



Constitution of the

# **Century Wharf Residents Association**

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## 1. The Association

The name of the association is **Century Wharf Residents Association**

## 2. Location

The Association covers all phases of the Century Wharf residential development in Dumballs Road, Cardiff Bay and includes all leasehold apartments and townhouses.

## 3. Aims

The aims of the Association are:

- a) To represent the interests and promote the exercise of leaseholders and residents rights and the maintenance of their amenities and environment.
- b) To ensure that all leaseholders and residents are consulted and informed regularly.
- c) To represent the interests of the residents within the local community, with the local authority, management company and freeholders.
- d) To assist and promote social activities for recreation and enjoyment, encourage community spirit and a sense of responsibility.
- e) To be non-party political.
- f) To take into account the views of children and young people who are not old enough to be voting members.

## 4. Equality and Diversity

- a) The Association will actively seek to promote equal opportunities within the community and within its membership.
- b) The Association will value diversity and promote good relations with all members of the community and not discriminate on the grounds of age, disability, race, faith, gender or sexual orientation.
- c) The Association will ensure that where possible meetings will be held in venues that are accessible.
- d) The Association will provide information on ways that members can contribute their views, and how they can help meet people's individual needs.
- e) The Association recognises that all sections of the Century Wharf community have a positive contribution to make to the development as a whole and will represent the interests of leaseholders and residents to the best of its ability

and carry on the day to day business of the Association in an efficient, fair and responsive way.

- f) The Association will provide all new members with appropriate information and support and make them feel welcome at all times.

## **5. Membership**

- a) Membership of the Association is open to all leaseholders of Century Wharf who are over the age of 16. Associate membership is open to all other residents living in Century Wharf on an assured shorthold tenancy agreement.
- b) Every member shall receive a copy of the constitution, contact details for committee members, details of any planned meetings and how to include an item on an agenda.
- c) Any membership fee will be decided and reviewed at the Annual General Meeting (AGM). Any money raised by, or on behalf of, the association will be used only to further the Association's aims.
- d) Membership will end when a member dies or resigns. Membership will also end if a full member surrenders their lease and in the case of Associate Members, they no longer reside in Century Wharf.
- f) In the event of breaches of the Constitution or Code of Conduct membership of the Association can be suspended or ended by a two thirds majority vote of the Committee (of those present).
- g) Notification of suspension of a member must be given in writing to the member with a copy of the Constitution attached.

## **6. Appeals**

- a) 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.
- b) 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.
- c) The appeals panel shall include at least three ordinary members of the association who are not on the Committee.
- d) 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.
- e) The decision of the appeals panel shall be binding on both parties.

## 7. Code of Conduct

- a) Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, or discriminatory behaviour will not be tolerated and will be grounds for suspension of individual members. The Chairperson and committee members have the right to warn the member(s) of their behaviour. If they persist they will be suspended until further notice.
- b) It is a condition of membership that members at all times conduct themselves in a reasonable manner at meetings or in premises used by the association. A member may be suspended from the Association for failure to observe this, or for any other conduct not in line with the aims of the Association.
- c) All committee and association 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, their membership terminated.
- d) 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.
- e) Voters should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.
- f) Members cannot receive any payment from the Association other than for bona fide expenses agreed by the Committee and approved in advance. Expense claims must be submitted to the Treasurer promptly and at the latest seven (7) days before the next committee meeting.
- g) Members must never use their position to seek preferential treatment for themselves, their family or relatives. Nor should they use their position to be treated more or less favourably when requesting services from the Council or other organisations.
- h) Committee members must not divulge any association business which is treated as confidential to other persons or organisations.
- i) Statements to the media or other organisations on behalf of the Association should be made by the Chairperson or committee members with the prior approval of the Committee to ensure there is a consistent response.
- j) Correspondence sent on behalf of the Association must be signed by the Secretary or Chairperson, agreed by the Committee and recorded in a log by the Secretary.

- k) Any resident who feels that they have not been treated fairly and equally by the Association can raise this with the Committee who will respond within twenty-eight (28) days.
- l) Any complaints received about the conduct of the Association or individual members will be considered by the Committee who will respond within twenty-eight (28) days. The Committee will only deal with complaints that relate to the activities of the Association and its members in relation to the Constitution and Code of Conduct. Committee members will not deal with neighbour or inter-personal disputes.

## 8. The Committee

- a) The business of the Association will be conducted by a Committee (Officers) who shall be elected from the full members of the Association at the Annual General meeting. The Committee will consist of a Chairperson, Secretary and Treasurer and not less than three other members. The Committee shall have the power to appoint if they wish a Vice- Chairperson, Vice-Secretary and Vice-Treasurer. The maximum number of committee members shall be ten (10).
- b) The Committee will monitor the work, finances and membership of the Association and may appoint sub-committees to carry out its activities in accordance with agreed terms of reference, with at least one committee member sitting on such sub-committee.
- b) All sub-committees, which may be dissolved by the Committee or general meeting, shall keep proper accounts and records of all meetings which will be provided to the Committee or general meeting.
- c) 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.
- d) Any vacancies on the Committee may be filled by co-opting members with full voting rights until the next general meeting or AGM.
- j) Committee members shall declare any potential conflict of interest and withdraw from discussion and voting where appropriate.
- k) The quorum for Committee Meetings shall be a minimum of 4 committee members. This quorum should also be applied when making decisions other than at meetings.
- l) The committee has the power to consult and make decisions through the use of electronic media outside of committee meetings. Any vote held by electronic or other means must be logged and recorded by the Secretary and formally approved at the next meeting (general or committee).

