

Huntly Gardens Proprietors' Association

CONSTITUTION

NAME

The name of the Association shall be "Huntly Gardens Proprietors' Association".

OBJECTIVES

The Objectives of the Association shall be:

(FIRST) to promote, carry out and encourage the preservation, maintenance, and upkeep of the pleasure grounds lying between the North and South sides of Huntly Gardens, forming the private gardens known as Huntly Gardens ("the Gardens") and all commonly owned external areas and items which are the responsibility of 1-34 Huntly Gardens and 12 Saltoun Street (12 Saltoun Street being part of the ground floor level of No. 1 Huntly Gardens); ("the Gardens' Objectives") and

(SECOND) to promote, carry out and encourage the preservation, maintenance, development and improvement of all commonly owned external areas and items which are the responsibility of 1-20 Huntly Gardens and 12 Saltoun Street, which responsibilities include:

1. The private road fronting 1-20 Huntly Gardens and its drainage.
2. The private footpath fronting 1-20 Huntly Gardens.
3. The lighting units numbered R1-R5 fronting 1-20 Huntly Gardens.
4. The two stone piers and associated lighting at the Horselethill Road entrance to Huntly Gardens.
5. The shared responsibility of Kew Lane (subject to the extent of each property's individual responsibility as stated in their Title Deeds), which responsibility is shared equally with the proprietors of the properties in Kew Terrace (collectively referred to as "the North Side Road Objectives").

MEMBERS

The Members of the Association shall be all house-owners in 1-34 Huntly Gardens and 12 Saltoun Street (being part of the ground floor level of No. 1 Huntly Gardens) ("the Members"). All house-owners in 1-20 Huntly Gardens and 12 Saltoun Street (being part of the ground floor level of No. 1 Huntly Gardens) shall, in relation to the North Side Road Objectives, and where the context so requires, be referred to as "the North Side Members".

SUBSCRIPTIONS

The subscription for the ensuing year shall be fixed at each Annual General Meeting, with one subscription ("the Gardens' Subscription") being fixed for the Gardens' Objectives, payable by all Members, and one subscription ("the North Side Road Subscription") being fixed for the North Side Road Objectives, payable by all North Side Members (in addition to the Gardens' Subscription). The subscription for each Member and each North Side Member shall be derived as follows:

For the purposes of the Gardens' Subscription, it will be considered that each individual self-contained flatted dwelling house falling within 1-34 Huntly Gardens (including 12 Saltoun Street) forms one unit. The sum for each unit shall be fixed, and each Member shall pay the subscription based on the number of units owned. All Gardens' Subscriptions received from Members shall be used only in connection with the Gardens Objectives.

For the purposes of the North Side Road Subscription, it will be considered that the North side of Huntly Gardens consists of 20 houses, and each house will be divisible into four units each consisting of one storey. The sum for each house shall be fixed, and accordingly the sum for each unit, and each North Side Member shall pay the subscription based on the number of units owned, or in the proportion or proportions as otherwise agreed within each house. All North Side Road Subscriptions received from the North Side Members shall be used only in connection with the North Side Road Objectives.

MEETINGS

An Annual General Meeting shall be held in, or about February of each year, to receive the Committee of the Association's report and audited accounts (for each of the Gardens' Subscriptions/Gardens' Objectives and for the North Side Road Subscriptions/North Side Road Objectives) and to elect the Members of the Committee of the Association. Special General Meetings of the Association shall be held at the request of ten or more Members. An attendance of twelve Members including at least three committee Members shall constitute a quorum for any meeting of the Association. The Committee of the Association shall decide when General Meetings shall be held and shall give at least twenty-one days' notice of such meetings, to all Members, either by email or in writing, with an agenda for the meeting. Statements of accounts and reports (for each of the Gardens' Subscriptions/Gardens' Objectives and for the North Side Road Subscriptions/North Side Road Objectives) shall be made available to all Members in advance of the Annual General Meeting.

VOTING

At any meeting, any resolution relating to the Gardens' Objectives shall initially be put to a show of hands, with the support of a majority of votes cast by Members required to carry a resolution. It shall be open to any Member present to demand a Poll with each Member having one vote.

