

CONSTITUTION as amended 17 November 2016

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1.0 The Association's Name

- 1.1 The name of the Association shall be "Sutherland Grove Conservation Area Residents' Association" ["the Association"]. It may also use the operating names "SGCARA", "Sutherland Grove and Area Residents' Association", and "SG&ARA".

2.0 The Association's geographic area of benefit

- 2.1 The Association's geographic area of benefit ["area of benefit"] comprises the following:
 - a. Sutherland Grove Conservation Area as designated by the London Borough of Wandsworth on 23 November 1992 as "an area of special architectural or historic interest, the character and appearance of which it is desirable to preserve or enhance"; and
 - b. such other associated areas as have been duly agreed at a General Meeting of the Association.
- 2.2 The land within the geographic area of benefit includes the following land, roads and residential properties to which the roads provide access:
 - a. within the Sutherland Grove Conservation Area as designated by the London Borough of Wandsworth in 1992: Sutherland Grove east side properties up to 164 inclusive even numbers, and west side properties up to 147 inclusive odd numbers including the sites of the former Whitelands College and former Wandsworth School; Girdwood Road; Skeena Hill north side properties up to 80 inclusive even numbers, and south side properties up to 61 inclusive odd numbers; Combemartin Road; Artemis Place; Arcadian Place; Augustus Road north side properties from 1a up to 43 inclusive odd numbers only; and
 - b. outside the Sutherland Grove Conservation Area as designated by the London Borough of Wandsworth in 1992: Sutherland Grove east side properties from 166 up to 176 inclusive even numbers; Whitefield Close; Skeena Hill west end south side properties from 63 up to 89 inclusive odd numbers; Augustus Road south side properties from 2 up to 18 inclusive even numbers; Albert Drive south side properties from 1 up to 7 inclusive odd numbers.

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2.3 Any proposal to remove from or add to the geographic area of benefit shall be subject to a duly proposed Special resolution passed by a majority of not less than two-thirds of those paid-up Members entitled to cast a vote who are present and voting at an Annual General Meeting of the Association.

3.0 The Association's Purpose

3.1 The Purpose of the Association shall be to promote and assist the preservation, conservation, protection, enhancement and improvement of the geographic area of benefit together with the amenities available to it, and to discourage anything which would tend to be detrimental to the area or its amenities.

4.0 Voting Membership of the Association

- 4.1 An individual shall be eligible to apply for Voting Membership of the Association if he / she:
- a. has completed the application form including confirming in writing his / her support for the Purpose of the Association and willingness to abide by the Constitution; and
 - b. has tendered the appropriate fees; and
 - c. is resident in a residential property situated within the area of benefit; and
 - d. is aged 18 or over.
- 4.2 In respect of any such residential property, a maximum of two individuals qualified in accordance with para 4.1 above shall be eligible to make a joint application for Voting Membership as Alternate Voting Members.
- 4.3 Upon a counted vote by paid-up Members entitled to cast a vote, whether by show of authorised voting cards, or by written ballot at a duly convened General Meeting, or by written ballot sent to such Members at their residential property addresses within the area of benefit, a single vote only shall be available in respect of any such residential property.
- 4.4 An individual's term as a Voting Member of the Association shall commence following receipt and registration by the Association of a duly completed application and appropriate fees, and shall continue until terminated.
- 4.5 An individual's term as a Voting Member of the Association shall terminate upon receipt by the Association of notice of the individual's death, or the individual's written resignation. An individual's term as a Voting Member of the Association may be terminated by the Committee if the individual has ceased to be eligible for such Membership, or if the fees due by the individual remain unpaid without good reason.
- 4.6 The period covered by a Voting Member's paid subscription shall, unless his / her term as a Voting Member terminates earlier, end on 31 December each year, subject to the Committee's discretion in the interests of the efficiency of the Association to determine a change to the subscription-end date.
- 4.7 Any paid-up Voting Member shall have the right to attend any General Meeting and to be nominated for election to the Committee.
- 4.8 Due Notice of the Annual General Meeting and of any Special General Meeting of the Association shall be provided to every Voting Member. Such Notices of General Meetings either shall be sent to the Member's residential property address within the area of benefit; or, if the Member has taken up an offer made by the Committee of electronic service of Notices, shall be sent electronically to the Member's electronic address supplied to the Association for the purpose and, at the Committee's discretion, may be sent to both the property address and the electronic address.

