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Gemini Park Residents Association

Constitution v7

Gemini Park Residents Association

Constitution

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Gemini Park, Borehamwood Residents' Association

1. Name and Recognition

The name of Association is: Gemini Park Residents Association from here on shortened to GPRA.

The GPRA is fully recognised by the freeholder, Gemini Park Freehold Ltd and the Managing Agent at this time, Trinity. Gemini Park Freehold Ltd reserves the right to alter or amend Gemini Park without consultation, when it concerns the sites collective security or safety.

Gemini Park Freehold Ltd is granted the right to override or negate its recognition of the GPRA or seek to replace its executive, if it's executive repeatedly fails to meet the terms of this constitution. ⁽¹⁶⁾

2. Area

The GPRA is concerned with the entire Gemini Park site, represented by the geographical area as shown below highlighted in red, Block A (26 Properties), Block B (49 Properties) Block C (30 Properties) and Block D (64 Properties).

The three terraced houses on Bullhead Road which were part of the original development are now excluded from the GPRA as they are separated and their freehold is owned by Paradigm.



3. The aims of GPRA

- i) To represent the interests of the majority and promote membership to all the eligible residents as defined in part 5 of this constitution and within the defined area as shown in part 2 of this constitution.
- ii) To work hand in hand with Gemini Park Freehold Ltd.
- iii) To promote the interests and rights of residents and encourage them to be actively involved in the GPRA.
- iv) To ensure that all residents are consulted and informed regularly via e-mail and postings in block foyers.
- v) Improving the quality of life for residents.
- vi) To encourage a community spirit and sense of responsibility of all residents.
- vii) To be non party political.
- viii) To help clarify to all residents terms of their lease and its impact of them and other residents.
- ix) To take into account the views of children and young people who are not old enough to be voting members.
- x) To formally speak for the majority of Paradigm Housing residents whatever majority view is reached by residents revisited to the GPRA and within the scope of the GPRA mandate.

4. Equalities and Diversity

- i) The GPRA will actively seek to promote equal opportunities within Gemini Park and within its membership.
- ii) The GPRA will value diversity and promote good relations with all members of Gemini Park and not discriminate on the grounds of age, disability, race, faith, gender or sexual orientation.

- iii) The GPRA will provide information on all the ways that members can contribute their views, and how they can meet people's individual needs to attend meetings.
- iv) The GPRA recognises that all sections of Gemini Park have a positive contribution to make to life at Gemini Park. The GPRA will represent the interests of all residents to the best of its ability, and carry on the day to day business of GPRA in an efficient, fair and responsive way.
- v) GPRA will provide all new members with appropriate information and support and make them feel welcome at all times.
- vi) The GPRA in conjunction with Gemini Park Freehold Ltd will actively pursue the revocation of any flats lease whose occupants are proven to have broken the terms of their lease or are caught in any illegal act on site.

5. Membership

- i) Full Membership of GPRA is open to all persons or companies who own / hold title to a property on the Gemini Park site, in the defined area of the GPRA in part 2, and are over the age of 16. Long term residents (12 months or longer) that are renting properties can also be full members if the person or company they are renting from seeds them their right to participate. Such rights will be issued and must be returned to the Secretary to be ratified.
- ii) Every property belonging to a member shall have a copy of the constitution made available, contact details for committee members, details of any planned meetings and how to include an item on a meeting agenda.
- iii) As of May 2018 it has been decided there will be no initial subscription fees. Any membership or other fee's will be decided, reviewed and voted on only an Annual General Meeting (AGM). Any money raised by, or on behalf of, GPRA will be handed only to the elected Treasurer and used solely to further GPRA's aims.

