



**DRAFT CONSTITUTION, OBJECTIVES AND RULES.**

**10<sup>TH</sup> EDITION**

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## **Constitution, Objectives and Rules – Contents**

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## **HISTORY**

The development of modern Middleton began after World War1. It was largely the achievement of Captain Rowlands Coldicott who purchased considerable parts of the farmland of Manor Farm adjoining Middleton Road, Sea Lane and the sea front.

He began, initially, to build detached houses along Sea Lane before laying out two branch roads roughly parallel to the coast, Sea Way to the west and Old Point to the east. The first Sea Way plots were built in the early 1920's.

Further houses were erected along and to the north of *Middleton Road* and by 1928 over 100 properties had been built many with roofs of handmade tiles and thatch.

He had remarkable foresight and embarked on a plan for creating, not just a residential estate [now known as the Sea Lane Estate], but also a village community particularly suited to the seaside location with its own shopping centre and leisure facilities. A Greensward was retained with rows of beach huts.

His preference for a well spaced development with traditional designs and materials is still evident today.

The private roads known as The Byway and Merry End were developed leading off Middleton Rd which itself was lined with attractive houses and shops.

Captain Coldicott also built some properties in Sea Close but the central area of the 60-acre field to the west of Sea Lane was bought by the Linfoot family who were responsible for the development of South Walk, East Close and West Close.

When the time came for Captain Coldicott to retire he was anxious that there should be some organisation to carry on his ideals. The Middleton on Sea Association was formed in 1937 by local residents to "preserve the amenities of the area and foster a spirit of good neighbourliness and self-help among the residents"

From its early beginnings, the Association has attempted to meet the original aims and objectives as required at its foundation and has, historically, acted with partners, to maintain the unique appearance of the village, its coast and housing

Coastal erosion has always been a major priority and after the Second World War action was taken by the Association with local Councils to protect the shoreline adjacent to the estate.

Today, the Association continues to hold a watching brief and a Coastal Sub-Committee was formed in 2000 to monitor erosion and liaise with the local authority on the maintenance of adequate sea defenses for the area.

The Association was responsible, in 1978, for the formation of the Middleton-on-Sea (Beach Huts) Limited, a separate company, in order to acquire, let, manage and maintain the beach huts on the Greensward. The company is administered by a Board of Directors. All the members of the Board are members of the Association and the three MOSA formal "Officers" are **ex officio** members of the Board.

In 1996 Arun District Council was asked by the Association to recognise the estate and part of the village as an "Area of Special Character" and after careful consideration this was agreed.

The Association compiled a *Village Design Statement* for the Area of Special Character, which was approved and adopted by Arun District Council as Supplementary Planning Guidance in December 2000. The *Village Design Statement* was published in 2001.

The infrastructure of the estate, its roads, drains and Twittens etc. is of fundamental importance to the Association and a sub committee was set up to advise the main Management Committee on these issues in 2018.

## **1. Area**

The Association is primarily concerned with those parts of Middleton-on-Sea which are bounded on the west by the Parish boundary on the east by both sides of Sea Lane, Sea Close and Old Point and on the north by both sides of Middleton Road up to and including number 179, and The Byway.

## **2. Aims and Objectives**

The aims and objectives of the Association are, just as they mainly used to be in Captain Coldicott's time, namely:

- a. To preserve the amenities of the above-mentioned area, and
- b. To foster a spirit of neighbourliness, good fellowship and self-help among the residents

## **3. Property**

The Greensward and all roads, verges, roundabouts and Twittens (Pedestrian access paths linking estate roads) on the "Coldicott" Estates, i.e., Sea Way, Old Point, Merry End and The Byway, together with the Sea Lane Estate, i.e., South Walk, East Close and West Close, have been transferred by deeds to the Association, which also holds the "benefit of the Covenants" of the Sea Lane Estate. The Deeds and Covenants are vested in Trustees appointed by the Association. (See 5 b and Rules, Section 12).

### **a. Private Roads and Twittens**

The Private Roads (and the associated Twittens), listed under "Road Groups" below, are owned or managed by the Association for the benefit of residents and their visitors.

Each Road has its own Road Representative and, in some cases, a Road Committee, who undertake a number of duties. It should be noted that Sea Lane is an adopted road and owned by West Sussex County Council.

