

The Constitution of the Aragon Tower Residents' Association

1. NAME

The name of the Association shall be the 'Aragon Tower Residents' Association' hereinafter referred to as the Association or ATRA.

2. OBJECTIVES

The objectives of ATRA are to:

- a) To promote, protect and further in every legitimate manner the general interests of the Leaseholders and non-Leaseholders of Aragon Tower. In particular to work with the Managing Agents to represent Leaseholders to:
 - a. Ensure the effective and efficient operation of the Building;
 - b. Ensure Service Charge budget is reviewed, and opinions given on proposed expenditure.
- b) To represent the views of Leaseholders and residents to relevant bodies on issues for which there is a significant level of interest by Members.

In setting the objectives above, it is fully recognised that the Freeholder in their absolute discretion appoints and directs the Managing Agent, and that the ATRA has no direct/conferred power over the Managing Agents or Freeholder, apart from any powers that maybe conferred by overriding legislation and/or by obtaining recognised status.

2A. MEMBERSHIP, SUBSCRIPTIONS & FINANCES

- a) All Leaseholders who complete a membership form and pay the subscription set from time-to-time will be deemed Members of ATRA. There is one vote per Member.
- b) Non-Leaseholders (Tenants) who complete a membership form will be deemed Honorary Member. They can attend meetings and speak, but do not have a vote in decisions made at an AGM or SGM..
- c) For purposes of holding a register of Members and Honorary Members, and for matters of ease of direct communication, and similar, the Committee may ask Leaseholders and Tenants to complete a signed membership form which details apartment number, name, email address: and for Leaseholders, residential address, if non-resident. The Secretary of the Committee will maintain such membership details securely and only for purposes and objectives of ATRA.
- d) The Committee may determine from time-to-time subscriptions should be raised from Members to support the purpose of ATRA, for example, obtaining professional advice, as well as covering the day-to-day running costs, such as

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accounting and website design and maintenance. The amount of any subscription, its purpose, and how it should be raised will be agreed at an AGM or SGM.

- e) The Committee will set up and operate a bank account in the name of ATRA.
- f) The resolution of the Committee shall be sufficient authority for any payments from the bank account or funds held on behalf of ATRA. All payments and other demands on the funds of ATRA shall be acted upon only when signed by the treasurer or secretary and one other Committee member.
- g) The financial year shall end on 31st December, at which the annual statement of income and expenditure and balance sheet shall be submitted for approval at the subsequent AGM.

3. COMMITTEE

- a) The ATRA will be represented by an elected Committee who will represent Members views in line with the ATRA objectives above.
- b) All Officers of The Committee shall be elected annually at the Annual General Meeting.
- c) The Committee shall consist of a minimum of four and a maximum of nine elected Officers.
- d) However, up to one Honorary Member may be elected to the Committee provided:
 - a. That they have lived in Aragon Tower for at least one year by the date of the AGM; and
 - b. They are nominated by a Leaseholder;
- e) The Committee Roles will be determined by the elected Officers following their appointment, but would reasonably be expected to include:
 - a. Chair; Deputy Chair;
 - b. Secretary; Deputy Secretary;
 - c. Treasurer; Deputy Treasurer;
 - d. Residents Liaison Officer; Deputy Residents Liaison Officer.
- f) Other roles will be determined as deemed necessary from time to time.
- c) Resignation:
 - a. Committee Officers can resign at any point by giving one month's written notice to the Chair.
 - b. Where the Committee remains quorate and can continue to function, then no additional elected appointments will be made to the

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Committee. A reallocation of roles within the Committee may be required and subject to a decision by the Committee.

d) Dismissal:

- a. Where a majority of Committee Officers believe an Officer of the Committee has acted in such a way as to breach the operation and or reputation of the ATRA (including significant arrears on payment of Service Charges), then said Committee Officers should submit a signed written resolution to the Chair proposing the named Committee Officer be dismissed.
- b. On receipt, the Chair will call a Committee Meeting where the resolution will be heard and put to the vote.
- c. Where a simple majority of Committee Officers vote for dismissal, the Committee Officer will be immediately dismissed from being an Officer of the Committee until such time as they may seek re-election at a future AGM.
- d. The Committee Officer who is subject to the resolution will have a right to present their case, however, for the avoidance of doubt will not have a right to vote on this matter at the Committee Meeting.

