

**East Kent Housing Limited (the Company)**

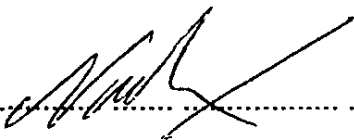
**Company No. 07489230**

**Written resolution of the Company pursuant to sections 288-300 of the Companies Act 2006 (the Act)**

The undersigned, being an eligible member of the Company in accordance with section 289 of the Act, agrees to pass the following resolution as a special resolution

**Special Resolution**

That the articles of association in the form of the annexed draft be adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association

Signed:  (Authorised to sign on behalf of Dover District Council)

Date: 15/2/2011

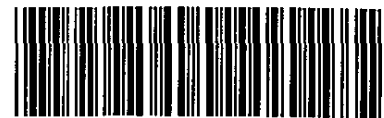
- 1 If you agree with the resolution, please sign above where indicated and return this document to the Company using one of the following methods.
  - **By hand** delivering the signed copy to Jeremy Chambers at the Civic Centre, Castle Hill Avenue, Folkestone, Kent CT20 2QY
  - **Post** returning the signed copy by post to Jeremy Chambers at the Civic Centre, Castle Hill Avenue, Folkestone, Kent CT20 2QY
  - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [Jeremy.chambers@shepway.gov.uk](mailto:Jeremy.chambers@shepway.gov.uk) Please enter "Written resolutions circulated on 10 February 2011" in the email subject box

Please note that once you have indicated your agreement to the resolutions, you may not revoke your agreement

If you disagree with all of the resolutions, you do not need to do anything. If you do not reply you will be deemed to have rejected the resolutions

- 2 The circulation date of these resolutions is 10 February 2011 If you agree to the resolutions, please ensure that your agreement reaches us by the end of the period of 28 days beginning with the circulation date

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COMPANIES HOUSE

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Signed: J Stewart  
Date: 21/2/11

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.....

Registered Number. 07489230

The Companies Act 2006

Company limited by guarantee and not having a share capital

Articles of association

of

East Kent Housing Limited

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**1 Interpretation and definitions**

In these Articles unless the context otherwise requires

**1989 Act** means the Local Government and Housing Act 1989 and any statutory modification or re-enactment thereof for the time being in force,

**2006 Act** means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force,

**Articles** means these Articles of Association,

**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 Board appointed pursuant to Article 78 or in his absence any vice or deputy chair appointed pursuant to Article 80,

**clear days** means 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,

**Companies Acts** means any provisions of the Companies Act 1985 and of the 2006 Act for the time being in force,

**Council Board Member** means a Board Member who is appointed pursuant to Article 42,

**Councils** means Canterbury City Council, Dover District Council, Shepway District Council and Thanet District Council or any successor body or bodies thereto and any other local authority which from time to time becomes a member of the Organisation,

**Independent Board Member** means a Board Member appointed pursuant to Articles 50 to 53 inclusive,

**Leaseholder** means an individual who alone or jointly with others holds a lease of a residential property from and occupies a property belonging to one of the Councils,

**Local Authority Person** means any person

- (a) who is a member of the Councils (or one of them), or
- (b) who is an officer of one or more of the Councils (which for these purposes shall not include employees with non-managerial posts apart from housing employees),

**Order** means the Local Authorities (Companies) Order 1995 and any statutory modification or re-enactment thereof for the time being in force,

**Registered Provider** means a registered provider of social housing which is registered with the Tenant Services Authority (or any successor body) pursuant to the Housing and Regeneration Act 2008,

**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,

**Social Housing** has the same meaning as in sections 68 to 70 of the Housing and Regeneration Act 2008, as may be amended or re-enacted from time to time,

**Tenant** means an individual who alone or jointly with others holds a secure tenancy or lease of a residential property from and occupies a property belonging to one of the Councils,

**Tenant Board Member** means a Board Member appointed pursuant to Articles 45 to 49 inclusive

**Tenants' Panels** means Canterbury City Council's Tenants' Consultative Group, Dover District Council's Area Tenants' Group, Shepway District Council's Tenants' & Leaseholders' Board and Thanet District Council's Tenants' and Leaseholders' Forum and any successor bodies thereto or such other bodies as the Board shall from time to time resolve to be representative of the tenants of the Councils whose dwellings are managed by the Organisation,

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

### **Interpretation**

- 2 Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force on the date of incorporation of the Organisation
- 3 In these Articles words importing individuals shall unless the context otherwise requires 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

**4 Name**

The name of the company is East Kent Housing Limited (the **Organisation**)

**5 Registered office**

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

**6 Objects**

The objects of the Organisation shall be primarily in the areas where the Councils own or manage housing stock to

6 1 provide manage maintain improve demolish or convert the housing stock owned or managed by the Councils 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,

6 2 provide amenities and services of any description for residents of housing stock owned or managed by the Councils from time to time either exclusively or together with persons who are not residents of such housing stock,

