

BRIGHTON MARINA RESIDENTS' ASSOCIATION

c/o Administration Office, Brighton Marina, BN2 5UF

CONSTITUTION ***ADOPTED JULY 2025*** ***Amended July 2026***

This Constitution governs the activities and procedures of the Brighton Marina Residents' Association (hereinafter referred to as 'BMRA' or 'the Association') and its committee.

BMRA is a non-profit-making Unincorporated Association.

The Association's website, www.brightonmarinaresidents.co.uk, is hereinafter referred to as 'the Website'.

1. AIMS, PURPOSES AND OPERATION

- 1.1 BMRA has the following principal purposes:
 - 1.1.1 To provide a forum to discuss matters which affect the residents of Brighton Marina.
 - 1.1.2 To ascertain and express the views and opinions of people living in the Marina, including establishing a common approach (if possible, and with due regard to minority opinion) on matters which may affect the comfort and convenience of life of such persons.
 - 1.1.3 To facilitate the exchange of views and information with Brighton Marina Residential Management Company Limited (hereinafter referred to as "BMRMCo") and other parties with interests in or concerning the Marina.
 - 1.1.4 To inform residents of matters which affect their property, taking care to present a balanced view, in order to facilitate decision making on whatever action each considers appropriate.
 - 1.1.5 To facilitate the holding of social events for its members and also, where appropriate, other entities within the Marina.
- 1.2 BMRA will not itself campaign for or against any particular issue as this is the responsibility of individual residents or separate groups unaffiliated to BMRA.
- 1.3 BMRA will undertake its functions and purposes through General Meetings (section 3), the Committee (section 5), which will be elected by its members, and its Sub-Committees (section 7).
- 1.4 Neither BMRA nor the Committee can take any decision that commits any individual resident to mandatory expenditure or to any course of action which in any way compromises that resident's rights or obligations under their lease.

- 1.5 The right of any individual resident to approach BMRMCo, its officers, its subsidiaries or other party in respect of any matter whatsoever shall not be compromised by membership of BMRA.

2. MEMBERSHIP

There are two categories of membership, Full Membership and Associate Membership:

2.1 Full Membership

Owners of residential properties (i.e. those holding freehold or long leasehold interests in such properties either personally, jointly or corporately) and adult members of their household within the Marina are entitled to apply for Full Membership.

Full Members are entitled to elect representatives to the Committee and to stand for election themselves.

2.2 Associate Membership

Those renting residential property in the Marina with an Assured Periodic Tenancy (APT) and adult members of their household and Marina berth holders are entitled to apply for Associate Membership.

Associate Members shall pay the same subscription as Full Members but will not have voting rights or the right to stand for election to the Committee

2.3 Membership conditions

2.3.1 Membership will commence on completion of an application form and payment of the subscription.

2.3.2 The Committee will set a membership period of at least one year to renew on a fixed date for all members regardless of the point during the membership period that they join.

Members may resign at any time in writing to the Secretary.

The annual membership subscription shall be approved by a unanimous decision of the Officers, failing which it will require the approval of the Committee.

Any member who has not paid their subscription within 6 months of the renewal date will be deemed to have resigned.

2.4 Membership benefits

2.4.1 Members are entitled to attend General Meetings and to express their views at those meetings, or through their elected Block Representative.

2.4.2 Members will receive the minutes of General Meetings by email and be provided with the password to view the minutes of all Association meetings on the Website and to receive other communications that the Committee may from time to time distribute to members.

2.4.3 Each member is entitled to a current Membership/Advantage Card (section 11).

2.4.4 Members are entitled to attend social events organised by BMRA (which may be subject to additional payment).

3. GENERAL MEETINGS

3.1 BMRA will aim to hold General Meetings approximately every 2 months on a day and time and at a suitable location as advised by an Officer. Additional meetings may be held by agreement as required.

In exceptional circumstances meetings can be held online.