### **b. Verges**

The Association has the general responsibility for the unobstructed maintenance of the verges as they are within its ownership. The cost of having these cut and trimmed would be prohibitive, so residents are required to cut, trim and maintain the verges contiguous to their properties.

The maintenance of the existing vehicular and/or pedestrian accesses, which cross the verges, is the responsibility of the owners of the property they serve. Any proposed changes to the verges must seek the agreement of the Association prior to any work being undertaken.

Pedestrian access, granted by the Association, should not be allowed to be used in such a way that they could become public rights of way.

Vehicles should not be parked on the verges

### c. Land Drains

Major land drains run through parts of the estate and were installed primarily for the purpose of draining rainwater from the roads which are owned by MOSA for the benefit of the residents of the Estate as a whole.

#### c (i) The Drainage System

There are three piped surface water drains on the estate. One of these is an east-west pipe which runs from a resident's garden in East Close, underneath the East Close and West Close roads and another five residents' gardens before it reaches a north-south public sewer owned by Southern Water. The combined pipe then discharges into the sea via the outfall at Hannah's Groyne near the western beach huts.

#### c (ii). Maintenance and Repair of the East-West Pipe

Following legal advice obtained in 2018, MOSA has now assumed responsibility for the maintenance and any necessary renewal of the east-west pipe, and any associated drainage works, with the exception of any connections which have been made for the benefit of individual property owners. In addition, the residents of the properties through which the pipe passes have a statutory duty not to do anything which might damage or obstruct the pipe, e.g. by carrying out building work or tree planting.

#### c (iii). The Sea Way Ditches and Culverts

The remaining two piped surface water drains run underneath Sea Way and discharge via the greensward to the beach. Both pipelines take surface water from the road itself, whilst the western pipeline takes surface water from a few properties as well.

#### c (iv). Sea Lane Pipes

Residents whose properties front onto Sea Lane have open ditches or piped culverts along their frontage. They have a common law responsibility to ensure that the ditches and culverts separating their respective properties from the road are not obstructed.

#### c (v). Roads Without Surface Water Drains

Sea Close, The Byway and Old Point do not have surface water drains. Residents in these roads are individually responsible for the drainage of surface rainwater into soakaways or similar devices on their properties

#### c (vi). Merry End

In Merry End there are two road gullies connected to two soakaways, one in the garden of No 16 and one in the grass verge outside No 2, the construction of which was paid for out of the Merry End Road Fund and will be maintained, together with the catch pits, by MOSA.

#### c (vii). Information

For information on your statutory duties, please refer to the Land Drainage Act (1991) and Arun District Council's By-Laws (2004)

### **4. Activities**

The most important activities of the Association are concerned with the maintenance and repair of the private roads, roundabouts, land drains and Twittens and the upkeep of the Greensward.

The Association is also tasked with monitoring and assisting the relevant Authorities in Coastal erosion mitigation and improvements as well as examining and advising on development planning applications and local planning policies.

Its other activities are numerous. They concern such matters as Neighbourhood Watch, restrictive covenants, notice boards, preservation of the special character and amenities of the Area as well as the provision of litter and dog bins.

One of the main and original objectives of the Association is to foster a spirit of "good fellowship" or neighborliness which has been central to maintaining an appealing environment for the residents.

In order that this environment is maintained, residents are asked to show due consideration to their neighbours, and the Association has developed the "Guide to Residents Responsibilities" which can be found on our website.

## **5. Governance**

### a. Management Committee

The Main Management Committee of the Association consists of up to eighteen members and includes the formal Officer roles of Chair; Vice Chair; Secretary and Treasurer. Appointments are also made for several sub committees covering specialist areas such as Planning; Infrastructure; Greensward and Coastal and Social.

The remaining members of the main management committee are representatives from the Estate's Road Groups (See below)

### b. Trustees

The Association is unincorporated and can only own or deal with land (e.g. grant easements) through appointed Trustees. By section 34 of the Trustee Act 1925, the maximum number of those Trustees who can hold land is four.

In 1951, the then owner of the Estate decided to sell his remaining land to The Association. He did this by conveying the land to three Committee members. These members then signed a Trust Deed whereby they declared that they would hold the roads in trust for the Association upon terms that those roads "would be dealt with as the Committee shall from time to time direct". This remains the situation today.

