



# **Pan Peninsula Leaseholders & Residents Association**

## **1. Name**

The Association shall be known as the Pan Peninsula Leaseholders & Residents Association (PPLRA)

## **2. Terms**

*The Association* - The Association outlined in this document

*Member* - Any member of the Association

*Freeholder* - The respective freeholder/landlord of Pan Peninsula

*Managing Agent* - Ballymore Asset Management Limited

## **3. Aims & Objectives**

The aims and objectives of the Association shall be:

- a) To work with Leaseholders & Residents to collect their views on matters relating to Pan Peninsula, its services and operations and to be the voice of the Leaseholders & Residents to the Freeholder and Managing Agent
- b) To consult and build a partnership with the Freeholder and the Managing Agent to facilitate and improve communications between them and the Leaseholders and Residents, and to seek to ensure best value for money in relation to the service and other charges levied on leaseholders and/or residents by the managing agent or others.
- c) To promote the exercise of the rights of Leaseholders and Residents of the Estate and the maintenance and improvement of their housing conditions, amenities, and environment, including without limitation their rights under the Leasehold Reform, Housing and Urban Development Act 1993, the Housing Act 1996, or such other rights that may be given by any subsequent enactment or delegated legislation or by common law.
- d) To bring to the notice of the Freeholder, the Managing Agent, relevant authorities, or bodies, matters which affect the interests of the Leaseholders and Residents in The Estate
- e) To preserve amenities facilities and services enjoyed by Leaseholders & Residents
- f) To support and promote social and benevolent activities for the general benefit of the Residents of The Estate, and to fund raise in support of these activities when required.

- g) In matters that are not specific to The Estate the Association will campaign for the collective good of the whole community after consultation with membership
- h) To monitor all expenditure items relating to the management of Pan Peninsula to ensure that all service charges items are determined at a reasonable level.
- i) To provide oversight that the mechanical and engineering aspects of Pan Peninsula are conducted correctly by the Managing Agent and to provide support and advice when required
- j) To work with RAs of other developments which are part of the Freeholder's Portfolio and report back to membership on key issues
- k) To employ solicitors, counsel, surveyors, engineers, accountants and other professional or qualified persons as and when required to advise the Association.
- l) To carry out a comprehensive survey regularly (and no less than every two years) to establish key issues of concern for Leaseholders and to undertake adhoc polls on specific matters.
- m) To ensure that major decisions that impact either the operation or the Estates finances are either approved at an AGM/EGM or through appropriate voting outside of the EGM/AGM
- n) To do such other things, ancillary to the preceding aims and objectives, as may seem desirable to the Association

#### **4. Membership**

- a) Membership of the Association shall be open to any resident or leaseholder of Pan Peninsula.
- b) Each flat in Pan Peninsula will have precisely 1 vote, all votes are split into 2 categories
  - i) Financial & Operational Votes - Votes which have a financial impact on the service charge and/or affect the operation and services
  - ii) Opinion Polls - Votes that have no direct action but are purely for gaining opinion and views on a topic as part of the Associations decision making process
- c) The Leaseholder casts the vote for each flat in the case of Operational and Financial votes
- d) For Opinion Polls a Tenant is able to cast a vote however it would be automatically overridden by any vote cast by their Leaseholder

#### **5. Voting**

- a) Voting & Polling will be done in a transparent manner throughout the year as and when needed via the Association website
- b) Matters for which voting is required will be explained in full on the Association website 7 days before voting is due to commence
- c) At the end of the 7th day the vote will begin, voting will remain open for a minimum of 7 days
- d) Votes can be cast during the period voting is open by any member of the Association as per clause 4.a and 4.b
- e) Matters for voting can be proposed by any Member of the Association