At any meeting, any resolution relating to the North Side Road Objectives shall initially be put to a show of hands, with the support of a majority of votes cast by North Side Members required to carry a resolution. It shall be open to any North Side Member present to demand a Poll by voting share. On such a Poll being taken, each house falling within 1-20 Huntly Gardens shall have four votes, split proportionately between the owners within each house according to their Title Deeds or as agreed between the owners.

At any meeting, a majority of Members present can resolve to put a resolution relating to the Gardens' Objectives to a vote by a Poll of all Members to be conducted by email or in writing. A resolution by a Poll of all Members will be deemed to have been passed if a majority of votes cast are in favour. The Committee of the Association shall decide when such a Poll of all Members shall be held and shall give at least twenty-one days' notice of such a Poll of all Members, to all Members, either by email or in writing. The Committee of the Association can also at any time put a resolution to a vote by a Poll of all Members, with a presumption that it will do so for significant decisions.

At any meeting, a majority of North Side Members present can resolve by a Poll to put a resolution relating to the North Side Road Objectives to a vote by a Poll of all North Side Members to be conducted by email or in writing. A resolution by a Poll of all North Side Members will be deemed to have been passed if a majority of votes cast are in favour. The Committee of the Association shall decide when such a Poll of all North Side Members shall be held and shall give at least twenty-one days' notice of such a Poll of all North Side Members, to all North Side Members, either by email or in writing. The Committee of the Association can also at any time put a resolution to a vote by a Poll of all North Side Members, with a presumption that it will do so for significant decisions.

COMMITTEE

The Committee shall consist of a Chairperson, Secretary, and Treasurer, and not less than five (and not more than nine) other Members, declaring that at least half of the members of the Committee shall be elected from the North Side Members; The officers of the Committee, being the Chairperson, Secretary and Treasurer, shall be appointed from the Members of the Committee by the Committee with one Member of the Committee also being appointed Gardens' Co-Ordinator and one Member of the Committee also being appointed North Side Road Co-Ordinator. All Members of the Committee shall serve for three years, eligible for re-election for a further three years. A quorum for meetings of the Committee shall be five Members including at least one of the officers (Chairperson, Secretary, Treasurer). Nominations for the election of Members of the Committee shall be made to the Secretary not less than 28 days prior to the Annual General Meeting. The proposed nominees must be fully paid-up Members and have given their consent to election.

APPEALS

The Committee shall have the power to make appeals, solicit donations and canvass monies for carrying out the Objectives of the Association.

USE OF MONIES TO ACHIEVE OBJECTIVES

The Committee shall use the monies received by the Association as it thinks fit for, or towards, the Objectives of the Association, subject to any monies received for the Gardens' Objectives being used for the Gardens' Objectives, and any monies received for the North Side Road Objectives, being used for the North Side Road Objectives.

ACCOUNTS, ADMINISTRATION AND EXPENSES

The Committee shall operate two separate bank accounts, one to hold the monies received from the Members for the Gardens' Objectives, and one to hold the monies received from the North Side Members for the North Side Road Objectives, and shall, out of the monies received by the Association, pay from the respective accounts all proper expenses of administration and management of the Association. Statements of accounts will be presented to all Members at the Annual General Meeting.

AMENDMENTS

The Constitution may be amended by two thirds of the Members in attendance at an Annual General Meeting or Special General Meeting, or in a Poll of all Members, provided that one month's notice of the proposed amendment has been sent to all Members, and provided that nothing herein contained shall authorise any amendment permitting the expenditure of the funds of the Association on any Object that is not charitable.

WINDING UP

In the event of the winding up of the Association:

- (1) the available funds of the Association held for the Gardens' Objectives shall be transferred to the Members according to the proportions as used to collect the Gardens' Subscriptions, having regard to any sum or sums owed by any Member to the Association; and
- (2) the available funds of the Association held for the North Side Road Objectives shall be transferred to the North Side Members according to the proportions as used to collect the north side Road Subscriptions, having regard to any sum or sums owed by any Member to the Association.