Whenever a Trustee dies or retires (e.g. because he moves from the estate) a Deed of Appointment/Retirement is drawn up whereby the remaining Trustee(s) and the Retiring Trustee jointly appoint a new Trustee to take his/her place. The formal appointment has to be made by the retiring and remaining Trustees because it is they who own the "legal estate" in the various roads. (i.e., their names are on the title deeds, albeit they will only appoint a new Trustee at the direction of the Committee).

### c. Road Groups

Six geographical Road Groups have been formed with a view to ensuring that the Association undertakes its work in the most effective and efficient way. Each of these Road Groups is managed by a single Road Rep except the largest of the groups (The Sea Lane Estate) where three Road Reps have that responsibility.

- (1) Old Point.
- (2) Sea Way.



- (3) Sea Close.
- (4) Sea Lane Estate i.e. South Walk, East Close and West Close.
- (5) Merry End, including properties on the south side of Middleton Road with vehicular or pedestrian accesses on to Merry End.
- (6) The Byway, including properties on the north side of Middleton Road with vehicular and/or pedestrian accesses on to The Byway.

d. Road Representatives/Committees

Road Representatives and Committees are appointed by their respective road MOSA members. If there is more than one candidate a local ballot will be undertaken by the Management Committee and the candidate with the majority of the votes cast will be appointed as the Road Representative.

If there is a split vote the MOSA Chair will cast a vote.

This procedure will only be undertaken if there is a vacancy, or a majority of the road members wish to consider other candidates.

A Road Representative can recommend to the management Committee that a Road Committee be formed of a sufficient number of residents in the road so as to be able to reflect their views and spread the workload. Road Representatives act as ex-officio Officers of the Association and only Road Representatives or, in their absence, their deputies may attend Management Meetings.

e. Middleton on Sea (Beach Huts) Ltd.

The Beach Huts on the Greensward have been a long-standing and valued amenity for the residents of Middleton-on-Sea. They were first built in the early 1930's and were privately owned until 1978. In that year Middleton-on-Sea (Beach Huts) Company Limited, a stand-alone limited company with MOSA officers as ex-officio members, was formed and purchased the land when there was a prospect that this space would be sold for development.

The Beach Huts form part of the Village Design Statement (2000) guidelines which states

"The Beach Huts are of historical importance to the Area and must be retained in their original form."

The Middleton on Sea (Beach Huts) Limited is responsible for acquiring letting, managing, and maintaining the beach huts on the Greensward. All the members of the Board are members of the Association and the three MOSA formal "Officers" are **ex officio** members of the Board. They hold an annual general meeting every year.

f. The Greensward and Coastal Sub Committee

The coastal Greensward is designated by West Sussex County Council (WSCC) as a Site of Nature Conservation Importance (SNCI). It is also private land and a WSCC public right of way, that runs westwards from Sea Lane and is maintained by Middleton on Sea Association (MOSA). The SNCI is described as follows:

*"The site consists of a strip of vegetated shingle along the seafront with a large population of Sea Radish *Raphanus raphanistrum* ssp. *Martimus*, a plant that occurs in only three other sites in Sussex. This strip of vegetated shingle is backed by regularly mown grass and then housing"*

The Management Committee appoints a Greensward and Coastal Sub Committee who monitors and liaises with all appropriate Authorities and residents in maintaining and defending the MOSA Greensward and coastline.

g. The Planning Sub Committee

The Association, through its Planning Application Sub Committee, endeavors to monitor all planning applications submitted to the Local Authority and will make formal objections where appropriate. As a matter of policy MOSA will not support planning applications.

The Association's aim is to provide consistent, impartial, transparent comment on planning applications that seeks to maintain the character of the Estate and reflect the recommendations of the Village Design Statement.

Residents intending to undertake any development are requested to pay due regard to the aims of the Village Design Statement and to discuss details with their Road Representative, before plans are submitted to Arun District Council. In addition, it would be beneficial for discussions to be held at the earliest opportunity with their neighbours.

To offset the impact of HGV traffic on the Association's road surfaces, drains or verges, a Buildings Work Charge will be applied to development projects. A guide to these costs is contained on our website. These charges, along with other requirements to safeguard the environment and amenities of residents will be set out within an Agreement between the Association and the developer.

