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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**NOTTINGHAM CITY HOMES LIMITED**

**Date of Incorporation: 22 November 2004**

**Amended by Special Resolution dated: [            ]**

**Registration Number: 5292636**

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**CONSTITUTION**

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**Nottingham City Homes Limited**

Loxley House  
Station Street  
Nottingham  
NG2 3NJ

Tel: 0845 330 3131

**THE COMPANIES ACTS 1985 TO 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

**of**

**NOTTINGHAM CITY HOMES LIMITED**

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**1 Name**

The name of the company is Nottingham City Homes Limited (the **Organisation**).

**2 Registered Office**

The Organisation's registered office is to be located in England.

**3 Objects**

The objects of the Organisation shall be to:

- (1) provide, manage, maintain, improve, demolish or convert housing stock, including housing stock owned or managed by Nottingham City Council, from time to time together with any other amenities or facilities for the benefit of residents of such housing stock either exclusively or together with persons who are not residents of such housing stock,
- (2) provide amenities and services of any description for residents of housing stock, including housing stock owned or managed by Nottingham City Council, from time to time either exclusively or together with persons who are not residents of such housing stock,
- (3) provide advice and assistance to all tenants, leaseholders, and licensees, of Nottingham City Council and applicants for housing and applicants for housing advice in respect of Nottingham City Council housing,
- (4) carry out any activity which contributes to the regeneration or development, including in the area of Nottingham City Council, including but not limited to:

- a securing that land and buildings are brought into effective use,
  - b contributing to or encouraging economic development,
  - c creating an attractive and safe environment,
  - d preventing crime or reducing the fear of crime,
  - e providing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said area or for the purpose of benefiting people who live there,
  - f providing employment for local people,
  - g providing or improving training, educational facilities or health services for local people,
  - h assisting local people to make use of opportunities for education, training or employment,
- (5) provide, construct, improve or manage housing to be kept available for letting,
  - (6) provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation,
  - (7) provide services of any description for Nottingham City Council,
  - (8) assess applicants for housing assistance,
  - (9) assess applications by residents of housing stock owned or managed by Nottingham City Council to exercise the right to buy under Part V of the Housing Act 1985,
  - (10) enabling or assisting any residents of housing stock, including housing stock owned or managed by either Nottingham City Council or the Organisation, to acquire, or to acquire and enter into occupation of, houses, and
  - (11) carry out any other object that can be carried out from time to time by a company limited by guarantee.

**4 Powers**

Subject to Clause 6 the Organisation shall have power to do any thing that a natural or corporate person can lawfully do which is necessary or expedient in furtherance of its objects unless prohibited by this Memorandum

**5** Subject to Clause 6 and without limiting the powers described in Clause 4 the Organisation shall have power to:

- (1) carry out works to land, buildings or other property,
- (2) deal with and own land and property;

- (3) contract with the Council Member in furtherance of its objects,
- (4) subject to the prior written consent of the Council Member and to such consents as may be required by law to borrow money, issue loan stock or raise money in such manner as the Organisation shall think fit and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall see fit (including by way of floating charge) upon the whole or any part of the Organisation's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance by the Organisation of any obligation or liability it may undertake or which may become binding on it,
- (4) insure and arrange insurance cover for the Organisation from and against all such risks as the Board may think fit and to pay any premium in respect of such insurance,
- (5) insure and arrange insurance cover for and to indemnify its employees and voluntary workers and the Council Member from and against all such risks incurred in the proper performance of their duties as it shall consider appropriate and to pay any premium in relation to indemnity insurance in respect of liabilities of its Board Members or any of them which would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in respect of the Organisation **Provided That** such insurance shall not extend to any liability in respect of an act or omission which such Board Member or Board Members knew or ought reasonably to have known was a breach of duty or trust or which was committed by such Board Member or Board Members recklessly without due regard as to whether such act or omission might be a breach of duty or trust,
- (6) invest any monies of the Organisation not immediately required for the furtherance of its objects as it determines and as permitted by law,
- (7) subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators (if any) to purchase or otherwise acquire or to encourage or promote and in any way support or aid the establishment and development of any subsidiary, or any other body established for the purposes of carrying on any trade or business,
- (8) subject to the prior written consent of the Council Member, make donations, grants or loans or provide services or assistance to such persons and Organisations and on such terms as the Organisation shall think fit to further the objects of the Organisation, provided that:
  - (i) no consent from the Council Member is required for the Organisation to make donations, grants or loans or provide services or assistance to Nottingham City Homes Registered Provider Limited; and
  - (ii) in the event that the Organisation exercises its power under Clause 8(i), it shall provide notice to the Council Member which shall include reasonable information relating to the exercise of the power to enable the Council Member to remain informed of the Organisation's activities.