4. COMMITTEE MEETINGS

a) Officers of the Committee recognise:

- a. They are elected to represent the interests of Members of the Association.
 - b. That decisions are to be made by the Committee and not any one individual;
 - c. They should play a full and active part in the Association.
- b) The Chair will set the dates of future meetings by giving at least 2 weeks' notice of the next meeting.
- c) The frequency of meetings will be set by the Committee, but would normally expect to be held at least every two months.
- d) The quorum for a committee meeting shall be 50% of the current Committee membership (where an odd number, this will be rounded down).
- e) The Agenda for each Committee meeting will be prepared and circulated in draft via email one week in advance by the Chair; and finalised and circulated 2 days in advance of the Committee Meeting.
- f) Decisions shall be taken by a simple majority of Officers present. Where a subject put to the vote results in an equal number of votes, the Chair will endeavour to

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facilitate a compromise solution that results in a majority of Officers supporting. However, where this proves not to be possible, and where a split decision remains with equal votes cast for and against, then the Chair will hold the casting vote.

- g) Where any Committee Officer has an interest in the matter being discussed and/or voted upon, the Committee Officer must declare his/her interest up front and abstain from the discussion and vote.
- h) Where a Committee Officer is unable to attend three Committee Meetings during their period of office, this will automatically result in a proposal to the next Committee Meeting for their removal from the Committee. In reaching their decision, the Committee will consider and evaluate the reasons for non-attendance before putting the resolution to vote. The decision shall be taken by a simple majority of Officers present. For the avoidance of doubt, this clause applies regardless of whether apologies have been given for the missed Committee Meetings.

5. **ATRA MEETINGS WITH MANAGING AGENTS AND OTHER BODIES**

- a) Officers of the Committee will be required to represent the ATRA at various meetings with the Managing Agents and Other Bodies as appropriate.
- b) The Committee should determine which Committee Officers are empowered to represent the ATRA and speak on behalf of the Committee.
- c) Material decisions where Officers of the Committee are representing the views of the ATRA should always be validated and voted on by the Committee. Material decisions are ones where any reasonable Leaseholder would reasonably expect that the Committee as a body would have been consulted on, and determined.
- d) Where views of the Committee are sought immediately by the Managing Agents or Other Bodies, the ATRA Committee should be consulted immediately by email, allowing the full Committee the opportunity to comment/object within 5 working days. Where any Officer objects, the issue will be put to the vote. The Chair, at their discretion, may choose to hold a vote via email (subject to a 5 working day response time), or call an Emergency Committee Meeting to consider the issue. Until such time as this process has been completed, and a decision reached by the Committee, any views given by any individual Committee Officer(s) to the respective body is/are provisional and do not represent the views of the ATRA Committee.
- e) Minutes of meetings with the Managing Agents and Other Bodies should always be minuted by the Committee Officers present and circulated to the full ATRA Committee via email within 5 working days of the meeting.

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6. ANNUAL GENERAL MEETING (AGM)

- a) The AGM should be held annually (but at the latest, never more than 14 months since the date of the previous AGM), upon a date and time to be determined by the Secretary or Chair, to receive the annual report and income and expenditure summary, and to elect the officers for the ensuing year.
- b) At least 2 weeks' notice of the AGM will be given via the ATRA website and a notice placed in Aragon Tower.
- c) Individuals wishing to be considered for election must meet the criteria list above for Committee Officers, and should follow the process outlined below:
 - a. Complete the Aragon Tower Residents Association (ATRA) Owner/Tenant Nomination Form as appropriate (Appendix 1 and 2) and hand either to the Concierge or to the current Secretary of the Committee;
 - b. All individuals proposed must be nominated by a current Aragon Tower Member;
 - c. At the AGM meeting, the Chair will list all valid nominations received, and each nomination must be seconded by a Member present at the meeting;
 - d. All valid nominations which have been seconded will then be considered for election to the ATRA Committee. Where:
 - i. There are less than nine valid nominations, there will be no vote and all individuals will be appointed to the Committee;
 - ii. Where there are more than nine valid nominations, the list of names will be put to a simple majority vote of Members present at the AGM, and those individuals with the highest number of votes will be elected.
- d) With the exception of Committee Nominations, decisions considered at the AGM are to be taken by a simple majority of Members present.

