

# HLEC Regulations

## **1 Introduction**

- 1.1 The Holly Lodge Estate Committee ('the Committee') was created by the preamble to the Deed of 12 February 1930 which passed ownership of the 'roads, paths, grass edges, open spaces and gardens' of the Holly Lodge Estate from the builders, the London Garden Suburbs Ltd, to three Trustees. The plots occupied by the houses and flats had, by then, been sold to their respective owners
- 1.2 The deed provided that successor Trustees should be Members of and nominated by the Committee. The Deed provided, in Part II of the Schedule, for Regulations governing the Committee and for half-yearly General Meetings of the plot-owners. Regulation 14 gave power to a half-yearly General Meeting to alter or amend the Regulations. These Regulations constitute such alterations and amendments and were adopted by the half-yearly meeting of plot-owners on **XX-XX-2020** and take effect from that date.
- 1.3 These Regulations are intended to be consistent with the Deed.

## **2 Object**

The object of the Committee is, for the benefit of the Holly Lodge Estate, the management, maintenance and improvement of the gardens, roads, paths, grass edges and open spaces and the sewers and drains thereunder, for the well-being, enjoyment and community spirit of those who live in it.

## **3 Powers**

The Committee shall have the following powers:

- 3.1 To make, rescind and alter regulations for the use of the roads, paths, grass edges, open spaces and gardens and including regulations relating to parking and road usage **providing any such change is approved on due notice of the amendment by a resolution of a General Meeting;**
- 3.2 To collect from the owners of the plots on the Holly Lodge Estate the annual rent-charge of £2.50 payable each year by 25th day of December together with such other annual payments from plot-owners which shall have been approved by a General Meeting and which are required to carry out the Object;
- 3.3 To raise funds by any lawful means which include (but are not restricted to):-
  - a) Hiring out the gardens, roads, paths, grass edges and open spaces owned by the Holly Lodge Estate, so long as the consent of affected plot-owners has first been obtained;
  - b) Publishing and selling material in writing, electronically, broadcast films or the like;

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- c) Making appeals for contributions to the funds of the Committee for the attainment of the Object, whether as donations, subscriptions, bequests or otherwise;
  - d) Conducting such other fundraising activities as are, in the opinion of the Committee conducive to and consistent with the Object;
- 3.4 To expend the funds at their disposal for such purposes, consistent with the Object and for the benefit of the Holly Lodge Estate, as the Committee may think fit;
- 3.5 To acquire or hire property of any kind
- 3.6 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Committee considers necessary and having regard to the suitability of investments and the need for diversification);
- 3.7 To buy trees, plants and materials;
- 3.8 To buy or hire tools and other equipment;
- 3.9 To employ paid or unpaid agents, staff (temporary or permanent) or advisers;
- 3.10 To co-operate with other bodies;
- 3.11 To do anything else within the law which is conducive and consistent with or promotes or helps to promote the Object.

### **4 Plot-owners**

- 4.1 Only the following shall be entitled to attend and/or vote at General Meetings:
- a) A plot-owner or, if the plot-owner cannot attend for any reason, a resident member of the plot-owner's family appointed by the plot-owner as the proxy of the plot-owner
  - b) One of the owners of a plot owned by more than one person, or, if none of the plot-owners can attend for any reason, a resident member of the family or families of the plot-owners appointed by the plot-owners jointly as the proxy of the plot-owners
  - c) If none of the above are able to attend due to absence, illness or incapacity, the plot-owner may nominate another person resident in the house or a plot-owner of another plot to act as the proxy for the plot-owner
  - d) A director or officer of a company which owns a plot appointed by a resolution of its directors

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- 4.2 Only the following shall be entitled to serve as a Member of the Committee or as a Trustee
- a) A plot-owner
  - b) One of the owners of a plot owned by more than one person
  - c) A director or officer of a company which owns a plot appointed by a resolution of its directors
  - d) The wife/husband/partner of a plot-owner so long as the plot-owner is not a serving member of the Committee.
- 4.3 In order to be a proxy or an appointee in this regulation, the appointment shall be in writing, validly authorised by the plot-owner(s) and delivered to the Secretary by hand, post or as an attachment to an email at least seven days before the relevant meeting
- 4.4 No individual may be a proxy for more than 1 plot
- 4.5 No plot-owner or their proxy shall be entitled to attend or vote at a General Meeting or serve as a Member of the Committee if the rent-charge in respect of his or her plot is in arrear and unpaid.
- 4.6 In this regulation 'resident' means someone who normally resides on the relevant plot