**Provided That** in case the Organisation shall take or hold any property which may be subject to any trusts, the Organisation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

6 The Organisation shall not, without the prior written consent of the Council Member, have the power to:

- (2) receive consideration to which, if it were a local authority, Section 61 of the 1989 Act would apply,
- (3) receive a sum by way of grant from a European Union institution to which, if it were a local authority, Section 63(4) of the 1989 Act would apply,
- (4) enter into a credit transaction (as defined by Article 12(2) of the Order),
- (5) with respect to a credit transaction agree to a variation of terms which, if it were a local authority, would be a variation within the meaning of Section 51(1) of the 1989 Act,
- (6) incur additional liabilities within the meaning of Article 16 of the Order, or
- (7) reduce its liabilities within the meaning of Article 16 of the Order,
- (8) cause the same or similar effect under the provisions of the Local Government Act 2003 and regulations thereunder to the extent that the said Act replaces the provisions rehearsed in sub-clause 6.1 – 6.7 above and in particular the Organisation shall not do any act or thing which does or might cause the Council to be in breach of the CIPFA Prudential Code for Capital Finance in Local Authorities.

## 7 **Application of Income and Property**

The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, save as provided below, by way of dividend, bonus or otherwise howsoever by way of profit, to the Council Member and no Board Member shall be appointed to any office of the Organisation paid by salary or fees or receive any remuneration or other benefit or money or money's worth from the Organisation **Provided That** nothing herein shall prevent any payment in good faith by the Organisation:

- (1) Of reasonable and proper remuneration (including pensions, contributory pension payments, payment of premiums to pension policies and terminal grants and gratuities) to any officer or employee of the Organisation (not being a Board Member) in return for any services rendered to the Organisation,
- (2) Of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member may be a member holding not more than 2% of the share capital of the company,
- (3) To any Board Member of reasonable out-of pocket expenses **Provided That** no sum shall be paid to a Board Member who is an elected member of the Council Member in excess of that permitted by the Order,

- (4) Of reasonable and proper remuneration to the Council Member or employees thereof (not being Board Members) in return for any services rendered to the Organisation,
- (5) Of reasonable and proper rent for premises demised or let by the Council Member,
- (6) Of reasonable and proper interest on money lent by the Council Member

**Provided Further That** nothing shall prevent the Organisation from managing a property in accordance with its objects (including the full range of activities it may undertake) notwithstanding the fact that the tenant, lessee or licensee (or prospective tenant, lessee or licensee) of such property may be a Board Member **Subject To** the proviso that any Board Member who is a beneficiary of the Organisation shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he is lessee, tenant or licensee and shall absent himself/herself from such proceedings but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties managed by the Organisation.

## 8 **Equal Opportunities**

The Organisation shall at all times take into consideration the principles of equality of opportunity irrespective of age, gender, race, nationality, ethnic origin, religion, sexual orientation or disability in accordance with the Equality Act 2010.

## 9 **Limited Liability**

The liability of the Council Member is limited.

## 10 **Members Guarantee**

The Council Member undertakes to contribute to the assets of the Organisation, in the event of the same being wound up while they are a member of the Organisation, or within one year after they cease to be a member of the Organisation, for payment of the debts and liabilities of the Organisation contracted before they cease to be a member of the Organisation, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

## 11 **Winding Up**

If, upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid or transferred to the Housing Revenue Account (as defined in the 1989 Act) of the Council Member.

## 12 **Definitions**

- a **Order** shall mean the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time,
- b **the 1989 Act** shall mean the Local Government and Housing Act 1989 as amended or re-enacted from time to time,

- c terms defined in the Articles of Association of the Organisation shall have the same meaning in this Memorandum of Association.

