

CONSTITUTION OF THE ALNWICKHILL PROPRIETORS' ASSOCIATION

Name

1. The name of the Association shall be "The Alnwickhill Proprietors' Association" hereafter referred to as the "Association".

Purpose

2. The purposes of the Association will be:
 - (a) to acquire and hold on behalf of its members, as hereinafter defined, the various areas of amenity ground relating to, and situated within Alnwickhill Estate as stated in the Deed of Declaration of Conditions by Scottish Residential Estates Development Company Limited;
 - (b) to administer the upkeep and maintenance of the various areas of amenity ground;
 - (c) to do such other things as may from time to time be necessary for the common interest of the feuars;
 - (d) The Committee can elect to retain the services of the maintenance contractor, without having to go to tender every year, provided that the Committee consider the charges to be reasonable and the work satisfactory; and
 - (e) No Committee has the power to agree to the altering or sale of any land, pathways, or right of way throughout the Estate.

Property

3. The titles of the property of the Association shall be taken in the name of the Chairman, Honorary Secretary and Honorary Treasurer for the time being, as Trustees for the Association.

Amenity Ground

4. The Association may make Regulations governing the use of the amenity ground belonging to it.

Membership of the Association

5. All persons who are feuars of land in the said Alnwickhill Estate (as indicated in paragraph 2 (a) above) and the executors and successors of such feuars shall be members of the Association. No other person shall be eligible for membership. A member shall continue to be a member until he ceases to be a feuar and a new feuar becomes a member in his place under paragraphs 6 and 7.

Change of Ownership

6. On the sale or other change in the ownership of any feu in the said Estate the member shall take the new feuar and his successors in title bound to become a member of the Association and to be bound by the Constitution of the Association and any Regulations made thereunder.
7.
 - (a) Further, a member on leaving the Estate shall provide the Honorary Secretary with satisfactory evidence of the change of ownership of the feu, but the Honorary Secretary will be entitled to bring his membership records up to date by consulting the Regional Valuation Roll and the list of feuars maintained by the Superior to ascertain the names of owners of particular feus.
 - (b) An outgoing feuar shall be entitled to a refund of his subscription on a pro rata basis for each full calendar month remaining of the current financial year.
 - (c) An incoming feuar will be liable to pay on a pro rata basis for each full calendar month remaining of the current financial year.

Note: the Proprietor as at 1st March is liable to the Association for the FULL PAYMENT of the Annual Assessment for the year (1st March to 28/29th February) and that it is then up to the outgoing Proprietor to make any agreement/arrangement with regard to refund of same with the incoming Purchaser.

Office

8. The Office of the Association shall be at such address as may be decided from time to time by the Committee.

Assessment

9. (a) The financial year of the Association shall be from the first day of March to the last day of February.
- (b) The Association from time to time may levy upon the members such assessments as it deems necessary in respect of all outlays and expenses incurred or to be incurred in attaining the objects of the Association.
- (c) The amount of each Assessment in any year shall be the same amount for each feu in the Estate, except for the feuars in building phases, the amenity areas of which have not been conveyed to the Association, who shall be liable to pay a lesser sum levied by the Association.
- (d) The Association has the power either at the AGM, or by resolution of the Committee, to offer discounted Assessments for payment by the due date.

Payment of Assessments

10. The resolution of the Association fixing the amount of the Assessment for any calendar year shall also fix the date when the payment is due. It shall be competent for the Association to collect arrears of Assessment for any feu from any subsequent owner who shall be held to have satisfied themselves of the position regarding the Assessment for that feu on their purchase of it.

Interest on Unpaid Assessments

11. (a) The Association has power either in General Meeting or by resolution of the Committee to charge interest at 2% over the bank rate on all overdue Assessments for the period beginning two months after the date when payment was due, up to the date of payment.
- (b) The Association has the power to instruct their solicitor to collect any outstanding Assessments due to the Association by any proprietor. The proprietor concerned will be responsible for any additional costs incurred.

Liability of Joint Members

12. Members who are joint owners of fues shall be jointly and severally liable for the payment of all Assessments due in respect of any feu owned by them.

Banking

13. A Bank Account shall be opened in the name of the Association. The Bank Account shall be operated by the Honorary Treasurer but withdrawal of funds shall only be made on presentation of a cheque or draft signed by the Honorary Treasurer and either the Chairman or Honorary Secretary.

Annual General Meeting

14. An Annual General Meeting of Members shall be held once in every calendar year and not more than fifteen months after holding the last preceding Annual General Meeting at such time and place as may be determined by the Committee. All resolutions from members for inclusion in the Agenda should be in the hand of the Honorary Secretary not later than two weeks before the published date of the Annual General Meeting.

Extraordinary General Meeting

15. All meetings of the Association, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
16. An Extraordinary General Meeting shall be convened by the Committee whenever they think fit or by the Honorary Secretary at the request in writing of not less than ten members; this request shall state the business to be submitted at the Meeting. Notice of such a Meeting shall be given within ten days of the date of receipt of the request by the Honorary Secretary.

Notice of Meeting

17. Notice of the Annual General Meeting and of every Extraordinary General Meeting shall be given by the Honorary Secretary to each member of the Association at their respective addresses in the Estate; the notice of each Meeting shall be not less than four weeks before the date of the Meeting.