3.2 A director or senior manager of BMRMCo will be asked to attend General Meetings and any other party may attend the meetings at the invitation of the Chair.

3.3 All BMRA members are entitled to attend and speak at General Meetings.

3.4 Any decisions shall be made by a majority vote of those present at the meeting. Proxy votes from absent members in a form to be determined by the Officers will be allowed. No vote will be binding unless there is a quorum, in person or by proxy, of a minimum of 20 Full Members. In the event of a tie, the Chair shall have a second and casting vote.

3.5 An agenda of the matters to be discussed at a forthcoming meeting will be circulated by the Chair or Secretary to members by email and a copy will also be published on the Website, where possible at least 7 days prior to the meeting taking place.

3.6 There will be a number of fixed agenda items established by convention. If a member wishes to have an additional item added to a General Meeting agenda, they should contact the Chair in good time prior to the meeting (at least 8 days unless the circumstances are exceptional) and the item will be included at the Chair's discretion, such requests will not be denied unreasonably.

In addition, the General Meeting will be asked to note and ratify any members who have been co-opted onto the Committee or any Sub-Committee since the last General Meeting.

Requests to include (non-fixed) agenda items that have previously been discussed at a General Meeting will only be granted if there have been further developments in the matter since the last discussion.

- 3.7 The first General Meeting held on or after 1 July in any calendar year will be designated the Annual General Meeting. In addition to its normal business, that meeting will:
- be presented with an annual financial statement for acceptance.
 - elect the Officers. The election will be by Full Members in attendance by way of a show of hands or by secret ballot if there is more than one candidate for a position
- 3.8 Time constraints require that General Meetings shall not be used to raise routine maintenance issues for the first time, these should be reported directly to BMRMCo by one of the various means advised. It will be permissible to raise a maintenance issue that has previously been reported by a correct channel but has not been acted upon in a reasonable timeframe or the remedial work has been inadequate.
- 3.9 The meeting shall not, save in the most exceptional circumstances, discuss individual residents or their properties in the Marina. Exceptional circumstances shall include instances where the individual matter concerned gives rise to wider implications for Marina residents.
- 3.10 The Chair shall ensure that minutes of BMRA meetings are taken by an appropriate person attending the meeting.
- 3.11 Committee members shall have at least 24 hours to review draft minutes before publication.
- 3.12 The Chair will arrange for publication of the minutes on behalf of BMRA. Publication will be by circulation to all members by email, posting on the Website and circulation to other interested parties (e.g. Ward Councillors, BMRMCo staff and the managers of the various commercial estates in the Marina).

4. OFFICERS

- 4.1 The Officers shall consist of a Chair, Vice Chair, Secretary and Treasurer.
- 4.2 Duties of Officers
- 4.2.1 Chair: To arrange and chair General Meetings and Committee meetings and ensure accurate minutes are taken. To liaise as necessary with BMRMCo and other bodies and perform any other functions from time to time approved by the Committee.
- 4.2.2 Vice Chair: To assist the Chair and to perform the Chair's functions in their absence.
- 4.2.3 Secretary: To assist with elections, membership renewal and membership card distribution, to maintain a list of members, oversee the Advantage Card scheme and undertake any other duties approved by the Committee from time to time.

4.2.4 Treasurer: To receive, distribute and generally be responsible for the funds of the Association and to keep all necessary financial records.

4.3 The functions of the Officers shall be administrative only. No Officer shall have any individual and/or other executive power to bind the Committee and/or the Association to any decision save with the express consent of the Committee.

5. THE COMMITTEE

5.1 The Committee shall be comprised of Block Representatives (section 6) and Officers (section 4) elected by Full Members. All Committee Members must be Full Members of BMRA.

5.2 A full-term of Committee membership will be 2 years, after which Block Representative elections will take place by whatever electoral process that the current Committee decides, followed by a Biennial General Meeting.

5.3 If the elected Chair is a Block Representative they must stand down as representative for their block and a bye-election shall then be held for a Block Representative to replace them, or someone shall be co-opted by the Committee to act as such representative.