NO. 5292636

THE COMPANIES ACTS 1985 TO 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

of

NOTTINGHAM CITY HOMES LIMITED

(as amended by Special Resolution passed on 9 October 2014 and [ ] 2016)

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1 **Definitions and Interpretation**

In the Articles unless the context otherwise requires:

**the Act** means the Companies Acts 1985 (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Organisation and any statutory modification or re-enactment thereof for the time being in force.

**the Articles** means these Articles of Association as originally adopted or as altered from time to time.

**Board** means the Board of Directors of the Organisation from time to time.

**Board Members** means the directors for the time being of the Organisation.

**Chair** means the Chair of the Organisation appointed pursuant to Article 31(1) or in his absence any vice or deputy chair appointed pursuant to Article 31(3).

**clear days** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**Council Board Member** means a Board Member appointed by the Council Member pursuant to Article 14.

**Council Member** means Nottingham City Council or any successor body thereto which shall be the sole member of the Organisation.

**executed** means in relation to any contract, agreement or other document consent thereto and includes any mode of execution.

**Independent Board Member** means a Board Member appointed pursuant to Article 16.

**Local Authority Person** means any person:

- (i) who is a member of the Council Member, or
- (ii) who is an officer of the Council Member (which for these purposes shall not include employees with non-managerial posts apart from housing employees).

**Office** means the registered office of the Organisation.

**the seal** means the common seal of the Organisation.

**Secretary** means the secretary of the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint, assistant or deputy secretary.

**Subsidiaries** means Nottingham City Homes Registered Provider Limited (registered company number 9810057) and Nottingham City Homes Enterprises Limited (registered company number 9805670) and any other subsidiary of the Company from time to time in accordance with section 1159 of the Act (and each a **Subsidiary**).

**Tenant** means an individual who holds a secure tenancy or lease of a residential property from and occupies a property belonging to the Council Member. For the avoidance of doubt an individual who holds an introductory tenancy shall be excluded from this definition.

**Tenant Board Member** means a Board Member appointed pursuant to Article 15.

**Tenants Federation** means any body as the Board shall from time to time resolve to be representative of the tenants of Nottingham City Council whose dwellings are managed by the Organisation.

**the United Kingdom** means Great Britain and Northern Ireland.

- 2
- (1) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.
  - (2) In these Articles words importing individuals shall, unless the context otherwise require, include corporations and words importing the singular number shall include the plural, and vice versa and words importing the masculine gender shall include the feminine gender.



## **Admission of Members**

- 3 No person other than the Council Member shall be admitted to membership of the Organisation.
- 4 The Council Member shall nominate a person to act as its representative in the manner provided in Section 323 of the Act. Such representative shall have the right on behalf of the Council Member to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the Council Member. The Council Member may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be in writing.
- 5 The rights of the Council Member shall be personal and shall not be transferable.

## **General Meetings and Resolutions**

- 6 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 7 The Board Members may call general meetings and, on the requisition of the Council Member pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a general meeting, any Board Member or the Council Member may call a general meeting.
- 8 (1) An Annual General Meeting and an Extraordinary General Meeting not called on the requisition of the Council Member pursuant to Article 7 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by the Council Member.
- (2) The notice shall specify the time and place of the Meeting and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (3) The notice shall be given to the Council Member and to the Board Members and auditors.
- 9 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 10 No business shall be transacted at any general meeting unless a quorum is present. The presence of a duly authorised representative of the Council Member shall be a quorum.
- 11 If the Council Member makes a decision which is required to be taken in a general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in general meeting. Any decision taken by the Council Member pursuant to this Article 11 shall be recorded in writing and delivered by the Council Member to the Company for entry in the Company's minute book.
- 12 An entry stating that a resolution has been carried or lost in the minutes of any meeting shall be conclusive evidence of the fact.

