

Dibdin House Residents' Association Constitution

1. Name of the Association

(i) The name of the association shall be the **Dibdin House Residents' Association** (the "Association").

2. Aims of the Association

(i) To safeguard and promote the interests of Dibdin House residents (the "Residents") on all matters concerning housing and the environment of the estate and the social and community life.

3. Membership

(i) Any Resident may upon application become a member of the Association (each a "Member" and together, the "Members").

(ii) Membership shall be open, regardless of nationality, political party, race, sexual orientation, or religious opinions, to all Residents over the age of 16.

(iii) Only one vote per flat will be given in the case that there is more than one Member resident in any one flat.

4. Committee

(i) A committee shall be elected from the Members to carry out the business of the Association (the "Committee").

(ii) The Committee shall consist of a Chairperson, an optional Co-chairperson, a Secretary, an optional Co-secretary, a Treasurer and up to four other Members. The initial founding Committee is detailed in the attached list.

(iii) The Committee shall be elected annually at the annual general meeting of Members (the "AGM"). If there are no resignations or proposed new members the existing Committee may continue to act.

(iv) The Committee shall carry out the reasonable duties given to them at the AGM.

(v) Grainger plc (or any subsidiary or member of the same group of companies as Grainger plc) ("Grainger") may send two representatives to any meetings of the Association and such representatives shall be entitled to take part in the proceedings but shall not be entitled to vote.

(vi) Any elected Committee member may be asked to stand down if requested to do so by more than two thirds of the Committee.

5. Annual General Meeting

(i) Within four months of the end of each accounting year, the Committee shall convene the AGM at which the Committee shall make a report of its activities and present a statement of accounts.

(ii) The Secretary shall advertise within Dibdin House details of the AGM not less than 14 days before the meeting.

6. Other General Meetings

(i) A special general meeting ("SGM") open to all Members will be held if either: (a) called on the requirement of the Committee; or (b) not less than 10% of the Members submit in writing, a request for such a meeting to the Secretary, who shall arrange for such a meeting to take place as soon as practically possible taking into account the relevant notice period for that particular SGM.

(ii) In all cases the Secretary will give at least 14 days' notice of all SGMs to each of the Members.

7. Quorum and Voting

(i) 25% of Members present in person or present by proxy shall form a quorum at AGMs or SGMs, and, if a quorum is not present, the meeting shall be adjourned to another day when a quorum can be met.

(ii) Subject to clause 3(iii), all Members shall have the right to vote at an AGM or a SGM.

(iii) Any Member entitled to vote may authorise in writing (in a form deemed satisfactory to the Chairperson) another Member to vote on their behalf at an AGM or a SGM.

8. Finance

(i) The Chairperson, Secretary and Treasurer shall be trustees of the Association's assets. Of these, any two shall be empowered to sign instructions for the spending of the Association's funds.

(ii) The Treasurer shall keep separate records of all financial transactions undertaken by the Association, and report thereon to the Committee.

(iii) The Treasurer shall prepare a statement of accounts each year made up to 31 December.

(iv) The accounts shall be examined at least once a year by a person who is approved by a majority of the Committee.

9. Independence

(i) The Association shall act independently from Grainger in relation to Dibdin House.

10. Changes to Constitution

(i) The Constitution may only be altered at the AGM or at an SGM.

(ii) All proposed changes to the Constitution must be submitted in writing to the Secretary at least seven days before the meeting.

(iii) Any changes to the Constitution must be agreed by a majority of two thirds of the Members present at the meeting.

11. Dissolution of the Association

(i) The Association may only be dissolved by a SGM called for that purpose.

(ii) Such a meeting must be advertised at least 14 days before the date of the meeting.

(iii) A proposal to dissolve the Association shall only take effect if agreed by two thirds of the Members present at the meeting.

(iv) All funds and documents relating to the Association shall be disposed of in accordance with the wishes of the meeting.

Any assets remaining after the satisfaction of any debts and liabilities shall be applied towards charitable purposes for the benefit of the Residents as the Association decides.

This Constitution was adopted on

Signed:
Chairperson Polly Robertson

Chairperson
Fiorina Fortunato

Signed:
Secretary Dan Brickley

Secretary
Stephen Dailey

Signed:
Treasurer Jennifer Fee