

Articles of Association

Trumpington Meadows Delivery & Action Group Ltd

Company No 12871670
(private company limited by guarantee)

Incorporated: 10 September 2020

These articles were amended by special resolution on:
12 November 2020, 28 January 2021
and 9 November 2021

1 NAME, AIMS AND DEFINITIONS

1.1 In this Constitution, unless the context indicates another meaning,

“Association” shall mean the company established
with these articles;

“the Executive Committee” shall mean the directors;

“the Secretary” shall mean the official elected as the
secretary, not necessarily the
company secretary in the sense
of the Companies Act;

“Constitution” shall mean these articles of associa-
tion; *and*

“Standing Orders” shall mean the written rules estab-
lished by the directors.

1.2 The Model Articles provided for in law for a private company limited by guarantee at the time of incorporation shall apply to the Association, except insofar as they are modified or excluded by this Constitution.

1.3 The following Model Articles shall not apply to the Association:

1.3.1 the definition of “chairman” in Model Article 1

1.3.2 Model Article 7(2) — sole directors

1.3.3 Model Article 19 — directors’ remuneration

1.3.4 Model Article 31 — content of proxy notices

- 1.3.5 Model Article 32 — delivery of proxy notices
- 1.3.6 Model Article 35 — company seals
- 1.3.7 Model Article 37 — provision for employees on cessation of business
- 1.3.8 Model Article 38 — indemnity
- 1.4 The area of Trumpington Meadows, Cambridge shall hereinafter be known as the Development.
- 1.5 The Aims of the Association shall be:
 - 1.5.1 the promotion of the interests of the Members as residents of the Development, particularly in relation to the companies which manage certain areas in the Development;
 - 1.5.2 the promotion and development of a community spirit in the Development, including through the organisation of events;
 - 1.5.3 the support of local charities whose beneficiaries are principally located in the Development or in Trumpington more broadly;
 - 1.5.4 to organise the collection and storage of information about improving Trumpington Meadows;
 - 1.5.5 robustly ensuring that such information is acted upon; *and*
 - 1.5.6 communicating results of such actions to Members.
- 1.6 The income and property of the Association howsoever derived shall be applied solely in promoting the Association's Aims. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise, however nothing in this Constitution shall prevent any payment in good faith by the Association of:
 - 1.6.1 duly authorised, reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - 1.6.2 any interest on money lent by any Member at a reasonable and proper rate; *or*
 - 1.6.3 reasonable out-of-pocket expenses properly incurred by a Member.
- 1.7 The Executive Committee may, after reasonable notice and consultation with the Members,
 - 1.7.1 alter the name of the Association, *or*

- 1.7.2 deem particular defined areas adjacent to Trumpington Meadows to be part of the Development for the purposes of these Articles.

2 MEMBERSHIP

- 2.1 Individuals shall only be Members of the Association if they:
 - 2.1.1 qualify for Membership;
 - 2.1.2 have agreed to be Members and abide by the requirements of Membership, including agreement to provide contact details and be bound by this Constitution, *and*;
 - 2.1.3 support the Aims of the Association, free of any conflict of interest.
- 2.2 Membership of the Association shall be restricted to those living natural persons who qualify by:
 - 2.2.1 being lawfully resident in the Development; *or*
 - 2.2.2 being freeholders or leaseholders of dwellings on the Development.

Membership shall cease when a Member no longer qualifies to be one, on resignation, *or* non-payment of any reasonable fee for membership.

3 OFFICERS

- 3.1 The Officers of the Association shall have day-to-day responsibility for carrying out the work of the Association. Each Officer shall be empowered to carry out his role at his own initiative, subject only to this Constitution and the Resolutions of the Executive Committee.
- 3.2 The Officers shall ordinarily be elected at each AGM until the subsequent AGM and shall comprise:
 - 3.2.1 a Chairman,
 - 3.2.2 a Secretary,
 - 3.2.3 where the Association has a bank account, a Treasurer, *and*
 - 3.2.4 any Additional Officers whose roles were enumerated in applicable Standing Orders when Notice was given for the most recent AGM.
- 3.3 The Officers shall be accountable to the Executive Committee. They shall implement any valid decision of the Executive Committee or the Association. The actions of the Officers shall not be inconsistent with

any decision of the Executive Committee or the Aims or Constitution of the Association.

- 3.4 No Officer shall hold the same office, or a substantially similar office, for more than three consecutive years.
- 3.5 The Executive Committee shall divide the work of the Association between the Officers such as to minimise overlap. Officers may delegate responsibility, but not *accountability*, for parts of their roles to other Members, provided they immediately inform the other Officers.
- 3.6 The Officers shall not suffer the time or other resources of the Association to be applied otherwise than in the furtherance of the Association's Aims, nor shall they suffer unauthorised individuals to purport to represent the Association.