### **Number of Board Members**

- 13
- (1) The number of Board Members shall be twelve.
  - (2) Three Board Members shall be Council Board Members.
  - (3) Five Board Members shall be Tenant Board Members.
  - (4) Four Board Members shall be Independent Board Members.
  - (5) No more than six Board Members shall be Tenants.
  - (6) No more than six Board Members shall be Local Authority Persons.
  - (7) In the event that the number of Board Members shall be less than the numbers specified in this Article 13 the remaining Board Members shall use reasonable endeavours to appoint further Board Members in accordance with the Articles and may act notwithstanding this Article.

### **Appointment of Council Board Members by the Council Member**

- 14
- (1) Subject to Article 13 the Council Member shall from time to time appoint three persons as Council Board Members and shall have the power to remove from office any such Board Member.
  - (2) Appointment or removal pursuant to Article 14(1) shall be effected by an instrument in writing signed by the Council Member and shall take effect upon lodgement at the registered office of the Organisation or such date later than such lodgement as may be specified in the instrument.
  - (3) Notwithstanding any other provisions in these Articles the Council Member shall have power at any time by notice in writing to the Secretary to appoint and remove any Board Member. The Council Member undertakes that it will only exercise this power as provided for in clause 43.5 of the Partnering Agreement entered into between the Council and the Organisation.

### **Appointment of Tenant and Independent Board Members**

- 15
- (1) In every notice for an annual general meeting the Board shall state the Tenant and Independent Board Members continuing in office and those candidates intending the offer themselves for election.
  - (2) Each Tenant and Independent Board Member shall be elected in accordance with any Board membership policies adopted by the Board from time to time and shall be elected for a fixed term of office expiring at the conclusion of an annual general meeting. The fixed term shall be for a term of three annual general meetings, unless the Board has set a lower number of annual general meetings for the relevant Board Member on their election. No fixed term shall be set which would cause the relevant Board Member to serve beyond their ninth consecutive annual general meeting.
  - (3) At every annual general meeting each Board Member elected under Article 15(2) who has served their fixed term shall retire from office. Any Board Member who retires from office at an annual general meeting under this Article 15(3) shall be

eligible for re-election subject to any Board membership policies and any restrictions within these Articles.

- (4) Any Board Member retiring under Article 15(3) having completed nine years' continuous service shall not be eligible for re-appointment.
  - (5) If at elections the number of candidates for election as Board Members does not exceed the number of vacancies on the Board, the Chair shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the Board Members in such a manner as the Chair directs and in accordance with any procedures set by the Board.
- 16
- (1) Subject to Article 15, the Council Member may by Ordinary Resolution in General Meeting appoint any eligible person who is willing to act as an Independent Board Member.
  - (2) Subject to Articles 13, 15 and 18, the Organisation may by Ordinary Resolution in general meeting appoint any person who is willing to act as a Board Member to fill a vacancy.
  - (3) The Board may appoint any person who is willing to act as an Independent Board Member to fill a vacancy until the next annual general meeting.
  - (4) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to the Council Member of any person (other than a Board Member retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as an Independent Board Member at the meeting. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Organisation's register of Board Members.

### **Casual Vacancies**

- 17 Subject to Article 13 the Board may appoint a person who is willing to act to be a Board Member to fill a vacancy. The Board may only fill vacancies occurring among Council Board Members where the Council Member shall have failed within three months of a written request by the Organisation to make the appropriate appointments pursuant to Article 14(1). The Board may only fill vacancies occurring among Tenant Board Members where the Tenants' Federation (or such other similar body) shall have failed within three months of a written request by the Organisation to make a nomination to fill such vacancy. A Board Member appointed under this Article 17(1) shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting he shall vacate office at the conclusion thereof.

### **Disqualification, Removal and Suspension of Board Members**

- 18 A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:
- (i) ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director, or