6 3 provide advice and assistance to all tenants leaseholders and licensees of the Councils and applicants for housing and applicants for housing advice in respect of housing owned managed or provided by the Councils,

6 4 carry out any activity which contributes to the regeneration or development in the administrative areas of the Councils (within the meaning of Section 126 of the Housing Grants Construction and Regeneration Act 1996) including but not limited to

6 4 1 securing that land and buildings are brought into effective use,

6 4 2 contributing to or encouraging economic development,

6 4 3 creating an attractive and safe environment,

6 4 4 preventing crime and anti-social behaviour or reducing the fear of crime and anti-social behaviour,

6 4 5 providing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said areas or for the purpose of benefiting people who live there,

6 4 6 providing employment for local people,

6 4 7 providing or improving training educational facilities or health services for local people,

6 4 8 assisting local people to make use of opportunities for education training or employment, and

6 4 9 meeting the special needs of local people which arise because of their age gender race nationality ethnic origin religion sexual orientation or disability,

- 6 5 provide construct improve or manage Social Housing and other housing to be kept available for letting or hostels,
- 6 6 provide manage maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation,
- 6 7 provide services of any description for the Councils, Registered Providers or other social housing providers,
- 6 8 assess applicants for housing assistance,
- 6 9 assess applications by residents of housing stock owned or managed by the Council to exercise the right to buy under Part V of the Housing Act 1985,
- 6 10 enable or assist any residents of the housing stock owned or managed by either the Councils or the Organisation to acquire or to acquire and enter into occupation of houses,
- 6 11 construct develop repair or improve houses to be sold or otherwise disposed of on such terms as the Organisation shall determine, and
- 6 12 do all such other acts and things as may be incidental or conducive to the attainment of the foregoing objects

**7 Powers**

- 7 1 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 these Articles
- 7 2 Without limiting the powers described in Article 7 1 the Organisation shall have power to
  - 7 2 1 carry out works to land buildings or other property,
  - 7 2 2 contract with the Councils or, subject to the prior written consent of all of the Councils, any other person or organisations in furtherance of the Organisation's objects,
  - 7 2 3 subject to the prior written consent of all of the Councils and to such consents as may be required by law to borrow money issue loan stock and raise money in such manner as the Organisation shall determine and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall determine (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,
  - 7 2 4 insure and arrange insurance cover for the Organisation from and against all such risks as the Organisation may determine and to pay any premium in respect of such insurance,
  - 7 2 5 insure and arrange insurance cover for and to indemnify its Board Members employees and voluntary workers and the Councils 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,

7 2 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 2 7 subject to such consents as may be required by law and compliance with all formal guidance issued by any statutory regulator with authority over the Organisation 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 either for the purpose of raising funds for the Organisation or for the furtherance of the objects of the Organisation,

7 2 8 subject to the prior written consent of all of the Councils make donations grants or loans and provide services and assistance to such natural or legal persons on such terms as the Organisation may determine to further the objects of the Organisation

**provided that** in the event that 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

## 8 Application of income and property

8 1 The Organisation shall not trade for profit The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in these Articles

8 2 Save as provided below no portion of the income and property of the Organisation shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Organisation 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

8 3 Notwithstanding the provisions of Articles 8 1 and 8 2 the Organisation may make payment in good faith

8 3 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,

8 3 2 of fees, remuneration or other benefit in money or money's worth to a company or other body corporate of which a Board Member may be a member holding



not more than 2% of the share capital and controlling not more than 2% of the voting rights at general meetings of such company or body corporate,

- 8 3 3 to any Board Member of reasonable out-of-pocket expenses **provided that** no sum shall be paid to a Board Member in excess of that which would be permitted to be paid to a board member, pursuant to any guidance issued from time to time by any statutory regulator or other competent body with authority over the Organisation,
- 8 3 4 of reasonable and proper remuneration to any of the Councils or to an employee thereof not being a Board Member in return for any services rendered to the Organisation,
- 8 3 5 of reasonable and proper rent for premises demised or let by any of the Councils, or
- 8 3 6 of reasonable and proper interest on money lent by any of the Councils, or
- 8 3 7 of any indemnities to Board Members or other officers of the Organisation under Article 95 and any premium in relation to insurance in respect of liabilities of Board Members and other officers of the Organisation in accordance with Article 96

8 4 Notwithstanding the provisions of Articles 8 1 and 8 2 the Organisation may manage property in accordance with its objects (including the full range of activities it may undertake) notwithstanding the fact that a tenant or lessee (or prospective tenant or lessee) of such property may be a Board Member **provided that** no Board Member shall be entitled to speak in any debate or cast any vote in respect of any matter relating specifically to property of which he is tenant lessee or licensee and to no other property of the Organisation and shall absent himself from such proceedings

## 9 **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

## 10 **Limited liability**

The liability of the members is limited

## 11 **Members' guarantee**

Each member undertakes to contribute to the assets of the Organisation in the event of the Organisation 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 such amount as may be required not exceeding one pound

12 **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 such property shall be paid or transferred to the Housing Revenue Account (as defined in the 1989 Act) of each of the Councils, shared as agreed between the Councils or, in the absence of any such agreement, in equal shares

**Admission of members and cessation of membership**

13 The subscribers shall be the first member of the Organisation. The Board may admit any other local housing authority to membership on receiving a written application from any such authority. The rights, powers and obligations of each Council under these Articles shall take effect on the admission of that Council to membership. No person other than the subscribers or another local housing authority shall be admitted to membership of the Organisation.

