

The Anchor Owners' Association

Revised Constitution

5th March 2014 Version

1. Name

The Association shall be known as "The Anchor Owners' Association", or "the AOA".

2. Aims and Objects

The AOA exists to represent and progress the aspirations and concerns of owners of properties at the Anchor Development, Granton Harbour, Edinburgh. Its aims are to allow owners and residents to work together to ensure the Development is maintained to a high standard; to allow owners to work with the Factor in the management of the Development; and to ensure the Factor is accountable to the owners and acting in the best interests of the Development, in accordance with Section 6 of the Deed of Conditions.

3. Membership

- 3.1.** Membership shall be open automatically to all owners of properties at the Anchor Development, Granton Harbour, Edinburgh.
- 3.2.** Members must provide The Committee secretary with their name, address, and, where possible, e-mail address. Personal details shall be kept private within the AOA and will not be disclosed to any outside party without the member's consent.
- 3.3.** Any member may resign their membership at any time by giving notice in writing to The Committee.
- 3.4.** Membership lapses on the completion of sale of the member's property at The Anchor.
- 3.5.** At all times members must conduct themselves in a reasonable manner at meetings.

- 3.6. Any member may be excluded from meetings of the AOA or AOAC for breach of this condition or for any other conduct contravening the aims and objectives as outlined in section 2. A vote by the majority of those members present at a committee or general meeting would be required to exclude the offending member.

4. The Committee

Residents' Committees or Owners' Associations usually have members with clearly defined roles and responsibilities. These generally include as a minimum the position of Chair, Secretary and, where appropriate, Treasurer. In the case of The Anchor Owners' Association Committee (the AOAC) no funds are currently held so there is currently no requirement for a Treasurer. To improve communications about issues affecting The Anchor Development, and help actively engage more residents actively in the work of the A.O.A. the current structure includes provision for 'Stair Representatives' who may, or may not, also be Committee Members. It is suggested there should be a minimum of one Stair Representative for each Of the 6 stairs at Anchor. The following sections set out how the AOAC is composed as well as suggested procedures for the nomination and election of Committee Members and guidance on roles and responsibilities.

- 4.1. The AOA shall be run by a Committee. The Office Bearers shall be *Chair*, *Vice Chair* and *Secretary*. In addition there shall be up to 6 Ordinary Committee Members (OCMs).
- 4.2. No office Bearer shall hold more than one committee post at a time, other than where they also act as a Stair Representative.
- 4.3. The Committee should attempt to ensure that at least one Stair Representative is drawn from each stair. Stair Representatives are not required to be Committee Members, though this is encouraged.
- 4.4. Responsibilities of The Committee shall be divided amongst The Committee Members as set out below.

The Chair

The Chair's responsibilities include:

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- Planning an agenda with the help of The Secretary and other Committee Members, for both committee and general meetings, and preparing for all topics to be discussed.
- Ensuring that meetings start and finish on time.
- Conducting meetings effectively by controlling discussions, encouraging people to have their say and generally keeping order.
- Helping meetings to run smoothly. The Chair should answer any questions there may be and make sure everyone has understood and is in agreement, and that each item on the agenda is dealt with.
- Maintaining the respect of The Committee through fair and efficient handling of meetings.
- Representing the AOA formally and informally.
- Checking that people have done the tasks they said they would do.

The Secretary

The Secretary is responsible for:

- Keeping records of all information related to the association.
- Writing agendas with The Chair and bringing matters which need action to the attention of The Committee.
- Ensuring that the AOA works to further its aims and objectives as stated in The Constitution.
- Maintaining a list of membership and informing the Factor and residents about changes to Committee Membership.
- Leading the organisation of venues for meetings and making sure that residents know about the meetings.
- Taking minutes (notes of what happens at the meetings), a record of attendance and circulating minutes to members and to the Factor.
- Working with chair and other Committee Members between meetings on matters pertinent to the AOA.
- Handling correspondence and replying to letters and enquiries on behalf of the AOA.

