

**Downe Residents' Association ("DRA")
Minutes of Extraordinary General Meeting
15 May 2018 in the Village Hall**

Meeting opened at 7.30pm and the Chair (Steve Barnes "SB") welcomed everyone and explained the purpose of the meeting, which was to consider the proposed new constitution. This new constitution had been drafted by SB together with committee members, Mike Bingold ("MB") and Abigail Rutherford ("AR").

1. Explanation of the proposed new constitution

SB noted the following:

- Any change in the constitution, which is a set of rules which govern the proceedings of the DRA, requires a vote at a general meeting and a 2/3 majority in favour.
- Legal advice has been sought from Bromley council as to the content and wording of the new constitution but none has been forthcoming.
- The current constitution is dated 1977 and a copy provided. This is proving to be unfit for purpose when dealing with third parties.
- The current constitution fails to satisfy third party requirements in respect of non-distribution of funds to members. There is currently no clause that specifically prevents funds from being distributed to members which was found to be a requirement in dealing with both CAMRA and the Heritage Lottery Fund recently.
- CAMRA was approached with respect to achieving ACV (Asset of Community Value) status for the two village pubs. This adds a layer of protection/ control for residents in respect of these properties in terms of planning permission being granted for a change of use.
- Heritage Lottery Fund has been approached for a grant for the installation of a village 'information board'.
- The new constitution addresses this requirement and has been updated in other respects also. Whilst there is no guarantee that the new constitution will be accepted by third parties, the Heritage Lottery Fund has indicated that the wording is acceptable.

The key differences in the revised constitution are:

- Specifically states that no surpluses or assets are to be distributed to members
- Aims and objectives are made clear
- Suspension of membership of a member is possible and rules around this given
- Committee members are required to adhere to the 7 principles of public life
- Equal opportunity provisions
- Provisions with respect to winding up the DRA and related non-distribution of funds to members

Questions / comments from members present:

Anna Dixon. Thanked the committee for their efforts in bringing this new constitution to the members and expressed her view that it is an important and valuable change for the DRA.

Sandra Wren. Asked if the primary school could also benefit from ACV status. SB undertook to look into this.

Jane Shaw. Asked if the rules contained in section 5 of the old constitution with respect to the committee being voted in at an AGM were included in the new version. AR replied that this is covered under section 8 of the new constitution.

Bob Wren. Noted that the rules contained in sections 5 and 6 of the old constitution with respect to how the committee is elected are not as clear in the new constitution. This is to be reviewed and amended as necessary. He also asked if it was the intention of the committee that they have joint and several liability as it is not specifically stated. MB answered that he thought that the committee does have joint and several liability.

Sarah Shaw. Noted the importance of giving full and proper notice in dealing with DRA matters and in a way that is capable of reaching as many residents as possible. It was not until the day of the meeting that she found that the version of the document on the website that was available for members to review was an old version. The final version to be considered at this meeting for adoption was significantly different.

Noted that the notice for an EGM should not be made "either in writing or email" per the new constitution. Email only would preclude some members from being given notice. Notice should include an exhibit on the Village Hall notice board as for an AGM.

Alastair Shaw. Raised a number of points with respect to the drafting of the new constitution including:

Section 2. Aims and objectives are those of the DRA and not just the Committee.
Section 4. Questioned if it is necessary (to meet the requirements of third parties referred to by SB, above) for members to agree to abide by the constitution, and how were members to indicate their agreement? Gave his view that suspension of a member should be decided by vote at a GM and not be in the power of the committee.

Section 8. Noted the inconsistency in notice period for an EGM (21 days) v AGM (14 days) and suggested that the notice for an EGM may need to be shorter to facilitate prompt action when necessary. Suggested moving the paragraph commencing "Decisions needing... to below the following paragraph as it relates to both AGM and EGM voting. Noted that the old constitution includes a provision to allow an EGM to be called when requisitioned by 10 members in writing, which has not been carried forward to the new constitution, and that this proposed deletion was a significant limitation of members' existing rights. Questioned whether we need to specify which decisions at a general meeting require a vote.

2. Adoption of the new constitution

Richard Shaw. Noted that the members present could vote on the proposed new constitution with any subsequent revisions being voted upon at a future general meeting.

SB acknowledged the comments on the new constitution and undertook to review and revise the document to address the concerns raised and bring it to a future general meeting for adoption. With that SB proposed a vote on the new constitution (copy attached).

Votes in favour: 11

Votes against: 3

Abstained: 1

The proposal was declared carried with the required 2/3 majority vote.

3. Meeting Close

There being no further business the meeting closed at 8.30 pm.