5.0 Subscriptions and fees payable to the Association

5.1 Amounts payable to the Association in respect of fees, subscriptions or services shall be set by the Committee.

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6.0 Powers and duties of the Committee

- 6.1 The affairs of the Association shall be managed and administered by the Committee. The Committee shall implement the Purpose of the Association, the Association Constitution, and duly passed resolutions of Voting Members of the Association. Subject thereto, the Committee's powers and duties shall include:
- a. ensuring that matters which might change or adversely affect the geographic area of benefit or amenities associated with it are monitored, consulted upon and considered by the Committee as appropriate, including environmental, planning, building, transport, and policing matters;
 - b. setting strategic direction and priorities for the Association;
 - c. advancing knowledge and understanding about matters relevant to the area of benefit, including ensuring the production of appropriate information for dissemination;
 - d. maintaining links with residents within the area of benefit including arranging, as appropriate, meetings of all residents and / or of sub-groupings of residents, and publication of news and other information to such residents through paper-based and / or electronic media;
 - e. maintaining links with relevant external parties including providers of local planning and other services and their representatives;
 - f. ensuring that the Association's formal General Meetings are duly convened, conducted and minuted, that discussions are appropriately led and facilitated, that decisions are duly made, that minutes of meetings, correspondence and other records are safeguarded, and that the Association's finances are duly administered;
 - g. keeping under review, determining, and allocating as appropriate the tasks and roles, including Honorary Officer roles, needed to carry out Committee duties;
 - h. following each Annual General Meeting, electing at least two Honorary Officers from the Committee, retiring Officers being eligible for re-election;
 - i. as thought fit, making, keeping under review and varying Rules for the conduct of Committee business;
 - j. carrying out such other duties as necessary for the proper management and administration of the Association's affairs.
- 6.2 The quorum for the Committee shall be at least half the Members of the Committee, including at least two Honorary Officers, present at a duly convened Committee meeting.

7.0 Arrangements for appointments of Committee Members

- 7.1 The number of Voting Members on the Committee shall be 9, unless determined otherwise for the forthcoming year by an Ordinary resolution at a General Meeting upon the recommendation of the Committee, subject to a minimum number of 5.
- 7.2 All candidates for election as Members of the Committee shall be paid-up Voting Members of the Association and shall be nominated either by the Committee or by any two paid-up Voting Members of the Association. Every nomination shall be in writing signed on behalf of the Committee or by the nominating Members; shall be accompanied by a written consent to serve, if elected, signed by the Member nominated; and shall be received by the Association not later than seven days before the date fixed for the Annual General Meeting.
- 7.3 All Members of the Committee shall retire each year, with effect from two weeks after the Annual General Meeting. Retiring Committee Members who are otherwise eligible may be proposed for re-election at any Annual General Meeting.
- 7.4 Members of the Committee shall be elected at the Annual General Meeting, subject to the power of the Committee to fill a vacancy between Annual General Meetings.
- 7.5 If a Committee Member misses three consecutive Committee meetings of which due notice has been given to every Committee Member, the Committee may, at its discretion, terminate his / her membership of the Committee.

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- 7.6 The Committee shall have the power, when it considers it advisable:
- a. if an Honorary Officer or other Committee Member carrying out a particular role is no longer able to serve in that role during the period between Annual General Meetings, to elect another Member of the Committee to serve in that role; and / or
 - b. to invite one or more paid-up Voting Members to attend one or more Committee meetings on a non-voting basis as necessary for such periods of time as it may determine; and / or
 - c. to co-opt a paid-up Voting Member to voting membership of the Committee to fill any vacancy on the Committee, subject to the proposed co-option being passed by a majority of not less than two-thirds of the Committee.