- (2) is or becomes a person disqualified from elected membership of a local authority, or
- (3) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (4) is the subject of a written opinion by a registered medical practitioner who is treating the Board Member to the Organisation stating that he has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months; or
- (5) resigns his office by notice to the Organisation, or
- (6) is removed from office by a resolution (or written notice signed by) at least three quarters of all the other Board Members from time to time following the giving of fourteen days' notice of the propose resolution to all of the Board Members, such notice to set out the alleged breach(es) of the Board Member's obligations, or
- (7) shall for more than six consecutive months or three consecutive meetings of the Board (whichever period is the shortest) have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated, or
- (8) in any period of 12 months, he shall have been absent (without the permission of the Board Members) from at least 60% of the meetings of Board Members held during that period and the Board Members resolve that his office be vacated, or
- (9) in the case of a Tenant Board Member he ceases to be a Tenant of the Council Member **Provided That** this Article 18(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home, or
- (10) is a Tenant Board Member and is (in the reasonable opinion of a majority of Board Members) in serious breach of their obligations as a Tenant, or
- (11) is a Council Board Member and is or becomes a Tenant leading to a breach of the limit in Article 13(5), or
- (12) is a Tenant Board Member and is or becomes a Local Authority Person leading to a breach of the limit in Article 13(6), or
- (13) is an Independent Board Member and is or becomes a Tenant or a Local Authority Person, or
- (14) is removed by resolution of the Council Member pursuant to Article 14, or
- (15) is an employee of the Organisation, or
- (16) is an Independent Board Member or a Tenant Board Member and is or becomes an employee of the Council Member, or

- (17) is (in the reasonable opinion of majority of the Board Members) in serious breach of the Code of Conduct for the Board Members which may be adopted from time to time, or
- (18) has been convicted of any indictable offence within the last five years, or
- (19) is a board member or director of a parent, subsidiary or associate of the Organisation and is removed from that position.

18A In accordance with the Code of Conduct any Board Member may be suspended as a Board Member either:

- (1) by a resolution of the Board of a simple majority of those Board Members present and voting. The Board Member who it is proposed should be suspended shall not be counted in those Board Members present or take part in the vote; or
- (2) by the Chair as so authorised by the Board for the duration of an investigation into that Board Member's conduct.

In accordance with Article 22, the Board may delegate the power to suspend Board Members under this Article 18A to a committee. Such delegation shall only permit a committee to suspend a Board Member for the period of any investigation into their conduct, in accordance with the Code of Conduct.

### **Powers of the Board**

- 19 Subject to the provisions of the Act, directions of the Council Member in general meeting and the Memorandum and the Articles, the business of the Organisation shall be managed by the Board who may exercise all the powers of the Organisation. No alteration of the Memorandum or Articles or directions of the Council Member shall invalidate any prior act of the Board which would have been valid if that alteration had not been made, The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 20 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Organisation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

### **Borrowing Powers**

- 21 Subject to Clause 6 of the Memorandum the Board may exercise all the powers of the Organisation to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or other security over its undertaking and property, or any part thereof, and to issue any debenture, whether outright or as security for any debt, liability or obligation of the Organisation or of any third party.

### **Delegation of Board Members' Powers**

- 22 The Board may delegate any of their powers to any board, committee, working party, one or more officers or to one or more employees of the Company or of any Subsidiary. Any

such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. The members of a committee or a working party are to be appointed by the Board but the Board may give a committee or a working party the right to co-opt individuals to its membership. The Board is to determine the chair of each committee or working party. Every committee or working party must report its proceedings and decision to the Board as the Board determines.

### **Alternate Board Members**

23 No Board Member shall be entitled to appoint any person as an alternate Board Member.

### **Board Members' Expenses**

24 The Board Members may be paid all travelling, hotel, and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties **Provided That** no sum shall be paid to a Board Member who is an elected member of the Council Member in excess of that permitted by the Order.

### **Board Members' Appointments and Interests**

25 A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Clause 6 of the Memorandum.

26 Each Board Member shall ensure that the Secretary has at all times an up to date list of:

- (1) all bodies trading in which he or she has an interest as:
  - (a) a director or senior employee,
  - (b) a member of a firm,
  - (c) the owner or controller of more than 2% of the issued share capital in a company,
- (2) all bodies trading for profit in which his or her close relative is a principal proprietor or a director or occupies a managerial position,
- (3) all interests as an official or elected member of any statutory body,
- (4) all interests as the occupier of any property owned or managed by the Organisation,
- (5) details of any land or property in the area where the Organisation operates which is owned, occupied or managed by him or her or his or her close relative or a firm in which he or she or his or her close relative has an interest,
- (6) any other significant or material interest.

