

# The Constitution of the Belgravia Residents' Association

## Contents

TITLE	2
AIMS AND OBJECTIVES	2
MEMBERSHIP	2
EXECUTIVE COMMITTEE	3
SUB-COMMITTEES	5
GENERAL MEETINGS	6
MINUTES	7
FINANCE AND ADMINISTRATION	7
ADAPTION OR AMENDMENT OF THE CONSTITUTION	8
WINDING UP	8

## TITLE

1. The name of the Association is the Belgravia Residents' Association (herein after referred to as "the BRA").

## AIMS AND OBJECTIVES

2. The aims and objectives of the BRA are to preserve, protect and enhance the character and amenities of Belgravia, as well as, to canvass, represent and safeguard the interests of its residents, businesses and other institutions in Belgravia, and to foster a perception of shared community.

## MEMBERSHIP

3. Ordinary Membership shall be open to all residents of Belgravia (as defined on the [BRA website](#)).
4. Ordinary Membership shall be open to all business and other entities located in Belgravia, and each such member will be represented by a designated individual.
5. Associate Membership may be extended at the discretion of the Committee (as defined below) to other individuals and entities not located in Belgravia, but which share interests in Belgravia. Associate Members may not exceed 10% of the total membership.
6. All Members shall pay a Membership Fee upon becoming a Member. The Membership Fee shall thereafter be paid annually on January 1<sup>st</sup> at a rate to be set at the preceding Annual General Meeting.
7. Members (both Ordinary and Associate) are entitled to vote at the Annual General Meeting or any other general meeting four months after their Membership is first paid.
8. Each Membership shall be entitled to one vote at general meetings. If more than one individual of a household wishes to vote, then additional Memberships may be subscribed by individuals of the household over 18 years of age.
9. Any BRA Member who disrupts or undermines the effective operation of the BRA or is actively involved in a competing organization or deliberately spreads misinformation about the BRA or any of its Members shall be dismissed without delay as a member of the BRA. The Nominations Committee will consider such action and its decision will be final.

## EXECUTIVE COMMITTEE

10. The management of the BRA shall be vested in the Executive Committee (“the Committee”), which shall consist of up to 12 Members of the BRA, who have been nominated by the Nominations Committee (as defined below) and elected at the AGM.
11. A Quorum of the Committee shall consist in six members of the Committee be 60% of the members of the Committee (to be computed by rounding up to the nearest whole number).
12. Each Committee Member shall be elected for a three year term at the AGM. No Committee Member shall serve more than two consecutive terms. No more than one Member from a household may serve on the Committee.
13. Committee Members are to be grouped in three tranches with one tranche of up to four Members being elected or re-elected at the AGM each year.
14. When a Committee Member resigns, a term expires or a vacancy otherwise occurs, the Nominations Committee may propose new Members to complete the unexpired terms of the Members or to increase the number of Members on the Committee. The new Committee Member filling an unexpired term that extends beyond the next AGM must be approved at the next AGM.
15. Members of the Committee recognize that discussions at meetings and all documents related to their role on the Committee are confidential and should not be shared with or communicated to non-Members. All documents and files in the possession of Committee Members are the property of the BRA. An individual leaving the Committee will hand over promptly these BRA file materials to the Chairman or the individual(s) assuming responsibilities of the leaving Committee Member. Failure to do so upon request in writing from the Chairman, will result in expulsion from the BRA and possible legal action to recover the BRA materials.
16. A Nominations Committee will be formed in advance of the AGM or whenever there is a vacancy to be filled in the Committee to nominate candidates to serve on the Committee. The Nominations Committee shall consist of the Chairman, the Vice Chairman and one other Member of the Committee. The Nominations Committee shall prepare short biographies of each candidate for consideration by the Membership at the AGM.

17. Members may also nominate candidates to serve on the Committee. Nominees must be BRA Members eligible to vote. Such nominations must be submitted in writing by a Proposer and a Secunder, both BRA Members eligible to vote. Each nomination should be accompanied by a short biography or CV outlining the candidate's qualification to serve on the Committee. Nominations must be received by the Secretary of the BRA at least 42 days prior to the AGM.
18. Decisions by the Executive Committee will be carried by a majority of the quorum in attendance. In the event of a tied vote, the Chairman shall cast the deciding vote.
19. The Executive Committee will establish Sub-Committees and appoint Members to serve on these Sub-Committees.
20. The Executive Committee may invite individuals to attend its meetings in a capacity as specialist advisors in order to address particular matters of their expertise of interest to the BRA. Such individuals need not be BRA members.
21. The Executive Committee shall meet at least four times a year. A meeting may be called by the Chairman, by the Vice Chairman or by a majority of the Committee.
22. Members of the Executive Committee must be sensitive to and declare potential or actual conflicts of interest with respect to matters under consideration by the Committee. Such a declaration shall require that the Member be excluded from voting on matters related to the declaration.
23. Members of the Executive Committee who miss three consecutive meetings may be dismissed from the Executive Committee.
24. The Committee may vote to suspend dismiss a member of the Committee with a two thirds majority of a quorum. Unless the cause for suspension dismissal is non-attendance, a member being brought up for suspension dismissal must be given the reasons in writing for the proposed suspension dismissal three days before the meeting, at which the proposed dismissal is to be considered. At the meeting the member must have an opportunity to respond. If the Committee then votes to suspend dismiss the member, the individual will step down immediately and return all files or other information belonging to the BRA, which were used or received in connection with being a member of the Committee.
25. The Committee shall approve the opening of bank account(s). Cheques or money transfers shall be authorized by any two of the following officers of the BRA: Chairman, Vice Chairman, Treasurer and Secretary.