- f) Matters which go to vote will be decided upon by the Management Committee

## **6. Management Committee**

- a) The Association will be run by a Management Committee democratically elected yearly in a voting process run before the Annual General Meeting with the results announced during the Annual General Meeting and will then remain in position for 12 months
- b) The Management Committee will consist of up to a maximum of 5 members, 2 of these are the Secretary and Treasurer.
- c) Any Committee member will be expected to function as a meeting Chairperson, and the person acting in this capacity should be rotated continually throughout the year.
- d) All Committee members will act selflessly according to the aims and objectives for the benefit of all Leaseholders and Residents
- e) All Committee members agree to actively engage in all communication channels with Leaseholders, Residents and the Freeholder and to provide a suitable amount of their own time and effort such that the aims and objectives are capable of being honoured
- f) Any member of the Association that is also a Leaseholder can put themselves forward as a candidate for the Committee starting on the day of the announcement of the AGM as per clause 8.c
- g) The nomination and election process will run as follows:
  - i) The election process will start 21 days before the AGM where for 7 days a candidate can put themselves forward for the Committee
  - ii) At the end of the initial 7 day period and 14 days from the AGM all candidates will be announced via the Association website where the candidates information will be available for all members
  - iii) Voting for the Management Committee will commence 7 days prior to the AGM via the Association website with the results announced at the AGM
- h) In the event of a tie a result will be decided at the AGM via a simple majority vote of those present
- i) After the AGM the Management Committee will decide who takes the positions outlined in clause 6.b
- j) A member of the Committee may be removed or suspended from their post if they or a Co-Lessee brings the name of the Association into disrepute. A full meeting of the committee will be called to consider evidence from all sides and majority vote will be necessary to remove or suspend

## **7. Committee Meetings**

- a) There will be a minimum of 4 Management Committee meetings held during the course of the Association's year
- b) The quorum for Management Committee meetings shall be a minimum of 3 Committee members

- c) Committee members who miss more than three consecutive Management Committee meetings without giving reasonable apologies will be asked to resign their post
- d) A minimum of 7 days notice of Management Committee meetings will be given to all members of the Association and will include for discussion the agenda items covered in the Management Committee meetings
- e) Members of the Association are able to submit agenda items for discussion during the 7 day period running up to the meeting
- f) Minutes of the Management Committee meetings will be collected and published to all Association members no later than 14 days after the meeting
- g) A minimum of 4 of the Management Committee meetings will be held as Public Committee meetings during the course of the Association's year, typically held every quarter, one of which can include the Annual General Meeting
- h) Public Committee meetings will be held either on site at Pan Peninsula and/or virtually
- i) Any member of the Association is entitled to join the Public Committee meetings and can submit agenda discussion items in advance of the meeting
- j) The Public Committee meetings will be run by the Management Committee, members who are present at the meeting will respect the order of business as presented by the Committee and only become involved as and when instructed to do so by a Committee member
- k) The dates of the Public Committee meetings will be published up front for the following year no later than 14 days after the AGM

## **8. The Annual General Meeting (AGM)**

- a) AGMs shall be held within 6 months of the end of each Ballymore financial year, and at least once in each calendar year.
- b) All members of the Association, or their duly authorised representatives whose details shall have been notified in writing to the Secretary prior to the meeting, shall be entitled to attend and speak and, subject to clause 4, vote at AGMs.
- c) Notice of the AGM should be distributed to members at least 21 days in advance of the meeting. The notice shall include the date, time and place (Physical and/or Virtual) of the AGM and a summary of the business to be conducted at the AGM.
- d) The Agenda of the AGM shall be distributed by the committee and shall be notified to members at least 7 days in advance of the meeting, and shall include:
  - i) The minutes of the previous AGM
  - ii) The Annual Report of the Association including the reports of sub-committees (if any)
  - iii) The Annual Report of the Treasurer including the audited accounts of the Association for the previous financial year;The Annual Report of the Treasurer including the audited accounts of the Association for the previous financial year;
  - iv) The Annual Report from the Freeholders and Managing Agent
  - v) Results of the elections for the Committee of the Association

- vi) Appointment of an independent auditor; and
- vii) Any resolutions proposed by the Committee or submitted in writing by members of the Association to the Secretary not less than 14 days in advance of the meeting.
- e) The quorum for the AGM shall be 3 members of the Association or their duly authorised representatives.
- e) All decisions at an AGM shall be taken by a simple majority of members present in person or by proxy on the basis of one vote per flat.
- f) Minutes of all appointments made and resolutions carried at AGMs shall be taken. The minutes shall be available for inspection by any member of the Association on reasonable notice to the Secretary, and the main points circulated for publication by the Association as they see fit.