## **5 The Committee**

- 5.1 The Committee shall consist of not less than 5 nor more than 9 Members
- 5.2 Save for those filling a casual vacancy (see Reg 5.9 below), every Member of the Committee shall be elected at an Annual General Meeting (AGM);
- 5.3 Nominations for Members of the Committee shall be made in writing on a form approved by the Committee and available from the Estate Manager. Completed forms shall be submitted to the Secretary at least 28 days before the General Meeting;
- 5.4 The Secretary shall invite from all the plots, nominations for Membership of the Committee at least 42 days before an Annual General Meeting.
- 5.5 In the event of more persons being nominated than there are vacancies to fill among the elected Committee Members at any AGM the vacancies shall be filled by a ballot of the Members present.
- 5.6 Votes to elect a Committee Member shall be cast by those entitled to vote at the General Meeting; in addition the Committee may permit votes by plot-owners unable to vote in person or by proxy as above, to vote by some other means

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which is secret, secure and free from interference or undue influence so long as those means have been approved by a resolution of a previous General Meeting and notice of the availability of those means has been notified to plot-owners with the notice of the General Meeting at which they may be utilised.

- 5.7 Each elected Member of the Committee shall take office from the beginning of the next meeting of the Committee after the Annual General Meeting.
- 5.8 The term of office for each Committee Member will be three years and at each AGM one third (or the nearest number thereto) of the Committee shall retire on the basis of length of service; a retiring Member is eligible to be elected to serve another term.
- 5.9 The Committee may co-opt any Members to fill any casual vacancy occurring by the death, resignation or removal of any Committee Member between AGMs. Co-opted Committee Members may stand for election at the next AGM and, if elected, shall serve the remaining term of the Committee Member they have replaced.
- 5.10 A Committee Member automatically ceases to be a Committee Member if he or she:
  - a) is incapable, whether mentally or physically, of managing his or her own affairs;
  - b) is absent without adequate explanation from 3 consecutive meetings of the Committee and is asked by a majority of the other Committee Members to resign;
  - c) ceases to be a plot-owner or a resident member of a plot-owner's family or an appointee in respect of a plot owned by a company;
  - d) if the rent-charge in relation to the plot in respect of which she or he is a Committee Member is in arrear;
  - e) resigns by written notice to the Committee (but only if at least five Committee Members will remain in office);
  - f) is removed by a resolution passed by all the other Committee Members after they have invited the views of the Committee Member concerned and considered the matter in the light of any such views; or
  - g) is removed by a vote supported by not less than three quarters of those present and voting at a General Meeting.
- 5.11 A technical defect in the appointment of a Committee Member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting

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### **6 Committee Proceedings and Meetings**

- 6.1 The Committee shall meet regularly between Annual General Meetings and shall determine the dates of its own meetings and its own procedures. A quorum shall consist of 3 of the Members of the Committee;
- 6.2 A Committee Meeting may be held either in person or, if agreed by the Committee, by suitable electronic means in which all participants may communicate with all other participants
- 6.3 The Committee shall each year at its first meeting after the AGM elect from among its Members a Chair, Vice-Chair, Secretary and Treasurer. The Chair, or Vice-Chair or in his or her absence a Committee Member present and approved by the others in attendance shall preside at all meetings of the Committee and at General Meetings;
- 6.4 Except for the Chair of the meeting, who has a casting vote in the event of any equality of votes, every Committee Member has one vote on each issue;
- 6.5 The Committee may appoint such advisory Sub-Committees as it may from time to time deem expedient to advise it;
- 6.6 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee;
- 6.7 The Committee shall be bound to consider the resolutions of General Meetings but shall not be bound by them save as is provided in these Regulations

### **7 Trustees and funds**

- 7.1 The property and funds of the Committee shall be held by not less than two or more than four Trustees who shall be Members of and nominated by the Committee
- 7.2 A Trustee may hold office for a 3 year term and for a maximum of 3 consecutive 3 year terms or unless, earlier, she or he resigns or is removed from office as a Trustee or as a Committee Member **or fails to be re-elected** as a Committee Member;

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#### OPTION A

- 7.3 **Every third year at the AGM the 3 (three) Trustees shall give notice of retirement as a Trustee to take effect at the first Committee after the AGM and may stand for re-election to the Committee. In the event a Trustee is not re-elected to the Committee then the Trustee shall retire as a Trustee at the first Committee Meeting after the AGM**
- 7.4 **At the first Committee meeting after the AGM the Committee shall elect three Trustees who will be appointed for 3 years.**

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If an elected Trustee is part way through a 3 year term as a Committee Member then, if required, by drawing lots a Committee member elected that year will assume their rotation.