#### h. The Infrastructure Sub Committee

The infrastructure sub committee is responsible to the main MOSA Committee for the maintenance and repair of all the estate's infrastructure within the ownership of the Association. At six monthly intervals, in association with the Road Representatives/road committee and the MOSA Treasurer, they undertake a maintenance review of all MOSA assets and develop a costed annual plan. This plan will be presented, initially to the MOSA Committee, then to the AGM for approval.

### **6. Association Charges - General**

The costs of these activities are met by an Association Charge which is divided into two separate elements payable by the residents.

These are:

- a. Roads and Associated Asset Charges which apply to individual roads or road groups and cover all infrastructure or other costs specifically applicable to those roads or groups. As they cover six different private roads/ groups charges will vary.
- b. The Estate Management Charges which cover all other activities and general administration, including corporate or communal legal and professional fees and insurance premiums and are common to all residents.

The Estate Management Charge shall be such sum as shall be decided upon at a General Meeting, whilst Road charges are decided by individual Road Reps/committees. The Estate Management and Road Charges shall be payable by March 1st each year.

In addition, residents wishing to have access to, or cross Association land, who do not pay a road charge, may be liable to a an "Associate Road Charge" which will be determined by and agreed with the Association.

Property owners within a Road Group should be consulted on major works before any signed contracts are placed. The general principle being that, although the Association may, inter alia, act as banker for the maintenance costs of the Road Groups, such costs are payable by the property owners in that Group

The road charge and road fund for all roads on the estate should only be used specifically for the care and maintenance of the road surface, verges, roundabouts, and trees in that road and for no other purposes unless expressly agreed by its Road Representative or Road Committee.

All Residents in each Road group, would decide, by majority decision, what type of road surface they require. The annual road charges and annual expenditure would then be set by the Road Representative/Road Committee.

The collection of money and the establishment of appropriate annual Road Charge payments sufficient to meet the anticipated costs of future works is the responsibility of the relevant Road Representative or Committee.

If a Road Group's account balance has insufficient funds to pay for the costs of repairs etc., the required money is collected by way of a special levy, agreed with the Management Committee by the road representative or committee after consultation with residents/property owners. The special levy is payable by property owners in that Road Group.

Other charges for work undertaken by the Association, such as providing information to Solicitors and Estate Agents or costs that are to be charged by the Association, such as infrastructure damage associated with building works, can be found on our website

## **MIDDLETON ON SEA ASSOCIATION (MOSA) RULES.**

### **1. Name:**

The Association shall be called the Middleton-on-Sea Association.

### **2. Non-party:**

The Association shall be strictly non-party and non-sectarian.

### **3. Membership:**

Any adult person residing or being a property owner within the Area of the Association (q.v.) or being or having been closely associated with Middleton-on-Sea shall be eligible for Membership after paying the appropriate membership subscription. The decision of the Management Committee to accept or reject applications for membership shall be final.

### **4. Honorary Member:**

Honorary Membership for their lifetime may be conferred upon any adult person who has made an outstanding contribution to the Association in the pursuit of its objectives. Such Honorary Members shall not be expected to pay Estate Management Charges and shall be limited to six people so honoured at any one time. Proposals for Honorary Member shall be in writing, signed by a proposer and a seconder who shall be existing members of the Association. The Management Committee will consider proposals initially. The consent of the nominee should be obtained before the recommendation is put to the Annual General Meeting for ratification.

### **5. Acceptance of Rules and the Constitution:**

Acceptance and observance of these Rules and the Constitution is a condition of membership. In addition, an obligation is placed on residents to pay, in full, their Road and Management charges. Any inability to pay these charges should, in the first instance, be discussed with the Road Representative and the MOSA non payment policy should be followed. The Association reserves the right to undertake necessary legal action to recover any non-payment of charges. Details of this policy are contained on the web site.

### **6. Suspension of Members:**

The Committee shall have power to suspend any member whose conduct is, in its opinion, detrimental to the welfare of the Association, until the next General Meeting of the Association, when those present shall decide by ballot whether he or she remains a member. Any suspended member is

still obliged to pay, in full, all Road and Management charges where they remain a resident.

