

# **Copthorne Residents Society**

## **RULES OF MEMBERSHIP**

### **1 TITLE**

- 1.a) The name of the Organisation shall be The Copthorne Residents Society.

### **2 MEMBERSHIP**

- 2.a) Full membership of the Society shall be open to one person in each household whose premises has frontage on to Copthorne Road or the closes giving off it. Associate membership shall be open to members of their households. Only full members, who have paid the current annual subscription, shall have voting powers.

### **3 OBJECTS**

- 3.a) The objects of the Society shall be to act in the interest of the members in all matters relating to their civic and social amenities.

### **4 EXECUTIVE COMMITTEE**

- 4.a) The Executive Committee shall consist of up to ten members: five shall form a quorum. The Executive Committee shall have the power to co-opt members to fill any casual vacancy until the next Annual General Meeting (AGM). The affairs of the Society shall be vested in the Executive Committee, who may take action upon any matter that affects the Society and its objects, subject to the direction of the Society in General meeting.
- 4.b) The Officers shall be a Chairman, Vice Chairman, Secretary and Treasurer to be elected by the Executive Committee from among their number.

### **5 TRUSTEES**

- 5.a) There shall be no more than four Trustees of the Society. The first Trustees shall be appointed by the Executive Committee. The property of the Society (other than cash, which shall be under the control of the Treasurer) shall be vested in the Trustees. Subject to rules 5(g), (h), (i) and (k) the property (other than cash) shall be dealt with by the Trustees as the Executive Committee shall by resolution from time to time direct. (An entry of any such resolution in the Minute Book shall be conclusive evidence of the passing of such resolution.)
- 5.b) The Trustees shall not be under any duty to incur risk or expense unless they are satisfied that the property (including cash) of the Society is sufficient to indemnify them or they receive some other indemnity which satisfies them.
- 5.c) The Trustees shall hold office until death or resignation or until removed from office by resolution of the Executive Committee who may, for any reason which may seem sufficient to a majority of them present and voting at any meeting, remove any Trustee or Trustees from the office of Trustee.
- 5.d) Where by reason of any such death, resignation or removal it shall appear necessary to the Executive Committee that a new Trustee or Trustees shall be appointed, the Executive Committee shall by resolution nominate the person or persons to be appointed the new Trustee or Trustees.
- 5.e) For the purpose of giving effect to such nomination, the Chairman is hereby nominated as the person to appoint new Trustees of the Society within the meaning of Section 36 of the Trustee Act 1925, and shall by deed duly appoint the person or persons so nominated by the Executive Committee the new Trustee or Trustees of the Society. The provisions of the 1925 Trustee Act shall apply to any such appointments.

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- 5.f) Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide and for value with the Society or the Executive Committee be conclusive evidence of the fact as stated.
- 5.g) So long as ownership of all or a part of the roads ("the Road") known as Copthorne Road and Chess Vale Rise are and shall be vested in the Trustees upon trust ("the Trust") for members of the Society the Secretary in so far as is reasonably able to do shall ensure at all times and out of the cash and other property of the Society the Trustees are to their reasonable satisfaction protected by a suitable policy or policies of insurance against all actions, proceedings, costs, damages, expenses, claims and demands (collectively "the liabilities") whatsoever in respect of or arising out of ownership of the Road and each and every obligation assumed by them pursuant to ownership of the Road.
- 5.h) The Trustees shall be indemnified and kept indemnified out of the cash or other property of the Society to the extent any liabilities incurred by them in their capacity as Trustees of the Trust shall not be satisfied or discharged by the policy or policies of insurance effected for their protection.
- 5.i) Should the Treasurer at any time fail to effect or maintain any or suitable insurance or if in the opinion of the Trustees such insurance as the Treasurer has effected is considered inadequate or otherwise unsuitable they may effect such insurance as they in their sole discretion deem suitable and they shall be indemnified against the costs of such insurance from out of the cash or other property of the Society PROVIDED THAT they shall at all reasonable times permit the Treasurer or any other member of the Executive Committee to inspect and take copies of the policy or policies of insurance they so effect.
- 5.j) In so far as is reasonably able so to do the Secretary shall ensure that any policy or policies of insurance effected on behalf of and for the protection of the Trustees shall include protection of all officers and other members of the Society and the personal representatives of the Trustees.
- 5.k) In the event of the dissolution of the Society the cash and other property of the Society shall be held to the order of the Trustees to the extent necessary to keep the Trustees indemnified as aforesaid and the Trustees for their protection as Trustees in their sole discretion may from time to time and out of the said cash and other property effect and maintain a suitable policy or policies of insurance and otherwise apply the said cash and other property towards discharge of all or any liabilities they may from time to time incur.

### **6 FUNDS**

- 6.a) The Society will collect the Annual Subscription for the purposes of the Society. The Annual Subscriptions will initially be placed in the General Fund and any surplus funds shall be moved into a Road Fund.
- 6.b) The General Fund will be used to meet annual expenditure including but not limited to insurance and minor road maintenance. The Road Fund will be held on behalf of the Society in order to build up a reserve to contribute towards substantial expenditure such as the improvement of the Road thereby reducing the call for additional contributions from the members of the Society at that time.
- 6.c) The Executive Committee shall not take any decisions involving expenditure in excess of the current annual income of the Society, without the approval of a simple majority of the Society at an Annual or Special General meeting (SGM).
- 6.d) The Executive Committee will review the level of funds held in the General Fund each year and will propose, for approval at the AGM, the amount to be moved to the Road Fund. The cash within the General and Road Funds will be placed on low risk deposit. The Road Fund will only be used for the purposes of the Society with the support of a simple majority at the AGM or SGM so long as 14 days' notice of such meeting is provided to all members.

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## **7 ELECTION OF EXECUTIVE COMMITTEE**

- 7.a) The Executive Committee shall be elected by a simple majority at the AGM. After the first AGM three members of the Committee shall retire by rotation at each AGM but may offer themselves for re-election. Names of candidates for office, proposed and seconded by two Full members of the Society and with the candidate's consent to stand for election, will be presented at the AGM or if in writing not less than one week before.

## **8 MEETINGS**

- 8.a) The AGM shall be held before 28<sup>th</sup> February in each year. An SGM shall be convened by the Secretary or Chairman on either a written request of ten full members, specifying the matters to be discussed, or on the instruction of the Executive Committee.

## **9 ANNUAL SUBSCRIPTION**

- 9.a) The Annual Subscription for full members shall be determined at the AGM.

## **10 LIABILITY**

- 10.a) The financial liability of full members shall be limited to the amount of the annual subscription.

## **11 ALTERATION TO RULES AND OBJECTS**

- 11.a) Alterations to rules and objects shall be made only at the AGM or a SGM called for the purpose, of which due notice has been given to the Secretary, at least fourteen days before such a meeting. No such alterations shall be made unless voted for by more than half of the total full members of the Society.

## **12 VOTING**

- 12.a) At all General Meetings decisions shall be by simple majority of full members present or represented except when dealing with alterations to rules and objects (see paragraph 11) when written proxies may be used. At Committee Meetings decisions shall be made by simple majority.

## **13 FINANCIAL ACCOUNTS**

- 13.a) The Accounts of the Society shall be independently inspected annually and presented for approval at the AGM.

***Original rules agreed in General Meeting 4 January 1972***

***Rule 5 amended at EGM 19 June 1976***

***Rules 4 and 6 amended at AGM 21 January 1978***

***Rule 5 amended at AGM 26 January 1980***

***Rule 2 amended at AGM 30 January 1982***

***Rules 2,4,5,6,7,8,9 and 13 amended at the AGM 8 February 2020***