

1. Name of the Association

The association shall be called the *Diswellstown Manor Residents' Association* ("the Association").

2. Objects of the Association

- a) To maintain and improve all amenities in Diswellstown Manor, for the benefit of members and their families;
- b) To encourage community and social interaction for the benefit of members and their families;
- c) To liaise with the *Diswellstown Estate Owners Management Company Limited by Guarantee* ("the Management Company") in order to promote the interests of the residents of Diswellstown Manor and (if the Committee deems it appropriate) to seek the election of one or more directors to the Management Company
- d) To liaise with local and public authorities on behalf of the residents.

3. Membership

Membership is open to residents in all households in Diswellstown Manor.

4. Membership fees and voting rights

- a) All households shall pay an annual fee which shall be determined from time to time, at each Annual General Meeting. Upon payment of such annual fee any number of residents from a household may attend Annual General Meetings or Special General Meetings, but not more than one such resident from any one house shall be entitled to vote at any such meetings.
- b) The annual membership fee shall be payable by each household on 1 January each year (commencing 1 January 2018). Failure to pay or renew the annual subscription before 30 June in a given year may incur cancellation of membership.

5. Organisation

The Association shall elect a Committee at the Annual General Meeting, to manage its affairs.

6. Annual General Meeting

- a) The Annual General Meeting ("A.G.M.") of the Association shall be held not later than 31 July each year, at which time the Committee will report its work, present a statement of account and then resign.
- b) The AGM will elect a new Committee and vote on any amendments to the constitution.
- c) Nominations for the Committee will be given to the Secretary not less than 14 calendar days before the AGM.
- d) The Secretary will notify all households of the date of the meeting not less than 14 calendar days before the AGM. Notice may be given either in hard copy or electronic form.
- e) Attendees from twenty-five households shall form a quorum.

- f) At each A.G.M. minutes shall be taken of all decisions of the A.G.M. and any action to be taken. The Minutes of the A.G.M. shall be available, on request, to all members of the association.
- g) All officers and Committee members elected at the A.G.M. shall remain in office for a term of one year. All retiring officers and Committee members shall be eligible for re-election, but, other than in exceptional circumstance, no officer shall serve in the same capacity for more than five successive terms. Retiring officers, who have served in the same capacity for five successive terms, shall be eligible for election in a different capacity.
- h) Election of officers and Committee members shall be by simple majority at the A.G.M. Any member wishing to stand for election must be proposed and seconded by other members from two separate households.

7. The Committee

- a) The Association will be run by a Committee consisting of five officers (a Chairperson, Vice Chairperson, Treasurer, Secretary and Note-taker) and up to ten other members. These officers should ideally be elected at an A.G.M., but may be co-opted onto the Committee at any Committee meeting.
- b) The Committee shall agree the text of a written Constitution, in order to set out the rules and procedures to be followed in managing the Association's affairs.
- c) The committee shall endeavour to meet at least 10 times per year, following each A.G.M. At each Committee meeting minutes shall be taken of all decisions of the Committee and any action to be taken. The Minutes of Committee meetings shall be available, on request, to all members of the association.
- d) The Chairperson shall chair meetings; the Vice-Chairperson shall deputise for the Chairperson; The Notetaker shall take minutes of each meeting of the Committee; the Secretary shall maintain a register of members, shall hold the Association's records and files, write letters as directed by the Committee and issue notice of meetings; The Treasurer shall keep the accounts of the Association (if necessary) including a proper record of paid up members.
- e) The quorum for a Committee meeting shall be one third of the then Committee. No Committee meeting is valid unless at least one third of the Committee are present. Where a vote is necessary, the chairperson shall have the deciding vote in the event of a tie.
- f) **Electronic voting** – Where the Chairperson deems that a vote by the Committee is necessary and it is not possible or practical to convene a Committee meeting at short notice, or a quorum was not present at a Committee meeting, or the Chairperson deems it necessary for any other reason, then the Chairperson may seek that the other Committee members vote in favour of, or against his proposal, by means of email. Again, a quorum of at least one third of the Committee members must vote, for such a vote to be binding on the Committee. Once the Chairperson deems a quorum to be achieved and the prescribed time limits for all Committee members to vote have passed, then the

Chairperson may declare a quorum to pass/nullify the proposal. If passed, the proposal shall be deemed binding on the Committee.

- g) The Committee are empowered to fill by co-option any vacancies occurring during their terms of office.

8. Special General Meetings

A Special General Meeting open to all members to discuss important issues affecting Diswellstown Manor, will be held if members in 5 paid-up households submit signatures to the Secretary, to request such a meeting. The Secretary will then to endeavour to arrange the meeting to take place within 14 days. All Special General Meetings must have a minimum number of residents from 25 paid up households present, to be valid.

9. Financial Records

The Treasurer shall keep proper financial records and produce annual accounts, which will be presented at the AGM.

10. General

- a) At all AGMs, Special General Meetings and Committee meetings, voting shall normally be by show of hands (subject to clause 7 (e) above). A simple majority of votes shall prevail. Again, not more than one resident from any one household, may vote at AGMs, or Special General Meetings.
- b) Any uncertainty in this Constitution, or any matter not covered by this Constitution, shall be determined by the Committee.
- c) Following adoption by the Committee, this Constitution may be amended only at an Annual General Meeting and such amendment requires the supporting vote of at least two-thirds of the paid-up households present.
- d) The Association may be dissolved only at a Special General Meeting convened for the purpose, at which the proposal is supported by at least two-thirds of the paid-up households present. Any properties or other assets owned by the Association shall then be sold and the proceeds together with any monies invested for the Association, shall be used to settle any debts or liabilities. Any surplus remaining shall be disposed of as decided by the Special General Meeting. If the total assets are insufficient to meet the liabilities, then the deficiency shall be contributed in equal parts by all members of the Association.