5.4 A Committee Member may seek re-election on subsequent occasions.

5.5 No Committee Member shall receive any remuneration or benefit for their services. A Committee Member shall be entitled to claim expenses for expenditure directly incurred by them on authorisation by the Treasurer and one other Committee Member.

5.6 No member of the Committee or any Sub-Committee will incur any personal liability for any acts or omissions whilst acting in that capacity, save where the same are proved to be caused by personal dishonesty. The Treasurer shall effect a policy of insurance in respect of this indemnity.

5.7 If any Committee Member is absent from General Meetings on three consecutive occasions the Committee shall have the right to declare a new election to replace that Member or co-opt a replacement by show of hands at a subsequent General Meeting.

5.8 The Committee can remove a Committee Member from office for reasons other than non-attendance at General Meetings by a 2/3 majority vote and replace them by election or co-opting a replacement.

5.9 The Committee can co-opt any person who is willing to serve as a member of the Committee, and that person shall become a member of the Committee as if they had been elected for the current term. Each appointment shall be confirmed by a vote at the next General Meeting. No more than 4 people in addition to the Officers and Block Representatives shall be co-opted onto the Committee at any one time.

- 5.10 The Committee shall meet in person, by email or online as and when deemed necessary by the Chair or at least 25% of the committee members. A Committee meeting shall require no less than 50% of members in attendance to be quorate.
- 5.11 All Committee decisions will be made by a simple majority of those who vote, unless otherwise stated in this constitution. In the event of a tie, the Chair shall have a second and casting vote.
- 5.12 Minutes of Committee meetings, including decisions made, will be published on the Website

6. BLOCK REPRESENTATIVES

- 6.1 The residential courts, listed below, shall each have one Block Representative:

Britannia Court	Sovereign Court
Collingwood Court	St Vincents Court
Copenhagen Court	Trafalgar Gate
Hamilton Court	Victory Mews Flats
Merton Court	Victory Mews Houses
Neptune Court	Village Square*
Orion	Wellington Court
Sirius	

*Village Square includes The Octagon, Portside, Mariners Quay and Starboard Court.

- 6.2 Block Representatives will be elected by Full Members who are members of a household in, or who own a property in, the same block or group of flats as the prospective Block Representative.
- 6.3 Block Representatives shall represent the interests of the block or group of houses or flats in which they live, but they will, as Committee Members, primarily represent the interests of the residents generally.
- 6.4 Block Representatives must be members of a household in the block that they represent.
- 6.5 No Block Representative can represent more than one block of flats or houses.
- 6.6 If a vacancy for a Block Representative occurs during the term of office, a bye-election will be held in that block for the remainder of that term. If there is only one candidate that candidate may be co-opted onto the Committee and ratified at the next General Meeting.
- 6.7 A Block Representative is not expected to deal with issues with other residents, tenants or visitors directly, such issues should be reported to Marina Security or BMRMCo as appropriate.

- 6.8 Block Representatives are expected to attend a majority of BMRA General Meetings. If unavailable for a meeting they should appoint a deputy to attend on their behalf or forward a report to the Chair in good time beforehand.
- 6.9 Whenever possible, Block Representatives should accompany the BMRMCo Property Inspector on their routine monthly block inspections.

7. SUB-COMMITTEES

- 7.1 The purpose of BMRA sub-committees is to give residents involvement and influence in the management of the residential estate and they will meet regularly at appropriate intervals.
- 7.2 There are 5 permanent sub-committees: Finance, Security, Maintenance, Landscaping and Health & Safety. The Committee may arrange the formation of temporary sub-committees to discuss other matters as and when required.
- 7.3 The sub-committees consist of BMRA Members. Typically, meetings are also attended by appropriate staff members from BMRMCo and their contracted service providers.
- 7.4 Any BMRA member is eligible to be a member of a sub-committee but it is usually expected that they will have relevant experience and skills to contribute.
- 7.5 Sub-committee members shall represent all Marina residents.
- 7.6 The existing members of a sub-committee and the Officers will agree the appointment of new members, to be ratified at the next General Meeting.
- 7.7 There shall be no more than 6 BMRA members on a sub-committee and a BMRA member shall not be a member of more than 3 permanent sub-committees simultaneously.
- 7.8 Minutes of sub-committee meetings shall be published on the Website.