Omission of Notice

18. The accidental omission to give any such notice to any member, or the non-receipt of the same by any member, shall not invalidate any proceedings at any General Meeting.

Business at Annual General Meeting

19. The business of any Annual General Meetings shall be:-

- (a) to receive and consider the accounts of the Association and the reports of the Committee and Auditors for the previous calendar year;
- (b) to receive, consider and approve estimates of expenditure for the current calendar year;
- (c) to fix the amount of the Assessment for the coming year and date of payment;
- (d) to elect from the members the Office-Bearers and Committee in place of those retiring and to elect Auditors; and
- (e) to conduct any other competent business.

Quorum

20. Fifty members or more present in person or by proxy shall be a quorum at an Annual General Meeting or an Extraordinary General Meeting.
21. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until such a later date as the Committee may appoint. All members shall be notified of the adjourned meeting in writing; if no quorum be present at such an adjourned meeting those members who are present shall be deemed to be a quorum and may transact all business which could properly have been disposed of at the meeting from which such adjournment took place.

Chairman

22. The Chairman of the Committee shall preside at any Annual General Meeting or Extraordinary General Meeting. If there is no such Chairman, or if he is not present within five minutes after the time appointed for holding the meeting, the members present shall choose one of their number to act as Chairman of the meeting.

Manner of Voting and Votes

23. Every question submitted to a meeting shall be decided in the first instance by a show of hands. Each feu shall carry one vote and where joint feuars are members only one such feuars may vote on any resolution.

Proxies

24. Any member shall be entitled to appoint a proxy to attend and vote for him at any meeting and such proxy need not be a member of the Association. The instrument appointing a proxy shall be lodged with the Honorary Secretary not less than forty-eight hours before any meeting.

Poll

25. Any member present at a meeting in person or by proxy may demand a poll. If a poll is demanded, it shall be taken immediately and each feu represented at the meeting shall have one vote as provided in paragraph 23 above.

Casting Vote

26. In the event of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote.

Adjournment

27. The Chairman of an Annual General Meeting may, with the consent of the meeting, adjourn the same from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Power of Association to be exercised by Committee

28. The Management of the Association shall be vested in a Committee to be elected as hereinafter provided and the Committee may exercise all powers vested in it and do all such acts as may be done by the Association but no expenditure shall be incurred beyond what is include in the Annual Estimates without the express sanction of a General Meeting.

Committee

29. The Committee shall consist of a Chairman, Honorary Secretary, Honorary Treasurer and three members who shall be members of the Association and shall be elected by the Association in General Meeting. The Committee shall have power to fill any casual vacancy in its elected members, or officials, but any member so appointed shall hold office until the next Annual General Meeting, but shall then be eligible for election. Only one member of any joint feu may .be a Committee Member or Official at any one time.

Vacating Office

30. a) A member of the Committee shall vacate office ipso facto if he shall cease to be a member of the Association.
- b) Three members of the Committee shall retire by rotation each year. The retiring members shall be those (1) who have completed two years' continuous service since the his last election (2) who were elected to fill a casual vacancy left by a member who would otherwise have completed two years as a member of the Committee at that time.
- c) Retiring members shall demit office at the end of the Annual General Meeting and shall be eligible for re-election.

Auditors

31. Two members, who are neither Official nor Committee members, shall be elected Auditors for one year.

Nominations

32. The proposer of a person nominated as a member of Committee or to act as one of the Officials or as Auditor must, where the nominee is not personally present, be able to confirm that his nominee will be willing to act, if duly elected.

Meeting of Committee

33. a) The Committee may meet for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number of be Chairman of the meeting.
- b) Four members of the Committee shall be a quorum.
- c) Questions arising at any meeting of the Committee shall be determined by a majority of the votes of the members present, and in the case of an equality of votes, the Chairman shall have a casting vote in addition to a deliberative vote.

Committee not to Contract with Association

34. A member of the Committee may not enter into any Contract or arrangement with the Association.

Power to Borrow

35. The Association may not borrow without the sanction of a General Meeting.

Alteration or Addition to Constitution etc

36. The Association may alter or add to its Constitution or Regulations by Resolution by a majority of not less than two-thirds of its members. Voting for such alterations or additions, either in person or by proxy, shall take place at a General Meeting of which notice specifying the intention to propose the resolution has been duly given but no such alteration or addition shall deviate from the objects of the Association as herein contained.

Adoption of Rules

37. The Association shall have the power by resolution passed in General Meeting by a majority as provided in the immediately preceding paragraph to make Rules for the purpose of carrying into effect paragraph 2 hereof, and to alter or add to the same, and may delegate to the Committee the power to make such Rules and to alter or add to the same, subject to confirmation thereof by Resolution passed by a majority as aforesaid at the next General Meeting of the Association.

Interpretation

38. In these Regulations, unless the context otherwise requires: "Month" shall mean a calendar month; "Words" importing the masculine shall include the feminine; "Words" importing individuals shall include companies or corporations.

Arbitration

39. In the event to the foregoing Constitution or any addition or amendment thereto or any rules made in accordance with the Constitution being challenged by a member as being illegal or ultra vires the question shall be final and binding on all parties. The expenses of the reference shall be paid as awarded by the Arbitrator.

The Edition

The Constitution was updated following the Association's Annual General Meeting held on Tuesday 30 March 1999.