4 EXECUTIVE COMMITTEE

- 4.1 The Association shall have a governing body which shall be known as the Executive Committee and which shall meet only as necessary and comprise
 - 4.1.1 each of the Officers, *and*
 - 4.1.2 the Representatives, who must be Members of the Association, from each Neighbourhood.
- 4.2 The Executive Committee shall decide the overall strategy and priorities of the Association, and shall have any other responsibilities necessitated or implied by this Constitution and not otherwise allocated to someone or something else. The Executive Committee shall have, and shall not delegate or assign, the exclusive power to do the following:
 - 4.2.1 making Standing Orders for the Association;
 - 4.2.2 the expulsion or suspension of Members;
 - 4.2.3 the creation, abolition and modification of the membership of any sub-committees as it sees fit;
 - 4.2.4 the determination, by Standing Order before an AGM, of the additional officers to serve on the Executive Committee for the coming year, and their titles and responsibilities;
 - 4.2.5 the determination by Standing Order of the number, name and boundaries of each Neighbourhood; *and*
 - 4.2.6 the appointment of trustees for bank accounts, assets and digital and online systems.

- 4.3 A casual vacancy of an Officer or Representative may be filled until the next AGM in accordance with the provisions of Model Article 17. Notwithstanding the provisions of that model article, Officers and Representatives shall *ordinarily* be elected for one year at the AGM.
- 4.4 No-one may be a member of the Executive Committee unless holding a specific role as an Officer or Representative.
- 4.5 Where an individual qualifies to be a member of the Executive Committee for more than one reason, she shall nevertheless only have one vote.
- 4.6 Any additional rules created by the Executive Committee as Standing Orders shall be maintained as a single document, and shall be consistent with the letter and spirit of this Constitution, and, particularly when concerned with disputes between Members, consistent with generally accepted principles of Due Process and Natural Justice.
- 4.7 All official decisions by the Executive Committee shall be in the form of a Resolution with a definite wording. Records of all such Resolutions shall be kept by the Secretary with the Minutes of meetings.
- 4.8 The Quorum for meetings of the Executive Committee shall not be less than four.
- 4.9 An individual shall cease to be a member of the Executive Committee, if, two months after the most recent AGM, he is not properly registered as such with Companies House as required by law.

5 NEIGHBOURHOODS & REPRESENTATIVES

- 5.1 The Executive Committee shall establish and from time to time amend a division of the Development into Neighbourhoods, such that each dwelling therein shall be in one and only one such Neighbourhood.
- 5.2 Each Neighbourhood shall be represented by one, two or three Members of the Association, and these Representatives shall *ex officio* be members of the Executive Committee. From time to time, the Executive Committee shall by Standing Order determine the number of Representatives for each Neighbourhood, and may stipulate that eligibility to vote for or to serve as a Representative may be restricted by housing tenure status. Any such restrictions may be established only for the purpose of ensuring the better representation of the whole community in the Development, and shall never apply to all the Representatives for a particular Neighbourhood.
- 5.3 Each Representative shall ordinarily be elected at the AGM by those Members who live in that Neighbourhood. The Executive Committee

may provide for measures whereby a Neighbourhood may be represented by a Member chosen by a branch of the Association or by an affiliated residents' organisation.

6 MEETINGS

- 6.1 The Annual General Meeting (AGM) of the Association shall be held before the end of March each calendar year.
- 6.2 The Notice for an AGM shall state any elected positions which may be contested, including those Additional Officers listed in the applicable Standing Orders in force at the time when the Notice is issued.

7 INTERPRETATION

- 7.1 The "interests of the Members as residents of the Development" shall be taken to include any interest in matters which have either
 - 7.1.1 geographical proximity to the Development, *or*
 - 7.1.2 relevance to characteristics of the Development, such as the estate management and charging regimes, which are particular to the Development and some other developments but not shared by *all* developments in the country.
- 7.2 In relation to notice periods, any reference to "days" shall be taken to refer to "clear days".
- 7.3 Singular personal pronouns shall be taken to refer to any natural person, regardless of sex.
- 7.4 Notwithstanding implications to the contrary in Model Articles 12 and 25, the Chairman shall ordinarily be *directly* elected by the Members at the AGM, rather than by other members of the Executive Committee.

8 WINDING UP

- 8.1 On the merger of the Association with any other body, or the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to Trumpington Residents Association.