7. DUTIES OF OFFICERS

- a) The Chair or Deputy Chair (or other Committee Officer as appropriate and agreed at the start of the Meeting) shall conduct the meetings of the ATRA.
- b) The Secretary or Deputy Secretary (in consultation with the Chair or in his/her absence the Deputy Chair) shall be responsible for the convening of all meetings and the giving of the prescribed notice to Officers.
- c) The Secretary or Deputy Secretary (or other Committee Officer as appropriate and agreed at the start of the Meeting) shall ensure that a full and proper auditable record is kept of all meetings of the organisation including committee meetings in the form of minutes and action notes.

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- d) Draft Minutes and Actions will be circulated to the full Committee via email within 7 working days of the respective meeting. Officers of the Committee should provide any comments in writing via email, copying all Committee Officers, within 5 working days of the minutes being circulated. Comments received will be discussed and agreed by the Secretary and Chair, and incorporated as appropriate and re circulated to the Committee. The minutes will then be published on the ATRA website by the Secretary or Chair. The Minutes of the Meeting will be tabled at the next Meeting for the record.
 - e) Each Committee Officer is responsible for advising the Secretary and Chair of changes to their contact details, including but not limited to, their email address.
- 8. SPECIAL GENERAL MEETING**
- a) The Chairman or Secretary may at their discretion call a Special General Meeting (SGM) of the Members.
 - b) A Special General Meeting must be called upon receipt by the Secretary of a written request specifying the subject of the meeting and signed by at least ten Members of the Association.
 - c) An SGM shall be held within 28 days from the receipt of the request and the business transacted at the meeting shall be confined to the purposes embodied in the notice convening the meeting. The SGM may be called for the purpose of altering the constitution or for considering any matter that the Committee or Members may decide should be referred to the Members in general.
 - d) Decisions shall be taken by a simple majority of Members present.
- 9. ALTERATIONS TO THE CONSTITUTION**
- a) Any proposal to alter this Constitution can be proposed by:
 - a. a simple majority vote of the Committee Officers; or
 - b. upon receipt by the Secretary of a written request (specifying the proposed changes) signed by at least ten Members.
 - b) All changes to the Constitution must be subject to a Special General Meeting.
 - c) Any alteration to the Constitution shall require the approval of two thirds of Members present and voting at the meeting.

This Updated Constitution was approved at the Special General Meeting held on 15th January 2018 and updates the version agreed at the Special General Meeting on 7th August 2011.



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Signed by the Chairman

Date:

Signed by the Secretary

Date

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Appendix 1

Aragon Tower Residents Association (ATRA) Member Nomination Form

Name of Proposed:

Flat Number:

I hereby confirm that I am Leaseholder of Aragon Tower, I have completed a membership form and my details and my subscriptions (if any) are up-to-date. I agree to my nomination for election to the ATRA Committee.

Signature:

Date:

Name of Proposer:

Flat Number:

I hereby confirm that I am Leaseholder of Aragon Tower and agree to nominate the proposed for election to the ATRA Committee.

Signature:

Date:

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Appendix 2

Aragon Tower Residents Association (ATRA) Honorary Member Nomination Form

I wish to propose the following Honorary Member to serve on the Aragon Tower Residents Association Committee:

Name of Proposed:

Flat Number:

I hereby confirm that I am a Tenant of Aragon Tower have lived in Aragon Tower for at least one year by the date of the AGM, have completed a membership form and my details are up-to-date. I agree to my nomination for election to the ATRA Committee.

Signature:

Date:

Name of Proposer:

Flat Number:

I hereby confirm that I am a Leaseholder of Aragon Tower and agree to nominate the proposed for election to the ATRA Committee.

Signature:

Date: