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# **Model constitution for Resident Associations**

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## Introduction

This model constitution is intended for all Tenants' and Residents' associations (TRAs) wishing to be formally registered with the council for consultation purposes under Section 105 of the 1985 Housing Act. It does not cover recognition of a 'recognised tenants association' under Section 29 of the Landlord and Tenant Act 1985.

A currently registered TRA which meets the registration criteria can:

- Be consulted and involved in the management of their homes
- Receive funding and support from the housing department and the council.
- Attend and vote at the appropriate area board meeting
- Be considered for election to other housing consultation bodies
- Apply for funding both within the council and from external funding organisations and seek the support of their area housing office

Before applying for registration each TRA **must adopt a formal constitution** based around this model. Most of the clauses in the model constitution are essential for registration. This means you must include these in your constitution. You may add other clauses to this model, and you may not take any away without consulting your resident participation officer (RPO) first.

If you wish to include additional clauses, again we advise you to discuss this with your RPO so that the council are clear about the intention of the change. If the change is justified we will accept the proposed changes.

At the meeting at which your TRA is set up, you will need to go through the terms of the model constitution and formally adopt it. Once the constitution is adopted, the association is bound by it, this includes the quorum. The RPO for your area is able to help residents who are interested in setting up a TRA through this process.

At this meeting, you will also elect a committee to manage your association. The section on "Advice on roles of committee officers" has been included to help you with this.

### **There are restrictions on those who may be officers of a TRA:**

- tenants in rent arrears which are not reducing on a regular basis
- leaseholders in service charge arrears, which are not reducing on a regular basis
- anyone who has an outstanding money judgement.

Once you have agreed the constitution, send it to the RPO for your area, along with your completed registration documents. The RPO for your area will check through the constitution to ensure all the relevant sections have been completed before submitting it for registration.

The minimum number of properties required for an association, which qualifies for registration under the council's criteria, is 26.

# Section 1: The model constitution

## 1 Name

The name of the association is

The association covers the following area (please list all streets and blocks covered by the association)

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## 2 Aims

The aims of the association shall be to carry out such purposes which are for the benefit of the community living within the association area. In furtherance of this, the association shall have the following aims and obligations:

- a. To represent all residents within the association area
- b. To promote, support and achieve changes and improvements to the quality of life for local people and their communities
- c. To scrutinise how Lambeth Council manage and deliver the housing service
- d. To promote equal opportunities and work for good relations amongst all members of the community in line with the attached Equal Opportunities Statement
- e. To organise or commission activities that residents are interested in and encourage a community spirit
- f. To regularly consult and inform all members
- g. To represent the majority view of the community
- h. Be non party-political
- i. To promote involvement in association activities by all members of the community
- j. To make applications to funding bodies for grant funding for specific projects and equipment which promote and supported the association
- k. To set annually a subscription, if deemed necessary, for enrolment as a member of the association

## 3 Membership

- a. Membership of the association is open to all tenants, leaseholders and freeholders in Lambeth (including housing association tenants) and adult members of their households (aged 18 and above) living in the association area.

- b. Voting membership will end when a member stops living in the association area or resigns.
- c. In the event of continuous or serious breaches of the constitution or code of conduct, membership of the association can be suspended by a two-thirds majority vote of the committee
- d. A member whose membership has been suspended in accordance with clause (c) shall be entitled to have that suspension reviewed at the next general meeting
- e. A copy of the constitution will be given freely to all new members of the association, on request

#### **4 Affiliation**

The association may affiliate to any non-party political organisation whose aims and objectives are commensurate with those of the association and which can help the association in achieving its aims and objectives.

#### **5 The committee**

- a. The committee shall have a minimum of the following officers: a chair, secretary and treasurer. Committee members shall be elected at an annual general meeting (AGM). The size of the committee should be no fewer than five and no more than 15 members.
- b. The chair shall lead all meetings of the association. In the absence of the chair, another officer present, and where elected the vice-chair, stand for election to the role of chair for that meeting.
- c. Freeholders and housing association residents are eligible to be elected to the position of chair and/or to be nominated to the area board but cannot vote on HRA related decisions eg rent setting.
- d. No more than one officer shall be elected per household
- e. Removal of officers or committee members can only be carried out by a majority vote at an AGM or special general meeting called specifically for that purpose
- f. Any vacancies from the committee occurring by resignation or otherwise may be filled by the committee by co-opting members with full voting rights, until the next general meeting, when the committee's decision may or may not be ratified by the general meeting
- g. The committee may, when necessary or when deemed to be of benefit to the association, co-opt up to three non-voting people not living in the association catchment area, and whose skills or experience would be advantageous to the committee in carrying its functions
- h. In view of the potential conflict of interest, Lambeth councillors and Lambeth Housing Management staff are not eligible to be officers of an association
- i. The committee and officers shall, as far as possible, be representative of the community which it serves and reflect the tenure split of the properties the TRA covers. At least one officer must be a secure tenant.
- j. Any officer or committee member who does not attend three consecutive meetings without giving reasonable apologies shall be deemed to have resigned

## **6 Sub committees**

- a. The Committee may appoint such sub-committees as may be required to carry out the activities of the Association. Such sub-committee shall be directly accountable to the Committee. The Committee shall agree in advance the terms of reference of any subcommittee, which may then act and apply any finance raised by itself or on its behalf only within those terms.
- b. The Chairperson and Treasurer of the Association shall be ex-officio members of any sub-committee.
- c. Where any sub-committee is to continue in existence beyond the Annual General Meeting following its appointment, its members shall submit themselves for re-election at that meeting and annually thereafter.
- d. All sub-committees shall keep proper accounts of income and expenditure, and a proper record of all meetings, and shall report on them or deliver them up as required by the Committee or General Meeting.
- e. The Committee or General Meeting may dissolve any sub-committee whereupon the accounts, records and assets, financial and otherwise of the sub-committee shall pass into the hands of the committee.

## **7 Meetings**

### **7.1 Annual general meeting**

- a. The association shall hold an AGM once each calendar year and not more than 15 months shall pass between the date of one AGM and the next.
- b. Where an association has been unsuccessful in holding a quorate AGM within 15 months, they shall be allowed a further three months in the development stage within which to re-start the association.
- c. Where an association has been unsuccessful in re-starting the association within 18 months, all chequebooks, receipts minutes etc. of the association shall be handed to the resident participation officer for the area. These items shall be held in trust until the association either re-starts or a meeting is called to dissolve the association.
- d. The AGM shall:
  - Receive an annual report from the committee
  - Receive a statement of accounts from the Treasurer
  - Appoint an independent auditor or qualified bookkeeper to verify the accounts
  - Elect a chair, vice chair (optional), treasurer and secretary
  - Elect committee members
  - Elect a nominee to the Area Board (who may be a freeholder or housing association tenant but will not be eligible to vote on HRA matters)
  - Agree rates for membership fees (if any), for example, an association may levy a subscription, as a condition of membership, on freeholders equal to the

amount received in their administration grant per property (currently £2 per annum)

- Vote on amendments to the constitution (previously notified)
  - Consider resolutions put forward by members
- e. An independent observer shall attend each AGM. They shall confirm that the meeting was arranged and conducted in accordance with the association's constitution. The Independent observer must be one of the following:
- A member of the resident participation team.
  - An officer of the council.
  - A councillor.
- f. Twenty-eight days' general notice, which may be in the form of posters or other such mass communication, shall be given of the AGM. A leaflet and agenda should be delivered to every person in the association's area of benefit seven days prior to the meeting.
- g. Every member present shall have a vote.

Please see the notes within the introduction concerning eligibility for election as officers.

## **7.2 General meetings**

**There shall be at least four general meetings of the association organised during the year**

- a. Meetings are open to all people living in the defined area
- b. Every member present at a general meeting shall have a vote
- c. Decisions of the general meeting shall be binding on the committee
- d. At least seven days notice shall be given for a general meeting
- e. The quorum for a general meeting (including the AGM) shall be five per cent of properties represented or ten properties represented whichever is the greater with a signed attendance sheet to be used

## **7.3 Special general meetings**

The secretary shall call a special general meeting at the request of a majority of the committee; or on receipt of a petition signed by not less than five per cent of the total number of dwellings or ten dwellings whichever is the greater, giving reason for their request. Only one signature on the petition shall be counted for each dwelling in the RA catchment area. The secretary shall give not less than seven days' notice of such a meeting, which will take place within 14 days of receipt of the petition.

## **7.4 Committee meetings**

- a. The quorum for committee meetings shall be one-third of its elected membership or four members whichever is the greater.
- b. Committee meetings may be called by the chair and secretary or at the request of one third of the committee members. At least seven days' notice must be given to committee members.

- c. Although committee meetings shall be open to all members, only members of the committee may vote at committee meetings.
- d. The committee has the right to hold a meeting just for committee members where confidential matters need to be discussed. An independent person as per clause 7.1 e) should be invited to attend this meeting.

## 7.5 Conduct of general meeting business

### Voting

- a. At all meetings (except those dealing with alterations to the constitution) decisions shall be taken by a simple majority of those members present and voting. Each member has one vote.
- b. Alterations to the constitution require a two-thirds majority of those present and voting at the meeting at which the constitution is proposed to be changed. Full details of proposed changes must be circulated at least fourteen days before the meeting.
- c. Conflict of interest must be declared. Members with a conflict of interest should then withdraw from discussion and voting on the issue in question.
- d. Freeholders and housing association residents, who are association members, are not eligible to vote on matters affecting the Housing Revenue Account. This shall include (but not exclusively) such items as voting on the level of rent rise, levels of service charges and changes to tenancy agreements.

### Minutes

All voting that takes place at an AGM, general meeting, special general meeting or committee meeting shall be counted and recorded in the minutes.

All formal meetings such as committee meetings, special general meetings and AGMs must be minuted and the minutes formally approved by the next meeting of the committee or general meeting.

## 8 Finance

- a. A simple record of income and expenditure must be produced each year at the AGM and be available to members on request.
- b. Accounts should be independently audited or verified.
- c. Accounts should be open to inspection by members on request.
- d. The association may raise funds either by donation, grant application or other means. The proceeds of any such fundraising shall be used in accordance with: and to the furtherance of: the aims and objectives of the association.
- e. Bank account(s) must be opened in the name of the association. Cheques, transfers and other banking instruments or instructions shall be signed by **at least two signatories** who must be members of the committee.
- f. Signatories must not be related or be members of the same household.
- g. Proper records of all petty cash transactions must be kept.
- h. Where an association has not spent its administration grant, or has underspent it, in any two years, it shall be at the discretion of the resident participation officer for the area as to whether they qualify for a further administration grant if the TRA cannot demonstrate their intentions for the grant.



- i. All payments from the council shall be by BACS. When completing the registration forms after the AGM, a photocopy of your association's most recent bank statement or the page from your passbook showing the account name and number must be provided; the information on the 'Administration Grant Payment' page of your application must be completed accurately and completely to prevent delay in receiving the administration grant

## **9 Changes to the constitution**

- a. Any proposed change to this constitution can only be made at a special general meeting called specifically to discuss these changes, or an AGM.
- b. Any proposed change to this constitution must be sent to the secretary not less than 28 days prior to the meeting at which the alteration is to be discussed.
- c. The secretary will circulate the new wording (amendment) together with the old wording and notice of the meeting at least 14 days prior to the meeting at which the alteration is to be discussed.
- d. Alterations to the constitution require a two-thirds majority of those present and voting.

## **10 Dissolution**

- a. A special general meeting called specifically to consider a motion to dissolve the association can only dissolve the association.
- b. All members shall be given 14 days' written notice of such a meeting.
- c. For the purposes of a dissolution special general meeting, a quorum need not apply.
- d. The association can only dissolve if a majority of the members present and voting at the special general meeting vote for a motion to dissolve the association.
- e. The meeting shall decide on the disposal of any assets remaining after the satisfaction of debts and any other liabilities. These assets must be applied to charitable purposes agreed with the members of the association.
- f. Any council assets the association has been permitted to use and which have not been transferred into the ownership of the association by way of outright donation or gift must be returned to the council if they so wish.
- g. An independent observer shall attend the 'winding up' meeting. They shall confirm that the meeting was arranged and conducted in accordance with the association's constitution clauses on dissolution. The independent observer must be one of the following:
  - A member of the resident participation team
  - An officer of the council
  - A councillor
- h. The independent observer shall report back to the RPO and shall give an accounting of any monies distributed for the benefit of the community on dissolution.

## **Section 2: code of conduct for committee members**

### **11 Introduction**

- a. The role of the committee is to carry out the day to day business of the association in an efficient, fair and responsive way. In taking decisions on behalf of the association, committee members must always be aware of their responsibility to represent all residents of the area.
- b. All committee members must comply with the constitution and code of conduct. The association will provide new members with the appropriate support and make them feel welcome.
- c. Members shall conduct themselves in a manner that will not cause offence to others. Racist, sexist or inflammatory remarks or abusive behaviour will not be tolerated. This applies to whether the committee member attending a meeting or carrying out any representative function. If the breach occurs in a meeting, the chair or committee members will warn members of their behaviour. If they persist they will be asked to leave the meeting until further notice. The committee must arrange a date and time and hold a meeting for them to discuss the incident and make a decision for what action to take. If an allegation of inappropriate behaviour takes place outside a meeting, any reports of breaches will be investigated by the RPO who will take appropriate action which could include suspension depending on the seriousness of breach.

### **12 Personal interest of committee members**

- a. Committee members must never use their position to seek preferential treatment for themselves, their family, or relatives. Nor should they be treated less favourably when requesting services from the council.
- b. Committee members must use the agreed normal procedure for reporting repairs or making other enquiries about their property.

### **13 Relations between committee members and other residents**

- a. Committee members shall not be involved in harassment and anti-social behaviour. Action will be taken under the code of conduct against anyone in breach of this condition.
- b. Committee members will not have access to personal and individual files of estate residents.
- c. Committee members will not deal with neighbour or inter-personal disputes involving residents in the area. If a committee member is approached by a resident and asked to take up a complaint or enquiry on their behalf, the committee member must refer them to the council. The committee will deal with matters relating to the maintenance, repair and upkeep of the external fabric of the area.

### **14 Finance**

Committee members cannot receive payment from the association other than for bona fide expenses, which have been submitted to the Treasurer not less than seven days before the next committee meeting.

## **15 Communications with Lambeth Council and outside bodies**

- a. Requests for statements to the media or other organisations should be made to the chair. Any communication must be notified to the committee.
- b. Communications sent on behalf of the association must be signed by the secretary and notified to the committee.
- c. Committee members must not divulge any association business, which is treated as confidential to other persons or organisations. Failure to comply with this will result in the issue being discussed at the next committee meeting as a breach of the Code of Conduct.

## **16 General**

- a. Committee members must never personalise issues and should be willing to recognise that everybody is entitled to express their point of view without unduly preventing progress of discussion on the agenda at a committee or general meetings.
- b. A serious breach of any of the association's code of conduct may result in a committee member, following a majority vote of the committee, being asked to resign.
- c. The committee will take decisions based on there being a unanimous agreement or a simple majority of those present if a vote is taken. Minority voters should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.
- d. Committee meetings must be held at times which are convenient to the majority of committee members. Every committee member must try to attend committee meetings regularly. If a committee member fails to attend three consecutive meetings without giving good reason, they will be deemed to have resigned. To prevent arguments about attendance at meetings, a record will be kept of those present at the meeting.

**Section 3: equal opportunities statement.**

The London Borough of Lambeth has a diverse, multi-cultural population containing people with a variety of abilities. This association recognises that all sections of the community have a positive contribution to make to the life of the borough. This association will represent the interests of all local residents to the best of its ability.

We will take steps to make our association as representative of the local community as possible. We will ensure that our meetings and any other association activities are accessible and welcoming to all local residents.

All individual members of the association will be responsible for helping the association to meet these aims.

Any resident who feels that they have not been treated fairly and equally by the association can raise this with the Resident Participation Officer.

**The constitution, code of conduct for committee members and the equal opportunities statement has been adopted at a public meeting of the association.**

Held at \_\_\_\_\_

On \_\_\_\_\_

Chair’s signature \_\_\_\_\_

Secretary’s signature \_\_\_\_\_