- iv) Associate Membership is open to people who do not live in the GPRA area do not qualify as Full Members, however are interested in helping GPRA achieve its aims. The Committee will decide on a case by case basis whether to grant Associate Member status. Also on an individual basis whether or not to grant each Associate Member voting rights as and when it occurs.
- v) Voting membership will end when a member or company ceases to own or stops living in the area represented, has no further interest, dies, resigns, or by majority vote of the committee has breached the code of conduct towards Gemini Park residents or the GPRA. The Committee reserves the right to grant Voting or Non Voting rights, Associate Membership or reinstate Full Membership on a case by case basis.
- vi) In the event of reported and investigated breaches of the Constitution or Code of Conduct, membership of GPRA can be suspended or ended by a two thirds majority vote of the full Committee.
- vii) Notification of suspension or expulsion of a member must be given in writing to the member with a copy of the Constitution attached and reasons for the suspension or expulsion.

6. Appeals

Any member who has been suspended or had their membership terminated shall have the right to appeal. If a member wishes to appeal they have the right to ask the Secretary to arrange a special meeting to hear their appeal.

- i) Appeals must be made to the Secretary within twenty eight (28) days of receipt of the letter suspending them. A special meeting must be held to hear the appeal within twenty one (21) days of the Secretary receiving notification from the member.

- ii) The appeals panel shall include at least three ordinary members of GPRA who are not on the Committee and a representative of Gemini Park Freehold Ltd.
- iii) Any member appealing suspension shall have the right to bring a third party and also, if they wish, to be represented by the third party.
- iv) The decision of the appeals panel shall be binding on both parties.

7. Code of Conduct

- i) Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, discriminatory or violent behaviour will not be tolerated and will be grounds for suspension of individual members. In severe cases it may also lead to a revocation of the owners lease. The Chairperson and Committee members have the option to warn the member(s) of their behaviour. If they persist they can be suspended and any further action taken.
- ii) It is a condition of membership and all leases, that members at all times conduct themselves in a reasonable manner while within the Gemini Park site. A member may be suspended from GPRA for failure to observe this, or for any other conduct not in line with the aims of GPRA.
- iii) All committee and GPRA members must comply with the Constitution and Code of Conduct at all times. Any serious breach of the Constitution or Code of Conduct may result in committee members, following a majority vote of the Committee, being asked to resign and if appropriate, termination of membership as indicated in 5 (iv).
- iv) Members must strive to not personalise issues, and should be willing to recognise that everybody is entitled to express their point of view without unduly preventing progress of discussion.

- v) Voters should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.
- vi) Members cannot receive any payment from GPRA other than for bona fide expenses agreed by the Committee and approved in advance. Expense claims must be submitted to the Treasurer to be reimbursed. All paid expenses are noted at the next meeting and listed at the next AGM.
- vii) Members must never use their position to seek preferential treatment for themselves, their family, relatives or neighbours. Nor should they use their position to be treated more or less favourably when requesting services from the Council or other organisations.
- viii) Committee members must not divulge any association business which is treated as confidential to other persons or organisations except to Gemini Park Freehold Ltd.
- ix) Statements to the media, police or other organisations on behalf of GPRA should be made by the Chairperson or committee members with the prior approval of the Committee and Gemini Park Freehold Ltd.
- x) Correspondence sent on behalf of GPRA must be signed by the Secretary or Chairperson, agreed by the Committee and recorded in a log by the Secretary.
- xi) Any resident who feels that they have not been treated fairly and equally by the GPRA can raise this with the Committee who must then inform Gemini Park Freehold Ltd and respond to the issue within twenty eight (28) days.
- xii) Any complaints received about the conduct of GPRA or individual members will be taken to the Committee who will respond within twenty eight (28) days. The Committee will only deal with complaints that relate to the activities of GPRA and its members in relation to the Constitution and Code of Conduct. Committee members will not deal with neighbour or private inter-personal disputes in a property.