Ordinary Committee Members

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- Carry out the work of the AOA on behalf of all the members.
- Take decisions on maintenance and management issues arising in relation to The Anchor in the best interests of the members. The AOAC is considered to have sufficient delegated authority from the members to approve expenditure to an agreed ceiling amount approved by the members of £5000 in each quarter.
- Manage the AOA according to the rules set out in The Constitution.
- Organise general meetings for all members of the AOA, including the AGM and any Extraordinary General Meetings (EGMs).
- Act upon decisions taken by members at general meetings.
- Represent the views and interests of all members between general meetings.
- Consult members and report back to them on decisions taken on their behalf between general meetings.

Stair Representatives (whether Committee Members or not)

- Regularly consult residents of their stair to represent their views and interests to the AOAC between general meetings.
- Report to residents of their stair on decisions taken by the AOAC on their behalf between general meetings.
- Act as liaison between residents of the stair and the appointed Factor on issues relating to the maintenance and upkeep of the stair and similarly with the AOAC as appropriate.
- Ensure regular communication of issues affecting the development as a whole, including committee meetings to all residents of the stair by (as a suggested minimum) a quarterly newsletter / email.

5. Terms of Office

- 5.1.** Members of the AOAC and stair representatives are appointed for a period of 12 months.

6. Nominations for Office Bearers and Ordinary Committee Members

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- 6.1. When a meeting Of the AOA is held at which a Committee is elected, i.e. the Annual General Meeting (AGM) all positions on The Committee are to be declared vacant. The first business item at the meeting must be the election of The Committee for the coming year.
- 6.2. At a meeting of the Association to elect The Committee, the incumbent / acting chairperson is to act as Chair of the meeting until the position of Chairperson has been filled.
- 6.3. Any owner can nominate themselves or another owner to be a Committee Member.
- 6.4. An existing member or former member of the AOAC may nominate again, or be re-nominated to be a member of the AOAC.
- 6.5. Nominations must be seconded by another owner and accepted by the nominee before that person becomes a candidate.
- 6.6. If only one nomination for an office bearer position is received, or if the number of nominations received for ordinary Committee Members is equal to or less than the number of vacancies to be filled, the persons nominated are taken to be elected.
- 6.7. If more than one nomination for an office bearer position is received, or if the number of nominations received for ordinary Committee Members exceeds the number of vacancies to be filled, a written ballot is to be conducted to elect members and Office Bearers.

7. Election of Office Bearers and Ordinary Committee Members.

- 7.1. Where a ballot is required, a separate ballot is to be first held for each office bearer followed by a ballot for ordinary Committee Members as necessary.
- 7.2. Office Bearers are to be elected in the following order:
 - a) Chair
 - b) Vice Chair
 - c) Secretary
 - d) Other
- 7.3. If the previously elected Committee included a returning officer, then the returning officer is responsible for conducting the ballot and counting votes.

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- 7.4. If The Committee does not include a returning officer, then a resident who is not standing for election to The Committee is to be selected by show of hands and is responsible for conducting the ballot and counting votes.
- 7.5. Where required, voting papers must be prepared listing the name of each nominee in alphabetical order including the position for which they are nominated (i.e. office bearer position or ordinary Committee Member), and must be given to each person at the meeting.
- 7.6. The voting paper must not identify the person who is voting.
- 7.7. Votes may be cast with a tick, or cross, or numbered, but each voting paper must not contain more votes than the number of positions being filled.
- 7.8. The Chair, or acting Chair, has the power to rule votes invalid if a vote cannot be reasonably determined.
- 7.9. The nominee receiving the greatest number of votes for each position is taken to be elected to that position.
- 7.10. If the votes for two or more nominees for one office bearer position are equal, either another ballot for that position must be held or the candidate can be chosen by a draw if all nominees agree.
- 7.11. Voting papers are to be retained by the returning officer for 14 days and may be inspected by any resident.

8. Announcement of Election Results.

- 8.1. The names of successful candidates must be announced at the meeting at which the election is held. There is no need for the number of votes received by each nominee to be announced.
- 8.2. The names of the residents elected should be advised to the Factor within 7 days of the election.