## **7. Management:**

- a. The Management of the Association shall be vested in a Committee of not more than eighteen members including Officers, of which eight will form a quorum.
- b. The election of the Management Committee shall take place at an Annual General Meeting (AGM).
- c. The Management Committee shall have the power to fill any vacancies that arise during the year.
- d. Nominations for the appointment of new members of the Management Committee shall be signed by the proposer and seconder (the consent of the nominee having first been obtained) and forwarded to the Secretary for inclusion on the Agenda of the Annual General Meeting not less than seven days prior to the date of the meeting. Serving members should notify the Hon. Secretary of their willingness to continue in office.
- e. The Management Committee shall make every effort to affect an even distribution of members among the various Road Groups.

## **8. Executive Committee:**

The Chairman, Vice-Chairman, Secretary and Treasurer together with not less than two Committee members immediately available can form an Executive Committee with power to deal with matters of emergency.

## **9. Power to Co-opt:**

The Management Committee shall have power to appoint Sub-Committees for a specific purpose or purposes. The Chairman and Vice Chairman of the Association shall be *ex-officio* members of all Sub-Committees. Given that the Management Committee is required to undertake many tasks, it shall have the power to delegate some of its duties to a Sub Committee or, occasionally, to individual members, if it wishes to receive advice on specific issues relating to those duties. This could include matters relating to Planning, Infrastructure, legal, Communications and Greensward and Coastal. In addition, the Association has *ex-officio* members on the Middleton Beach Huts Company.

## **10. No Provision in Rules:**

The Committee shall have power to deal with any business not otherwise provided for in these Rules, except that they shall not decide questions of vital importance to members of the Association without first referring them to a General Meeting.

## **11. Election of Officers:**

The Officers of the Association may consist of a Chairman, Vice-Chairman, Secretary and Treasurer who shall be members of the Management Committee. All shall be elected annually at the Annual General Meeting. Road Representatives are ex-officio Officers.

## **12. Trustees of the Association:**

The Association is unincorporated and can only own or deal with land (e.g., grant easements) through appointed Trustees and by section 34 of the Trustee Act 1925, the maximum number of those Trustees who can hold land is four.

## **13. Chair's duties:**

- a. To provide leadership and direction for the Association.
- b. To ensure the Management Committee functions properly.
- c. To ensure the organisation is managed effectively.
- d. To provide support and supervision to the Management Committee.
- e. To represent the organisation as its figurehead
- f. To procure legal support or advice as necessary for the discharge of the Association's duties, responsibilities, and actions.

## **14. Vice Chair's duties**

- a. To deputise for the Chairman as and when required
- b. To undertake any of the Chairman's duties as may be directed.
- c. To act as the Associations policy auditor and be coordinator for Neighbourhood Watch.

## **15. Treasurer's Duties:**

- a. The Treasurer is responsible for monitoring the finances, cash flow, banking, bookkeeping and reporting to the Committee(s).
- b. Develop a financial plan with the Management Committee for the year and longer term planning as necessary.
- c. The Treasurer shall pay all accounts under the direction of the Committee (or authorised by the Committee) and prepare or cause to be prepared, an Income and Expenditure Account and Balance Sheet as at each calendar year end for each AGM.
- d. All cheques drawn shall be signed by the Treasurer and countersigned by the Secretary. The Chairman or Vice-Chairman

may sign for either, but not both, in the case of their absence or emergency.

### **16. Secretary's Duties:**

- a. Ensuring meetings are effectively organised.
- b. Set the agenda with the Chair, take minutes of meetings, distribute previous minutes and agendas for forthcoming meetings.
- c. Maintaining effective records and administration
- d. Written and digital communications and correspondence, including the Association's web site.
- e. General Administration on behalf of the Association.
- f. Write or draft letters on behalf of the Association.

### **17. Road Representatives Duties**

A Road representatives' duties, whether or not he/she is assisted by a Road Committee, are as follows:

- a. To liaise with the main MOSA Management Committee, the residents in his/her road and the Infrastructure and Planning Sub Committees on matters relating to planning, maintenance of the private roads, roundabouts, road name boards, signs, picket fences and gates.
- b. To liaise with the Association's Treasurer and act with delegated responsibility in connection with the setting and collection of the road charges payable by the residents.
- c. To seek and record the views of all the residents in their roads, whether by a formal meeting or by correspondence, and pass on those views to the main MOSA Management Committee.
- d. As members of the MOSA Management Committee, to develop and consider all of the Association's Policies and Procedures before seeking members' approval.
- e. In liaison with the Infrastructure Sub Committee undertake twice yearly audits for the Annual Infrastructure Plan.

