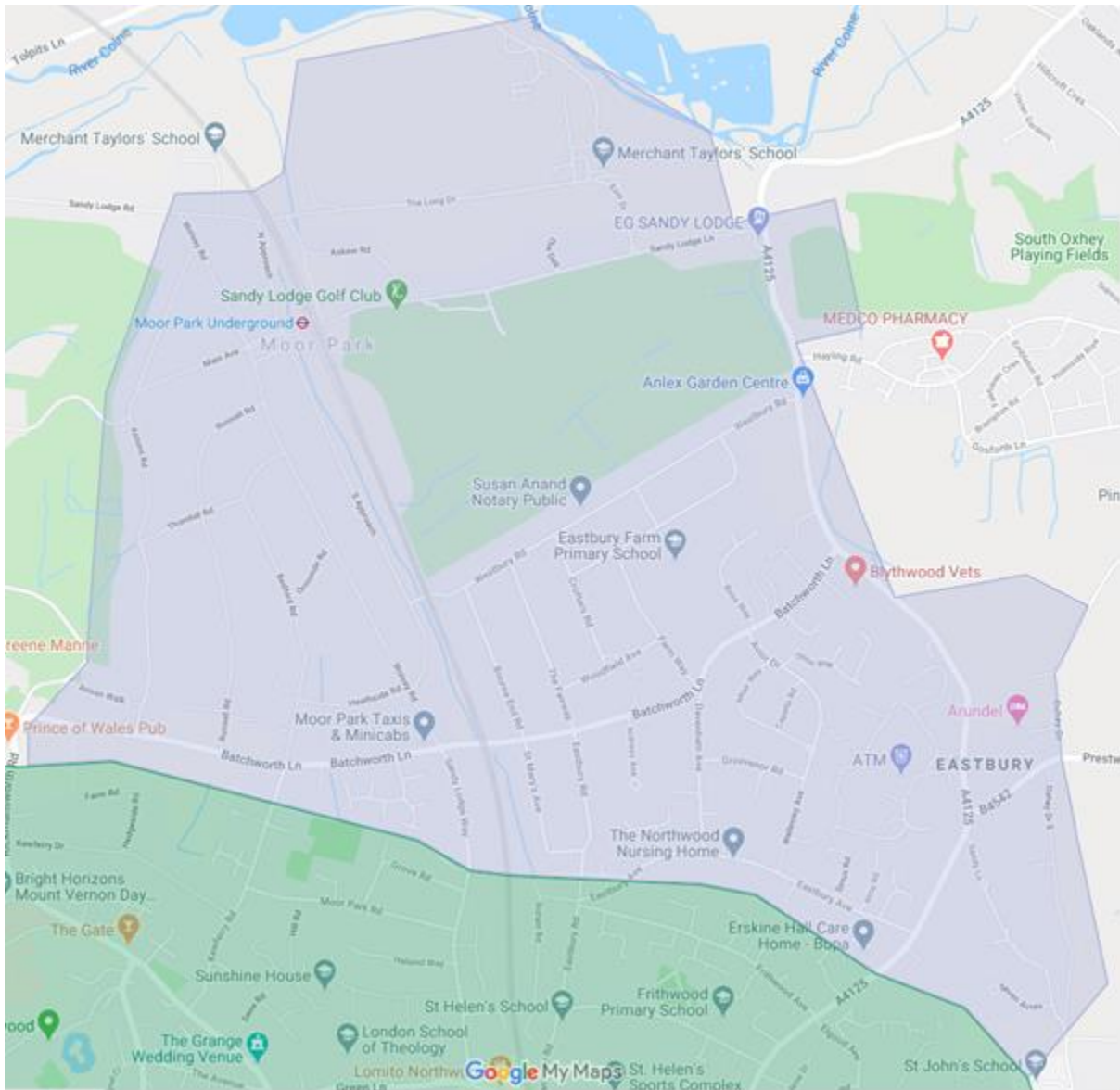
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- I. As amended and adopted - 28th March 2006
  - II. As amended and adopted - 1<sup>st</sup> November 2011
  - III. As amended and adopted - 9<sup>th</sup> April 2015
  - IV. As amended and adopted - 30<sup>th</sup> September 2021 (Introducing Associate members, changing Auditor to Independent Examiner)
  - V. As amended and adopted - 20<sup>th</sup> April 2023 (Increase executive from 14 to 16)
  - VI. As amended and adopted – 18<sup>th</sup> April 2024 (Addition of paragraph 3.1.8, SON)

# APPENDIX A – MAP OF THE DEFINED AREA





## APPENDIX B – MAP OF HA6 POST CODE AREA of Hertfordshire



## **APPENDIX C – EXAMPLES OF GROSS MISCONDUCT**

The following are examples of offences of gross misconduct which may result in termination of membership of the Association:

- stealing from the Association, the Executive Committee or its members;
- fighting, physical assault or seriously inappropriate behaviour at General Meetings or while representing the Association at any time; and
- bringing the Association into material disrepute.

Please note that the above examples are not exhaustive.