8.0 Conduct of Committee business

- 8.1 The Committee shall fix the dates and arrangements for its meetings, subject to there being no less than three Committee meetings during a calendar year, and to a meeting being held at any time when determined by the Honorary Chair or at the request of any 4 members of the Committee. Unless every Committee Member agrees to accept shorter notice, at least 7 days' prior notice of the date, time and place of a proposed Committee meeting shall be given to all Committee Members.
- 8.2 It is the duty of every Honorary Officer and other Committee Member who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which he or she is present to declare, in advance, such an interest, and he / she shall not be present during discussion of such item except by invitation of the Honorary Chair (or in his / her absence the chair of the meeting), nor vote thereon.
- 8.3 Decisions of the Committee shall be taken by simple majority vote of those Committee Members present in person and voting and, in the event of an equality of votes, the Honorary Chair (or in his / her absence the chair of the meeting) may exercise a second and casting vote.
- 8.4 The Committee shall ensure that minutes of all Committee meetings and General Meetings are taken, distributed, presented and confirmed as a correct record. Committee meeting minutes shall be distributed prior to and subject to confirmation at the next meeting of the Committee. Annual General Meeting minutes shall be presented to and subject to confirmation at the next Annual General Meeting. Special General Meeting minutes shall be presented to and subject to confirmation at the next General Meeting, whether Special or Annual.

9.0 The Association's financial transactions

- 9.1 The accounting period of the Association shall run to 31 December each year, subject to the Committee's discretion in the interests of the efficiency of the Association to determine a change to the accounting end date.
- 9.2 All sums receivable and the Association's bank accounts shall be administered by the Honorary Treasurer. All expenditure shall be authorised by the Committee and administered by the Honorary Treasurer. All cheques drawn on the Association's bank account and any other instructions to the Bank shall be signed by two Committee Members authorised by the Committee to act as signatories on behalf of the Association.

10.0 The Association's accounts

- 10.1 The Honorary Treasurer shall keep accurate and proper books of account as will enable him / her at Committee meetings, at the Annual General Meeting and at such other times as may reasonably be required to present a full and accurate report and statement concerning the finances of the Association.

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11.0 The Association's financial statements and examiner or auditor

- 11.1 An examiner or auditor, who shall not be a Member of the Committee, shall be proposed and subject to election each year at the Annual General Meeting to serve for one year. A retiring examiner or auditor who is otherwise eligible may be proposed for re-election at any Annual General Meeting.
- 11.2 The financial statement presented to the Annual General Meeting shall be a fair and accurate summary of income and expenditure of the Association for the period covered by the statement and of the financial assets at the close of the period, and shall be examined / audited by the examiner or auditor.

12.0 Annual General Meetings of the Association

- 12.1 The Committee shall convene an Annual General Meeting to be held in each calendar year at such time as the Committee shall determine, provided that the interval between one Annual General Meeting and the next shall not exceed 18 calendar months. At least 21 clear days' written notice of an Annual General Meeting shall have been sent to all Voting Members specifying any Special business to be considered at the Meeting.
- 12.2 The Ordinary business to be transacted at the Annual General Meeting shall be to confirm the Minutes of the previous Annual General Meeting and if appropriate of any subsequent General Meeting; to receive from the Committee a report on the previous year, the examined or audited accounts and Honorary Treasurer's report for the previous accounting year; to determine, upon any recommendation of the Committee, the number of Members to serve on the Committee for the forthcoming year; and to elect Members to the Committee, and the examiner or auditor, to serve for the forthcoming year. The Annual General Meeting may also deal with any other Special business of which written notice has been sent to Voting Members with the notice of the meeting. In addition to formal Association business, other informal business may be taken for report or discussion which the Honorary Chair (or in his / her absence the chair of the meeting) in his / her discretion may permit.
- 12.3 A Voting Member wishing to request that a particular matter be reported upon or discussed at the Annual General Meeting shall notify the Committee, setting out in writing the nature of the matter, at least 7 days in advance of the meeting to enable the proper planning of business at the meeting.
- 12.4 An Annual General Meeting shall be deemed quorate to conduct Ordinary Annual General Meeting business, and Special business of which due notice has been given, where at least 25 paid-up Members entitled to cast a vote have been duly registered as present at the start of the meeting and, for Special business, are present when any vote is taken on such Special business.