26. The Committee shall have the authority to enter into financial commitments in support of the activities of the BRA.
27. The Officers of the BRA shall consist of Chairman, Vice Chairman, Treasurer, Secretary, and Heads of Sub-Committees for Communications, Environment, Membership/Social, Planning and Traffic together with any other Officers as the Executive Committee may appoint.
28. The Chairman shall be proposed in nomination and shall be elected or re-elected elected for a term of one year at the each AGM. The Chairman must be a member of the Committee. Before each AGM the Committee shall propose a candidate to serve as Chairman. Members may also nominate candidates to become Chairman. Nominations must be received by the Secretary at least 42 days prior to the AGM, and they must be approved by the Nominations Committee to be put forward at the AGM. If no candidate is elected as Chairman at the AGM, the Committee shall convene an EGM as soon as reasonably practical for the purpose of electing a Chairman. If no candidate is elected as Chairman at the EGM, or if a vacancy in the office of the Chairman otherwise arises, the Chairman shall be chosen by the Committee.
29. Within three weeks of the AGM the Committee will meet to confirm and/or appoint from within its membership the other officers of the BRA to serve through the next AGM.

## SUB-COMMITTEES

30. There shall be five Sub-committees: Communications, Environment, Membership/Social, Planning and Traffic.
31. Other Sub-committees may be constituted at the discretion of the Committee.
32. Sub-committees shall be chaired by a member of the Committee, who is one of at least two Committee members serving on each Sub-committee.
33. Chairmen of the Sub-committees will report regularly and promptly to the Committee.
34. Sub-committee Chairman may invite BRA Members eligible to vote to serve on the Sub-committees.
35. BRA Members appointed to the Sub-committee shall have a vote in making decisions at Sub-committee meetings.

36. If a Sub-committee vote is deadlocked, the Chairman of the Sub-committee shall cast the deciding vote.
37. Sub-committees shall meet as frequently as its members consider necessary to fulfil the Sub-committees' Terms of Reference, such terms to be approved by the Committee.

## GENERAL MEETINGS

38. The BRA shall convene its Annual General Meeting (AGM) in the month of November each year (or as close thereto as possible), at which the following items will be addressed:
  - Chairman's Report on the previous year's activities
  - Treasurer's Report, including the presentation of financial statements independently verified by a qualified independent accountant
  - Election of the Chairman
  - Election of the Executive Committee Members, and
  - Any other matter(s) disclosed when calling the AGM
39. Notice of the AGM shall be sent to Members not less than 28 days prior to the meeting. Such Notice shall include the list of nominations for election as Chairman and as Members of the Executive Committee, including both those individuals proposed by the Nominations Committee and any other candidates proposed by BRA Members and presented by or approved for election by the Nominations Committee.
40. The Executive Committee may convene an Extraordinary General Meeting (EGM) with 28 days prior notice, which notice may be waived at the discretion of the Committee.
41. An EGM may be convened by a petition of a minimum of 20% of Member eligible to vote. Such a meeting shall be held within 28 days of receipt of the petition. At least 14 days' notice will be given to BRA Members of such meeting.
42. BRA Members (both Ordinary and Associate) are eligible to vote at all General Meetings for months after their first Membership Fee is paid.
43. Each eligible Member shall be entitled to one vote on each resolution before any General Meeting. Instead of casting votes in person at a General Meeting, Members unable to attend a Meeting may exercise their votes via a postal voting form provided with the notice of the Meeting.

44. Any Member entitled to vote may authorize in writing (such authority to be satisfactory to the Chairman) another Member to vote on his behalf.
45. The Committee may organize a postal ballot of eligible Members to decide matters of importance, if in the opinion of the Committee circumstances make convening a General Meeting impractical.

## MINUTES

46. Minutes shall be produced for all Committee and Sub-committee meetings and sent to all Committee and Sub-committee members as soon as possible after the relevant meeting.
47. Minutes shall record all decisions taken at the meetings.

## FINANCE AND ADMINISTRATION

48. The Treasurer shall maintain the financial records of the BRA.
49. The Treasurer shall report on the financial condition of the BRA at each Committee meeting.
50. The Treasurer will prepare annual financial statements of income and expenditure together with a balance sheet for the fiscal year of the BRA ending December 31. The statements shall be reviewed by a qualified independent accountant. They will be reviewed and approved by the Committee prior to the AGM, at which the Treasurer will report on them. Copies of the annual financial statements shall be available to all BRA Members.
51. A register of all BRA Members shall be maintained by the Membership/Social Committee, which shall collect the Membership subscriptions and keep records of when such payments are received. These records shall be the basis for determining the Bra Members eligible to vote at General Meetings. These records shall be available to any BRA Member at General Meetings or upon giving reasonable notice to the Membership/Social Sub-committee.
52. The Members' Register shall be managed in conformity with Data Protection laws.

## ADAPTION OR AMENDMENT OF THE CONSTITUTION

53. Three quarters of Members present and eligible to vote at the AGM or EGM shall be required to adopt or amend the Constitution. Notice of proposed amendments must be sent with notice of the AGM or EGM.

## WINDING UP

54. At any General Meeting three quarters of the BRA Members present and eligible to vote may vote to wind up the BRA and to decide the disbursement on any surplus funds or other assets, which may be returned to Members or devoted to such charity or charities as may be determined by a simple majority of the Members present and voting at the General Meeting.