8. The Committee

- i) The Committee shall monitor the work, finances and membership of GPRA and cooperate fully with Gemini Park Freehold Ltd. There will be Biannual meetings between the GPRA Committee and Gemini Park Freehold Ltd as well as open lines of communication.
- ii) The Committee will produce and update a simple action plan throughout the year to be used to prepare an Annual Report to members at the AGM.
- iii) The Committee shall have a minimum of the following officers: Chairperson, Secretary and Treasurer with at least two further roles defined by the Chairperson and seconded. The Committee shall additionally have the power to appoint, if they wish a Vice-Chairperson, Vice-Secretary, Vice-Treasurer and any ancillary roles. Committee members shall be elected at an Annual General Meeting. The Committee will also include a named person or persons that the Council can contact for consultation.
- iv) Committee members shall normally be elected at an (AGM). Prior to the first AGM an interim / formation committee shall be self appointed with the sole purpose of ratifying the constitution, informing the residents, scheduling the initial AGM and arranging the nomination of the Committee.

Each initial nomination shall be made prior to the AGM, any member can nominate themselves or another. All nominations will be ratified at the first AGM by the membership.
- v) The Committee shall have a minimum of five (5) and a maximum of fifteen (15) members at any one time.
- vi) There shall be only one committee member per household.
- vii) The Committee may appoint sub-committees to carry out various activities of the GPRA. Sub-committees shall be directly accountable to the Committee via a sub-committee head who will have a seat on the Committee. The Committee will agree in advance

the terms of reference for any sub-committees, which may then act and apply any finance raised within these terms.

- viii) All sub-committees shall keep proper accounts and records of all meetings to be made available as required to the Committee, general meeting or AGM. The Committee, general meeting or AGM may dissolve any sub-committees. Any accounts, records or assets of the sub-committee will pass to the Committee.
- ix) Any vacancies on the Committee may be filled by co-opting members with full voting rights nominated by either a standing Committee member and two others in the committee or by four Full Members of the GPRA. They will hold a Committee seat until the next general meeting or AGM.
- x) Committee members shall declare any potential conflict of interest and withdraw from discussion and voting where appropriate.
- xi) The quorum for Committee Meetings shall be five (5) or 60 percent (whichever is the greater) of committee members. This quorum should also be applied when making decisions other than at meetings.
- xii) The committee has the power to make informed decisions via the use of feedback using electronic media outside of committee meetings. Any feedback gained by electronic or other means must be logged and recorded by the Secretary and formally approved at the next meeting (general or committee).

The purpose of using electronic media is to canvass the opinions of members and hold virtual discussions without the need to hold physical meetings.

- xiii) Committee meetings may be called by the Chairperson and Secretary, or at the request of one third of committee members. At least seven (7) days notice must be given.

- xiv) A minimum of three (3) committee meetings will be held in each calendar year. Notice of Committee meetings will be electronically distributed to all members and posted in the foyer areas of all Blocks.
- xv) All committee meetings are open to all members as observers.

9. Duties of the officers

- i) All the officers of GPRA have a duty to further all the aims of GPRA.
- ii) The Chair shall arrange, co-ordinate and conduct the meetings of GPRA and is responsible for communication with Gemini Park Freehold Ltd. If the Chair is absent, the Vice-Chair or other committee member will take over.
- iii) The Secretary is responsible for convening all meetings and giving the relevant notice to members. The Secretary shall ensure that a proper record is kept of all meetings of GPRA, its committees and sub-committees in the form of minutes. The Secretary shall keep a record of all correspondence, consultation and activities carried out on behalf of GPRA, and provide them as required by the Committee, general meetings or AGM. The Secretary shall maintain a register of both committee members and all other members of GPRA.
- iv) The Treasurer shall oversee all banking and financial arrangements outlined in part 14. Finance, be responsible for keeping proper accounts of income and expenditure and report on GPRA's financial matters to the Committee and AGM. All cheques must be signed by the Treasurer and Chairman and all receipts made into the into a bank account or building society account as directed by the committee.
- v) Any officer delegated to represent GPRA in consultation with any other body shall act on the instructions of the GPRA and shall report back to the Committee, general meeting or AGM whichever is the sooner.