13.0 Special General Meetings of the Association

- 13.1 From time to time, it may be desirable to convene a Special General Meeting additional to the Annual General Meeting for the purpose of transacting one or more items of formal business concerning the Association. The Committee may convene a Special General Meeting when it thinks fit. Following a written request signed by at least 25 paid-up Members entitled to cast a vote, such request setting out the reasons why a Special General Meeting should be held and the business proposed to be transacted at the Meeting, the Committee shall ensure that such a Meeting is held within 12 weeks of the request being received, if valid. At least 21 clear days' written notice of a Special General Meeting shall have been sent to all Voting Members, specifying the business to be considered at the Meeting.
- 13.2 A Special General Meeting shall be deemed quorate to conduct business of which due notice has been given where at least 45 paid-up Members entitled to cast a vote have been duly registered as present at the start of the meeting and are present when any vote is taken.

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14.0 Procedures for voting by Association Members

- 14.1 For Ordinary business at Annual General Meetings, subject to paras 14.2, 14.3 and 14.4 below, voting may be conducted by show of hands.
- 14.2 For Ordinary business at an Annual General Meeting if directed by the chair of the meeting or requisitioned at the meeting by at least 10 paid-up Members entitled to cast a vote, for Special business at an Annual General Meeting and at a Special General Meeting and for any other business, votes shall be counted only from those paid-up Members entitled to cast a vote who have been duly registered for the purpose and provided with the Association's authorised voting card.
- 14.3 Upon a counted vote by paid-up Members entitled to cast a vote, whether by show of authorised voting cards, or by written ballot at a duly convened General Meeting, or by written ballot sent to such Members at their residential property addresses within the area of benefit, a single vote only shall be available in respect of any such residential property.
- 14.4 A resolution shall be declared carried on Ordinary business if passed by simple majority, and on Special business if passed by a majority of not less than two-thirds, of those paid-up Members entitled to cast a vote who are present and voting. In the event of an equality of votes at a General Meeting, the Honorary Chair (or in his / her absence the chair of the meeting) may exercise a second and casting vote.

15.0 Alteration of the Constitution

- 15.1 This Constitution may be amended by Special resolution, of which due notice has been given, duly proposed and passed by a majority of not less than two thirds of those paid-up Members entitled to cast a vote who are present and voting at a duly convened Annual or Special General Meeting.

16.0 Interpretation and disputes connected with the Constitution

- 16.1 Any question, matter or dispute arising out of or in connection with the Constitution or its interpretation shall be referred to the Committee whose decision shall be final.

17.0 Procedures for dissolution of the Association

- 17.1 The Association may be dissolved by a Dissolution resolution, of which due notice has been given, duly proposed and passed by a majority of not less than two-thirds of those paid-up Members entitled to cast a vote who are present and voting at a duly convened Special General Meeting. A motion for the dissolution of the Association to be proposed at a General Meeting shall be specified and referred to specifically when notice of the General Meeting is given.
- 17.2 In the event of the dissolution of the Association, the available funds of the Association shall be transferred to one or more community, voluntary, civic or charitable institutions, having a similar or reasonably similar purpose to those herein declared, as shall be chosen by the Committee and approved at the General Meeting where the dissolution is approved.

Association's founding Constitution (Version 1) 1975/6; Constitution Revised (Version 2) 22 May 2006; Constitution Revised (Version 3) duly passed at Association AGM 5 July 2010 as further duly amended at Association AGM 15 June 2015 and 17 November 2016