- m) Committee meetings may be called by the Chairperson and Secretary, or at the request of one third of committee members. At least twenty-one (21) days notice must be given.
- n) A minimum of four (4) committee meetings will be held in each calendar year.
- o) Committee meetings are open to all members as observers who may be invited to speak but not vote.
- p) The Committee may from time to time invite representatives of the freeholder, managing agent, statutory or voluntary agencies to assist in carrying out their functions in accordance with the aims of the constitution.

## **9. Duties of the officers**

- a) All the officers of the Association have a duty to further the aims of the Association.
- b) The Chair shall conduct the meetings of the Association and in absentia, the Vice- Chair or other committee member will assume responsibility.
- c) 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 the Association, 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 the Association and provide them as required by the Committee or general meetings. The Secretary shall maintain a register of committee members and paid up members of the Association.
- d) The Treasurer shall oversee all banking and financial arrangements, be responsible for keeping proper accounts of income and expenditure and report on the Associations financial matters to the Committee and AGM. All financial transactions must be authorised by the Treasurer and one other committee member.

## **10. Finance**

- a) Accounts should be open to inspection by members on request
- b) All monies raised by or on behalf of the Association shall be applied to further the aims of the Association and for no other purpose.
- c) The Association will carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation.



## 11. Liability

The Committee may arrange such insurance as is reasonably necessary to indemnify officers of the Association carrying out their duties providing that always they act in good faith, in accordance with the constitution and do not bring the Association into disrepute.

## 12. Meetings

In exceptional circumstances and where such deviation is permitted by current or future Government Advice, meetings may be held by phone/video or electronic means and voting arrangements may be held electronically or by post.

Such decisions will be recorded in the minutes giving full details of those circumstances.

- a) The Association shall hold an AGM once each calendar year and not more than fifteen months shall pass between one AGM and the next.
- b) The AGM shall:
  - Agree the minutes of the last AGM
  - Receive an Annual Report from the Committee
  - Present a statement of accounts to members
  - Elect committee members
  - Agree rates for membership fees (if any)
  - Vote on amendments to the Constitution
  - Consider any resolution put forward by members
- c) Any full member over the age of sixteen (16) shall be entitled to stand for election to the Committee.
- d) Nominations for the Committee must be received by the Secretary in writing at least seven days before the meeting, unless the Committee makes a decision to accept nominations at the AGM.
- e) Nominees should be present at the AGM unless they are unable to attend due to illness, holiday, etc at the discretion of the Committee. The Secretary must be informed before the meeting.
- f) An independent observer may be invited to attend each AGM and confirm that the meeting was arranged and conducted in accordance with the Association'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.
- g) All members must receive in writing not less than twenty-one (21) days notice of the AGM. Notice of the AGM shall be displayed on public notice boards in Century Wharf and by any electronic means.

### **13. Special General Meetings**

Save as in any 'exceptional circumstances' as outlined in Paragraph 12, a special general meeting may be called by the Committee or if requested by at least 20% of the members.

### **14. General Meetings**

Save as in any 'exceptional circumstances' as outlined in Paragraph 12:

- a) At least twenty-one (21) days notice will be given of General meetings which are open to all members of the Association.
- b) Decisions of the General Meeting shall be binding on the Committee.
- d) The quorum for a general meeting shall be a minimum of 20 members, including committee members.
- e) 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.

### **15. Voting**

Save as in any 'exceptional circumstances' as outlined in Paragraph 12:

- a) Decisions at meetings (except those dealing with alterations to the constitution) shall be taken by a simple majority of those voting. Only Full Members present are entitled to vote on proposals put forward on a one person one vote basis.
- b) Members may nominate a proxy over the age of 16 to vote and speak on their behalf whose details must be notified in writing to the Secretary not less than seven (7) days before the meeting. Each member has one vote.
- c) 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.
- d) Counted vote is needed and the numbers shall be counted and recorded in the minutes.



- e) Alterations to the Constitution require a two-third majority of those present voting at a general meeting. Full details of proposed changes must be circulated at the next general meeting.
- f) 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.

## 16. Minutes

Minutes will be taken of all formal meetings and formally approved by the next meeting (committee or general).

## 17. Dissolution

The Committee, or if a committee no longer exists, a majority of remaining members of the Association, can propose that the Association should be dissolved. They must give at least fourteen (14) days notice to all eligible members that a meeting is taking place proposing to dissolve the Association. For the sole purpose of dissolution, a quorum need not apply, and the Association 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 the Century Wharf community in accordance with the aims of the Association.

This Constitution was agreed by Members of the Association at a meeting held on Tuesday 24<sup>th</sup> November 2020.

Signed



Chair

Gareth Griffiths

Signed



Secretary

Carl Tubbs