8. NOTICES

- 8.1 BMRMCo are asked to provide and maintain a notice board dedicated to BMRA outside their offices or such other place as agreed.

Where practical, block notice boards are also installed in residential courts and the relevant Block Representative will be responsible for keeping the content up to date.

Official BMRA notices shall be included in block noticeboards, any remaining space can be used at the discretion of the Block Representative but commercial advertising is not permitted without the agreement of the Committee.

- 8.2 Where possible, copies of all Notices of Meetings will be posted on the notice boards and the Website at least 7 days prior to any formal meetings of the Association. Other documentation pertaining to the Association shall also be posted on the noticeboard and Website.

9. USE OF FUNDS

- 9.1 The primary source of income for the Association is from membership subscriptions. The guiding principle for the use of accumulated funds shall be that they are to be used for the potential benefit of all members.
- 9.2 Recurring expenses include the production of membership cards, website and email service provision and Public and Management Liability Insurance. Provided these costs remain within established and reasonable expectations the Treasurer is authorised to pay such recurring expenses without reference to the Committee.
- 9.3 By a majority vote the Committee can authorise expenditure of up to £1,000 per instance without reference to the wider membership.
- 9.4 Proposed expenditure of over £1,000 shall be put to a vote at a General Meeting or by consultation with the wider membership by whatever means the Committee decides.
- 9.5 BMRA will operate a bank account under the control of the Treasurer. The Officers shall nominate in writing the Treasurer and up to 3 Full Members to be authorised account signatories on behalf of BMRA. All payments must be authorised by not less than 2 signatories.

10. QUARTERLY ESTATES MEETING

- 10.1 Representatives of all Marina stakeholders are usually invited to a 'Quarterly Estates Meeting' arranged by BMRMCo to discuss matters concerning the whole Marina estate.

The Chair (or their appointee if unavailable) and one other Committee Member will attend on behalf of BMRA.

11. 'ADVANTAGE CARD' SCHEME AND COMMERCIAL RELATIONSHIPS

- 11.1 BMRA operates a scheme called 'Advantage Card' that provides specially negotiated discounts for its members at a variety of restaurants and businesses in and outside the Marina. Details will be available on the Website.
- 11.2 BMRA will not usually promote businesses or commercial events unless the business is a member of the Advantage Card scheme. Exceptions can be made if it is clearly in the best interests of residents to be informed.

12. THE CONSTITUTION

- 12.1 Any alterations to this Constitution shall require the assent of not less than two thirds of the members of BMRA voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.
- 12.2 At least 14 clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each Full Member.
- 12.3 No vote will be binding unless there is a quorum, in person or by proxy, of a minimum of 20 Full Members.

13. DISSOLUTION

- 13.1 BMRA may be dissolved by a Special General Meeting called specifically to consider a motion to dissolve the association.
 - 13.2 At least 21 clear days' notice in writing of the meeting setting out the terms of the dissolution shall be sent by the Secretary to each Full Member.
 - 13.3 No vote will be binding unless there is a quorum, in person or by proxy, of a minimum of 20 Full Members.
 - 13.4 The association shall only be dissolved if two-thirds of Full Members present at the Special General Meeting vote for a motion to dissolve the association.
 - 13.5 If BMRA is dissolved, any surplus funds shall be disbursed to a suitable registered charity to be decided upon by a simple majority of the Full Members voting at the Special General Meeting. Failing such agreement, any surplus will be paid to BMRMCo for the general benefit of residents of the Marina
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