- vi) The named officer for consultation will be responsible for ensuring that when responses are made they are representative of the views of GPRA and not those of an individual. The named officer will keep a record of responses and provide them as required by the Committee, general meeting or AGM.

10. Annual General Meetings

- i) GPRA shall hold an AGM once each calendar year and not more than fifteen months shall pass between one AGM and the next. All members must be informed of the AGM and be able to submit amendments, resolutions or motions no less than Forty (40) days before the date of the AGM.
- ii) The AGM shall:
Agree the minutes of the last AGM. The minutes will be distributed electronically and available to all members, no less than twenty (20) days post the AGM with a request for feedback.

Receive an Annual Report from the Committee, present a statement of accounts to members, elect committee members and agree rates for membership fees (if any)

Those members present can vote on amendments to the Constitution and consider any resolution put forward by members. All Full Members of the GPRA must submit nominations, amendments, resolutions or motions to the Committee electronically no less than fifteen (15) days prior to the AGM. Each amendment or resolution will be considered by the Committee and Gemini Park Freehold Ltd and the submitter informed of the decision reached. If ratified the amendment or resolution will be distributed with the AGM agenda to all members no less than seven (7) days prior to the AGM.

- iii) Any member over the age of eighteen (18) shall be entitled to stand for election to the Committee, except for any youth committees where members over the age of sixteen (16) can stand.

- iv) Nominations for the Committee must be received by the Secretary in writing at least twenty days before the meeting, unless the Committee makes a decision to accept nominations at the AGM.
- v) Nominees should be present at the AGM unless they are unable to attend due to illness, holiday, etc. At the discretion of the Committee a Nominee may virtually attend the meeting using video conferencing. The Secretary must be informed before the meeting.
- vi) An independent observer shall attend each AGM and confirm the meeting was arranged and conducted in accordance with GPRA's Constitution.

The independent observer can be one of the following:

- An Elected Councillor
 - A Council Officer
 - A committee representative from another Resident's Association.
 - A person of professional standing who is not a resident of Gemini Park.
 - A member of the emergency services
- vii) The Freeholder and the Managing Agent must receive in writing not less than twenty one (21) days notice of the AGM followed by the agenda once completed. Notice of the AGM shall be electronically distributed and also displayed on public notice boards in the foyer's of each Block.
 - viii) Any member entitled to vote may at an AGM during "Any Other Business" demand a poll, which if agreed by fifteen (15) or more Full Members, shall be taken forthwith.
 - ix) Outside of Membership, the AGM will be announced to and may be attended by representatives of: Paradigm Housing, Hertfordshire Police, Trinity Management, Gemini Park Freehold Ltd and any 3rd party Stakeholder. Any Member can invite a 3rd party with committee approval.

11. Special General Meetings

- i) A special general meeting may be called either by the Committee or if requested by at least fifteen (15) members (approximately 10% of represented properties (Respondents)). A special general meeting can also be called by Gemini Park Freehold Ltd. Clear and concise reasons for the meeting must be put in writing to the Committee to be approved.
- ii) Notice of special meetings and the reason they are being called shall be electronically distributed to the Respondents these meeting are restricted to the Committee and the Respondents. At least seven (7) days notice shall be given for an special general meeting
- iii) Discussions of a confidential nature may be decided by a majority vote of the Committee to be closed with no notice given.
- iv) Representatives of both the GPRA and Gemini Park Freehold Ltd must be represented at all special general meetings.