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### OPTION B

7.3 Every third year at the AGM 1 (one) Trustee shall give notice of retirement as a Trustee to take effect at the first Committee after the AGM and may stand for re-election to the Committee. In the event the Trustee is not re-elected to the Committee then the Trustee shall retire as a Trustee at the first Committee Meeting after the AGM

7.4 At the first Committee meeting after the AGM the Committee shall elect a Trustee who will be appointed for 3 years.

If the elected Trustee is part way through a 3 year term as a Committee Member then, if required, by drawing lots a Committee member elected that year will assume their rotation.

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7.5 If a Trustee resigns during their 3 year tenure then the Committee may elect a new Trustee from the existing members. The new Trustee and resigning Trustee shall each complete each other's term as a Trustee and Committee member.

7.6 Five members of the Committee may at any time remove a Trustee from Trusteeship for any reason which may appear to them sufficient and without publicly assigning any reason;

7.7 No Committee Member may receive any payment of money or other material benefit (whether direct or indirect) from the such position except:-

a) Reimbursement of reasonable out-of-pocket expenses actually incurred in the work of the Committee;

b) In the case of the Secretary and Treasurer, payment, if approved by the Committee and by a resolution of a General Meeting;

7.8 In accordance with clause 10 of the Deed, the Committee shall have the power to insure the Trustees and themselves against any actions, claims and risks to which they may be liable by reason of decisions of the Committee which appeared to the Committee to be lawful or by reason of the ownership of the property and funds of the Committee, and the Committee and Trustees shall be indemnified by the plot-owners (in proportion to the annual rent-charges payable under the Deed) in respect of any matter arising in relation to the the decisions of the Committee which appeared to the Committee to be lawful or of

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the due fulfilment of the trusteeship of the property and funds of the Committee.

### **8 General Meetings**

- 8.1 At a General Meeting each person entitled to attend and vote (within the meaning of Regulation 4 above) may cast one vote on each motion at the General Meeting. No other means of voting shall be permitted. In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 8.2 The General Meetings shall consist of an Annual General Meeting, a Half Yearly General Meeting, and on occasion, an Extraordinary General Meeting.
- 8.3 The Annual General Meeting shall be held after 31<sup>st</sup> of March and before 31<sup>st</sup> May of each year the business of which will be to;
- a) receive the accounts of the Committee for the previous financial year up to 30 November
  - b) receive the report of the Committee on the Committee's activities since the General Meeting
  - c) accept the retirement of those elected Committee Members who wish to retire or are retiring by rotation;
  - d) elect the Members of the Committee to fill the vacancies arising;
  - e) appoint an auditor or independent examiner where required; and
  - f) discuss and determine any issues of policy or deal with any other business put before them by the Committee.
- 8.4 The Half Yearly General Meeting shall be held after 30 September and before 1 December of each year to:
- a) present a budget;
  - b) discuss and determine any issues of policy or deal with any other business put before them by the Committee.
- 8.5 An Extraordinary General Meeting shall also be held when the Committee considers it expedient or twenty plot-owners so request in writing.
- 8.6 The quorum for a General Meeting shall be 20.
- 8.7 A plot-owner or his/her appointee may send to the Secretary at least twenty eight days before a General Meeting, a motion to be considered at the next General Meeting and the Committee shall be bound to consider it at their next meeting and decide whether to recommend it to the General Meeting or suggest to the General Meeting some other course of action in relation to it.

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8.8 Not less than fourteen days' prior notice of each General Meeting shall be sent to each plot-owner, specifying the business to be transacted. No business other than that specified in the notice shall be transacted at a General Meeting.

8.9 Except when otherwise provided by these Regulations all resolutions shall be made by a simple majority of those present and voting.

### **9 Code of Conduct**

9.1 The Committee may from time to time make and revoke a Code of conduct for the conduct of Committee meetings and General Meetings.

### **10 The Regulations**

10.1 The Committee may amend these Regulations providing the amendment is approved, on due notice of the amendment, by a resolution of a General Meeting.

10.2 If the matter is so urgent it cannot wait until the next General Meeting the Committee may determine any matter on which these Regulations are silent or ambiguous. Any such determination will be reviewed at the next General Meeting.

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### **Code of Conduct**

1. The Holly Lodge Estate is a safe and welcoming place for residents and guests. At all meetings of the Committee and General Meetings of the plot-owners and their proxies and appointees, the relevant contributions of everyone are valued, heard and respected, and the abuse of anyone is unacceptable. With this in mind all those in attendance at meetings are to be taken to have agreed to act within the spirit of this principle.
2. The Chair shall be responsible for ensuring and shall have the power to insist that this principle is observed.
3. At every meeting those wishing to speak may only do so with the permission of the Chair, who will use their discretion to facilitate the reasonable participation of those present and ensure an orderly meeting