### **Proceedings of Board Meetings**

- 27
- (1) Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Section 10(1) of the Local Authorities (Companies Order 1995) the Board may regulate their proceedings as they think fit and the quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be six Board Members.
  - (2) A meeting of the Board may be called by 4 Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.
  - (3) If a quorum is not present within half an hour from the time appointed for a Board Meeting the Board Meeting shall, if requested by a majority of those Board Members present, be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members present may determine.
  - (4) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 27(1) the Board Members present shall constitute a quorum.
  - (5) A Board Meeting which is called on shorter notice than is required by Article 27(1) is deemed to have been duly called if at least two Board Members certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 28 Questions arising at a Board Meeting shall be decided by a majority of votes and each Board Member present in person shall be entitled to one vote. In the case of an equality of votes, the Chair shall have a second or casting vote provided the chair votes first.
- 29
- (1) Any Board Member having an interest in any arrangement between the Organisation and another person or body shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board. Unless the interest is of the type specified in Articles 29(2) or 29(3) the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 29(2) or 29(3) the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
  - (2) Provided the interest has been properly disclosed pursuant to Article 29(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
    - (a) the Board Member is a Tenant, so long as the matter in question affects all or a substantial group of Tenants, or
    - (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation, or
    - (c) the Board Member is an official or elected member of any statutory body.
  - (3) A Board Member shall not be treated as having an interest:

- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge,
- (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 24.

30 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.

31 (1) At the first Board Meeting following each annual general meeting the Board Members shall appoint one of their number to be the chair of the Board to hold office until the next annual general meeting and may at any time remove him from that office.

(2) Unless he is unwilling to do so, the Board Member so appointed shall preside at every meeting of the Board at which he is present. But if there is no Board Member holding that office, or if the Board Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be chairman of the meeting.

(3) The Board may appoint a vice or deputy chairman to act in the absence of the Chair on such terms as the Board shall think fit.

32 All acts done by a meeting of the Board, or of a committee of the Board or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

### **Written Resolution**

33 A resolution in writing signed by:

(1) three quarters of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board, and

(2) the Chair of the Organisation or of the relevant committee, and

which satisfies the quorum requirements of Article 27(1) shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

### **Co-Option**

34 Subject to a maximum limit of two, the Board may co-opt any person onto the Board in a non-voting capacity. The Board may place any limitation on or revoke the co-option at any time. The Board shall review the appointments made under this Article annually. A person



appointed under this Article shall hold the office for a maximum period of three consecutive years.

### **Company Secretary**

35 Subject to the provisions of the Act, the Company Secretary and any deputy or alternate Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Company Secretary so appointed may be removed by them.

### **Minutes**

36 The Board shall cause minutes to be made in books kept for the purpose:

- (1) of all appointments of officers made by the Board Members, and
- (2) of all proceedings at meetings of the Organisation and of the Board, and of committees of the Board and of the Council Member in its capacity as the sole member of the Organisation, including the names of the Board Members present at each such meeting.

### **Records Accounts and Returns**

37 The Organisation shall comply with the provisions of Part VII of the Act in respect of:

- (1) the keeping and auditing of accounting records,
- (2) the provision of accounts and annual reports of the directors, and
- (3) in making an annual return.

### **The Seal**

- 38 (1) If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.
- (2) The Organisation may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board Members.

### **Notices**

39 Except for a notice calling a meeting of the Board or of a committee of the Board, any notice to be given to or by any person pursuant to the Articles shall be in writing or sent by suitable electronic means.

40 The Organisation may give any notice to the Council Member either personally, by suitable electronic means, by sending it by post in a prepaid envelope addressed to the Council Member at their registered address or by leaving it at that address.

- 41 The Council Member present by duly authorised representative at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 42 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or 24 hours after being sent by electronic means.

### **Indemnity**

- 43 (1) Every Board Member or other officer of the Organisation shall be indemnified out of the assets of the Organisation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of his office or in relation thereto **Provided That** this Article shall only have effect in so far as its provisions are not avoided by the Act.
- (2) The Board shall have power to purchase and maintain for any Board Member or officer of the Organisation insurance against any such liability as is referred to in the Act.