12. Ordinary General Meetings

- i) Ordinary General Meetings are open to all people living in the defined area. Everyone from the defined area present is entitled to vote on proposals put forward.
- ii) Ordinary general meetings can only be called by the GPRA Executive or Gemini Park Freehold Ltd. Both must be represented at the meeting.
- iii) Decisions at the Ordinary General Meeting shall be binding on the Committee.
- iv) At least seven (7) days notice shall be given for an ordinary general meeting. Every eligible household will receive notice of the Ordinary General Meeting which will be electronically distributed and also displayed on public notice boards in the foyer's of each Block with Agenda.
- v) The quorum for an Ordinary General Meeting shall be a minimum of fifteen (15) people, including committee

members. Representing approximately 10% of properties in Gemini Park

- vi) If a member believes an item to be of a confidential nature this must be made known to the Chairperson before commencement of business. The Committee must decide if the item is to be discussed in a closed session at the end of the general meeting or included in a Special Meeting.

13. Voting

- i) Decisions at meetings (except those dealing with alterations to the constitution) shall be taken by a majority of 60% or greater of those voting at that time, including any proxy votes.
- ii) As GPRA speaks for all Members, 5 or more voters against any decision can request a specific reason for voting against the majority to be taken into account. This will not repeal the decision but allows for their views to be taken into account as the implementation of the decision moves forward.
- iii) The named voting proxy must be a general committee member. The Secretary must be informed of the proxy not later than three (3) days before the meeting. Each member has only one vote that can be proxied.
- iv) In the event of a tie of the vote the Chairperson of the meeting shall have the casting vote. The Chairperson of the meeting shall not otherwise vote on any resolution.
- v) The counted vote and the numbers of members attending shall be counted and recorded in the minutes.
- vi) Alterations to the Constitution require a two-third majority of those present and voting at an Ordinary General Meeting or AGM. Full details of proposed changes must be circulated at the next AGM.

- vii) Conflict of interest must be declared. A member who declares conflict of interest should then withdraw from the discussion and voting on the issue in question.
- viii) The results of all votes must be shared with Gemini Park Freehold Ltd or they can not be actioned.

14. Minutes

All formal meetings must be minuted and the draft minutes distributed to the Committee, Landlord and Managing agent within 7 days of the meeting taking place. All minutes have to be formally approved by the Committee for next meeting (special, ordinary or AGM)

15. Finance

- i) The financial year shall end on 31st March and an accurate record of any income and expenditure will be produced each year at the AGM and be made available to all members at that time on request.
- ii) Partial accounts, if any, should be open to inspection by members on request
- iii) All monies raised by or on behalf of GPRA shall be applied to further the aims of GPRA and for no other purpose.
- iv) GPRA will carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation.
- v) Account(s) must be opened in the name of GPRA. Cheques, transfers and other banking instruments or instructions shall be signed by the Treasurer and the Chairperson of the Committee.

- vi) Signatories must not be related to, or be members of, the same household.
- vii) Proper records of all transactions including petty cash transactions must be kept.
- viii) Finances raised for or on behalf of any sub-committee must be applied only within the terms agreed by GPRA Committee.
- ix) The committee is not authorised to incur any overdraft.

16. Dissolution

The Committee, or if a committee no longer exists, a majority of remaining Full Members of GPRA, can propose that GPRA should be dissolved. Also as stated in Point 1, Gemini Park Freehold Ltd can dissolve the GPRA. Regardless of the origin the petitioner must give at least fourteen (14) days notice to all eligible members that a meeting is taking place proposing to dissolve GPRA. For the sole purpose of dissolution a quorum need not apply, and GPRA may be dissolved by a two-thirds majority of those present. Any assets remaining after settling any liabilities shall be applied for the benefit of Gemini Park in accordance with the aims of GPRA.

If the GPRA is found to have repeatedly disregarded the terms of this constitution Gemini Park Freehold Ltd, post disclosing the incidents can dissolve the committee and force an AGM to vote in a new committee.

If the Committee is found to have behaved with gross misconduct, this will be disclosed and the committee disbanded.

17. Issues / Errors

Any issues with or errors found in this constitution should be communicated to the committee of the Residents Association to be addressed or amended.