9. Vacancies Arising

- 9.1. A vacancy is created when:
- 9.2. (a) a member of The Committee ceases to be a resident during their term Of appointment; or
- 9.3. (b) a member of The Committee resigns by notice in writing to The Secretary.

- 9.4. Vacancies relating to office-bearers are to be filled by way of an election among the other members of The Committee. The Committee may determine whether or not vacancies of ordinary Committee Members need to be filled.

10. Meetings

- 10.1. Unless otherwise specified (e.g. where set out in the Deed of Conditions) postal or proxy voting is not permitted.
- 10.2. Unless otherwise specified all votes shall be by simple majority.
- 10.3. Where a special majority is specified as required such majority shall require the support of at least two-thirds of members present and voting.
- 10.4. In the absence of The Chair or Vice Chair, the most senior Committee Member present shall chair meetings of the AOAC, or shall delegate this responsibility to another Committee Member. The Chairman of the meeting shall have a casting vote if necessary.
- 10.5. The AOAC as a whole shall decide on activities the AOA undertakes.
- 10.6. Meetings shall be held in an easily accessible place at least once every 2 months, with at least one week's notice given except in the case of emergency. Any 2 Committee Members may at any time call a meeting of The Committee.
- 10.7. The quorum for AOAC meetings shall be a majority of the members.

11. Annual General Meetings (AGMs)

- 11.1. An AGM shall be held each year, with not more than 15 months between each AGM.
- 11.2. The order of business at the AGM shall be as follows: Reading of the minute of the last AGM; Chairman's report; Election of the new Committee Members; Procedural matters; Any other competent business.

12. General Meetings

- 12.1. General Meetings shall be held by The Committee with the membership to decide important matters as determined by The Committee
- 12.2. The quorum for General Meetings shall be 20 voting members or 15% of the membership, whichever is less, except in relation to voting procedures set out in the Deed Of Conditions (e.g. in relation to voting on the replacement of the Factor)

- 12.3. At least 14-days notice shall be given by reasonable means to the Association before any General Meeting (e.g. on the AOA website, via email, letter via Factor, or by public notices in each block's area) and shall include all known business of the meeting details of any proposed constitutional amendments, positions open for nomination and any existing nominations.

13. Extraordinary General Meetings (EGMs)

- 13.1. An EGM may be called by the decision of the AOAC or by a petition of a quorate body of the membership. If petitioned by the membership, the EGM must be held within 6 weeks, or as close to that timescale as possible.
- 13.2. Procedure and order of business for an EGM are as for the AGM, except any motions of no confidence proposed at an EGM must be conducted prior to any elections.

14. Rules of Conduct

- 14.1. The AOA shall neither participate in nor condone any actions which discriminate against individuals on grounds of gender, race, disability, sexuality, religion, political beliefs or age.
- 14.2. It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any item discussed at any Committee meeting at which he is present to declare such interest and he shall not discuss such item (except by invitation of The Chair) or vote thereon.
- 14.3. Any member dissatisfied with the activities of the AOA or the AOAC should bring his grievances in the first place to any Committee Member as an individual, and then to the AOAC as a whole if he /she is still not satisfied.

15. Official Documents

- 15.1. Official documents of the AOA include: copies of official correspondence, minutes from meetings, and copies of The Constitution.
- 15.2. They shall be maintained by the appropriate Office Bearers who shall take steps to prevent their accidental loss.
- 15.3. They shall be available to AOA members by reasonable means, e.g. posted on the web, on request by letter or email, or by inspection at any reasonable time.

16. Amendments to The Constitution

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- 16.1.** Only a quorate General Meeting of the AOA may amend The Constitution. A special majority shall be required to pass any amendment, including adopting a new Constitution.
- 16.2.** The AOAC shall keep The Constitution up to date, and shall preserve dated historical copies of it.

17. Winding-Up

- 17.1.** The AOA shall be wound up if a motion to do so is passed by a special majority present at an EGM called for that purpose.
- 17.2.** In the event of the AOA being wound up the whole assets of the AOA, after payment of debts, shall be paid or transferred to a charitable body selected by the AOAC.