## **9. Extraordinary General Meetings (EGMs)**

- a) All other meetings of the Association (outside the Committee Meetings and AGMs) shall be Extraordinary General Meetings (EGMs) and shall be convened at any time by the Secretary either on the written instructions of the Committee, or on a written request signed by no fewer than 10% of all Association members.
- b) All committee members, or their duly authorised representatives whose details shall have been notified in writing to the Secretary prior to the meeting, shall be entitled to attend and speak and, subject to clause 4, vote at EGMs.
- c) Notice of EGMs shall comply with sub-clause 8.c.
- d) EGMs may consider:
  - i. any motions submitted by members of the Association to the Secretary in writing not less than 14 days in advance of the meeting;
  - ii. elections to any vacancies among the Committee; and/or
  - iii. appeals against removal of membership
- e) The quorum for an EGM shall be 10 members of The Association or their duly authorised representatives.
- f) Subject to sub-clause 8.d, all decisions at an EGM shall be taken by a simple majority of members present in person or by proxy on the basis of one vote per Member RA.
- g) Minutes of all appointments made and resolutions carried at EGMs shall be taken, and shall be available for inspection by any member of the Association on reasonable notice to the Secretary.

## **10. Amendments to the Constitution**

- a) This constitution shall be published on the Association website and shall be notified to members from time to time.

- b) Any proposals to amend this constitution must be submitted to the Secretary not less than 28 days before the AGM/EGM at which it is to be discussed so that it can be printed on the notice of the meeting.
- c) The quorum for an AGM/EGM at which a proposal to amend this constitution is considered shall be 25 members or their duly authorised representatives.
- d) Any amendment to this constitution shall require a two thirds majority of those members present and voting at the AGM/EGM.

## **11. Disclaimer and Indemnity**

- a) Any advice or assistance given or rendered to members of the Association, or any action taken by the Association acting through the Committee in the name of the Association's members, shall be without liability or responsibility on the part of the Committee or its members for any loss or damage. Members should take and rely on independent professional advice in all matters affecting their interests or where possible conflict could arise between members.
- b) The members of the Association shall indemnify the members of the Management Committee against all liability incurred by them in good faith and in the name of the Association acting within their authority.

## **12. Finances**

- a) Any monies raised by the Association, either directly from the membership or through the service charges collected by the managing agent under the flat leases, shall only be used in furtherance of the aims and objectives of the Association (as set out in clause 3).
- b) All significant decisions regarding the Association's income and expenditure shall be taken only by the Committee or by a General Meeting of the Association and shall be recorded in the minutes of the relevant meeting that approves or ratifies such decisions.
- c) The Treasurer shall open a bank account in the name of the Association, the mandate for which shall require the signature of the Treasurer and Secretary on any cheque or payment authorisation
- d) The property and funds of the Association shall be held and administered by the Committee.
- e) The Committee is not authorised to incur any bank overdraft, nor any other borrowings save for reimbursable expenses of up to £500 in any one instance incurred by Committee members on the Association's behalf.
- f) The Committee may incur liabilities on behalf of the Association to suppliers for payment from future service charges which it is assured that the managing agent will collect as additional service charges under the flat leases, provided always that the Association shall not incur expenditure amounting in aggregate to more than £100 per flat in any one financial year.
- g) The Treasurer shall keep full records of the Association's income and expenditure; shall report the reconciled balance of the bank account and of all significant items of income and expenditure to the Committee at each Committee meeting; and shall make an annual financial report to the membership of the Association in accordance with sub-clause 8.d.iii.

- h) The annual accounts of the Association shall be audited by an independent auditor in accordance with proper audit practice for an association of the nature of the Association, and whose appointment shall be approved by the Association at the AGM.
- i) The Annual Report of the Association and the Annual Report of the Treasurer shall be available for inspection by any member of the Association on reasonable notice to the Secretary.

### **13. Affiliations**

- a) The Association shall have the power to affiliate to any organisation whose objectives may be of benefit to its membership
- b) The Association shall not affiliate to a political party or religious body.
- c) Affiliations may be agreed by a meeting of the Committee, but shall be reviewed and agreed annually by the Annual General Meeting.

### **14. Removal of Membership**

- a) If a member is deemed to have breached clause 4, the Committee may take the decision to exclude that individual from membership for a specified period of time.
- b) Any members excluded from membership shall have the right to appeal to the next General Meeting of the Association. The decision of the General Meeting shall be final.

### **15. Dissolution**

- a) The Committee or, if the Committee no longer exists but not in any other circumstances, any 10 members of the Association ("the Dissolving Members"), may decide that the Association should be dissolved.
- b) The Secretary, or the Dissolving Members as the case may be, shall give notice of an EGM (in accordance with sub-clause 9.c) at which the proposed dissolution shall be discussed.
- c) For an EGM discussing only dissolution of the Association, a quorum will not apply and the Association may be dissolved by a two-thirds majority of those present.
- d) The assets, financial and otherwise, remaining when the Association has repaid any outstanding liabilities shall be used for such purposes of benefit to the community as the EGM shall decide.