### **18. The Duties of "leads" on Planning, Communications, Infrastructure (including Coastal) and Greensward**

- a. To liaise with the main MOSA Management Committee and the residents on matters relating to their specific areas.
- b. To Liaise with the Association's Treasurer and act with delegated responsibility in connection with their specific areas of responsibility.



- c. To abide by all managerial and financial rules applying to the Association.
- d. In consultation with all relevant parties, to produce an annual assessment of their respective areas and, where relevant, produce a costed plan to be published for the information of all members and residents.
- e. As members of the MOSA Management Committee, to develop and consider all the Associations Policies and Procedures.

### **19. Election of Auditor:**

An Auditor, who is a qualified accountant, shall be elected annually at the Annual General Meeting to audit the books of the Association for the ensuing year.

### **20. Membership of external Trusts or other "Not for Profit" Organisations.**

MOSA maintains strong links to other organisations who reflect the Association's aspirations and its aims and objectives. In particular, it would seek to appoint a member of the main MOSA Committee, or a nomination from that committee to the Board of any appropriate external organisation.

Current specific examples of these links are membership of the Pond and Green Trust and the Beach Huts Company

### **21. Annual General Meeting ("AGM"):**

- a. The financial year of the Association shall end on the 31st December and the AGM, at which the election of Officers and Committee and the presentation of the report and financial statements shall take place, shall be held before 1st October of each year. Notice of the AGM shall be sent to each member with a copy of the Accounts at least 14 days before the date of such meeting.
- b. Any matters for discussion must be forwarded in writing to the Secretary at least 7 days prior to such meeting for inclusion on the agenda.

### **22. Agenda:**

The agenda for the AGM shall be posted up on the Association's notice board at least 7 days before the AGM but known items of the agenda may be included in the notices of the Meeting.

### **23. Extraordinary (and Special) General Meetings (EGM):**

- a. The Committee shall have the power to call an EGM whenever they consider it desirable to do so. At least 14 days notice of such a meeting shall be given to all the members.
- b. A Special General Meeting shall be called upon a request signed by at least 10 members of the Association specifying the object of the meeting. The Secretary shall then convene such a meeting within 14 days of receiving such a request.
- c. Business to be conducted at an EGM or a SGM and any resolution(s) to be submitted to the membership at such a meeting shall be set out in the notice of the meeting. No other business shall be discussed/transacted at such meetings.

### **24. Proceedings at General Meetings**

- a. No business shall be transacted at a general meeting unless a quorum is present. Ten persons who are entitled to vote at that meeting whether as a member or as a proxy for such a member shall constitute a quorum.
- b. A resolution put to the vote at a general meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by:-
  - i) the Chair or
  - ii) at least 10 members having the right to vote at the meeting
- c. A demand by a person as proxy for a member shall be the same as a demand by that member.
- d. A poll shall be taken as the Chairman directs and he may appoint scrutineers and fix a time and a place for declaring the result of the poll. That result shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to exercise a casting vote in addition to any other vote he may have.

### **25. Votes of members**

- a. Subject always to the provisions of Rule 21 and this Rule, every member who is present in person or by proxy shall be entitled to vote at a general meeting.

- b. In circumstances where two or more members live at the same address only one of them may vote at general meetings.
- c. No member shall vote at any general meeting either in person or by proxy unless all monies owing by him to the Association have been paid.
- d. Voting for the election of Officers and members of the Management Committee shall be carried out in the same way as it is for any other issue.
- e. On a poll, votes may be given personally or by proxy.
- f. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in any other form the Management Committee may approve)

See end of document for the "Proxy Voting Form"

## **26. Alterations to Rules:**

Alterations or additions to the Rules shall be made only at a General Meeting.

## **27. Indemnity:**

The Trustees, Officers and ex-officio Officers of the Association shall be entitled to be fully indemnified by the Association in respect of their legitimate actions and expenses entered into or incurred in good faith on behalf of or in the interests of the Association or where applicable, their Road Group.

## **28. Dissolution:**

- a. The Association may be dissolved upon a resolution supported by 75 per cent by ballot of the members of the Association present at a meeting specially convened for that purpose.
- b. The meeting at which such resolution is passed shall decide as to the disposal of the assets (if any) of the Association.

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