14 Each Council shall nominate a person to act as its representative in the manner provided in Section 323 of the 2006 Act. Such representative shall have the right on behalf of the Council to attend meetings of the Organisation and vote thereat and to exercise all rights of membership on behalf of the Council. The relevant Council may by written notice to the Secretary revoke the nomination of such representative and may nominate another representative in his place.

15 The rights of each Council shall be personal and shall not be transferable and shall be exercisable only by the Council or a duly authorised representative of the Council.

16 A Council may cease to be a member of the Organisation on the terms of this Article 16.

16 1 A Council shall cease to be a member of the Organisation if that Council withdraws by giving notice in writing to the Organisation at its registered office, which shall be effective on the first 31 March falling not less than twelve months after the date on which it is deemed to have been received under Article 93.

16 2 A Council shall be deemed to have given notice under this Article 16 in the event that at any time no legally binding agreement exists between that Council and the Organisation for the provision of services by the Organisation to the Council, and for the purposes of this Article 16 2 such deemed notice shall be effective on the first date on which no such agreement exists.

**General meetings and resolutions**

17 With effect from 31 March 2011 the Organisation shall once in every period of twelve months hold a general meeting which for the purposes of these Articles shall be called the annual general meeting. All other general meetings shall be called extraordinary general meetings. The Board Members may call general meetings and on the requisition of any member shall forthwith proceed to convene a general meeting as required pursuant to the provisions of Section 304 of the 2006 Act. If there are not within the United Kingdom sufficient Board Members to call a general meeting any Board Member or member may call a general meeting.

- 18 Any general meeting not called on the requisition of a member pursuant to Article 17 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all members and to the Board Members and to the Organisation's auditors.
- 19 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.
- 20 A Board Member shall, even though he is not a member, be entitled to attend and speak at any general meeting.
- 21 No business shall be transacted at any general meeting unless a quorum is present. All members present in person or by proxy or by duly authorised representative shall be a quorum.
- 22 If a quorum is not present within half an hour from the time appointed for a general meeting it shall stand adjourned to the same day in the next week at the same time and place or to such later day and time and/or other place as the members present decide. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- 23 If a member of the Organisation 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 Organisation in general meeting **provided that** any such decision taken by a member pursuant to this Article 23 shall be recorded in writing and delivered by that member to the registered office of the Organisation for entry in the Organisation's minute book. Any such decision shall take effect on delivery to the registered office of the Organisation or at such later time as may be specified in the written record so delivered.
- 24 An entry in the minutes of any general meeting stating that a resolution has been carried or lost shall be conclusive evidence of the fact.

#### **Chair**

- 25 The Chair or in his absence some other Board Member who is present and nominated by the members shall chair the meeting. If neither the Chair or such Board Member is present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall elect another Board Member who is present to be the chair and, if there is only one Board Member present and willing to act, he shall be the chair. If no Board Member is present within fifteen minutes after the time appointed for holding the meeting or is willing to act as chair the Members present shall elect one of their number to be the chair.

#### **Adjournments**

- 26 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the original meeting. It shall not be necessary to

give notice of the adjourned meeting unless it is adjourned for fourteen days or more when at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted

27 The chair may also, without the consent of the meeting, adjourn the meeting (whether or not it has commenced or is quorate) either indefinitely or to such other time and place as he may decide if the unruly conduct of persons attending the meeting is preventing the orderly holding or continuance of the meeting

28 When a meeting is adjourned indefinitely, the time and place for the adjourned meeting shall be fixed by the Board It shall not be necessary to give any notice of the adjourned meeting unless it is adjourned for fourteen days or more when at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted

### **Votes of Members**

29 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is demanded either before the meeting or on the declaration of the result of the show of hands Subject to the provisions of the 2006 Act, a poll may be demanded -

29 1 by the chair, or

29 2 by at least two members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by a member

30 On a show of hands every member present in person shall have one vote On a poll every member present in person or by proxy shall have one vote

31 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not have a casting vote

32 Unless a poll is demanded, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be final and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

33 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

34 A poll shall be taken immediately The results of the poll shall be the resolution of the meeting at which the poll was demanded

35 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not

disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final.

### Written Resolutions

36 A written resolution may be passed in accordance with the 2006 Act

### Appointment of Proxies

37 An appointment of a proxy shall be in writing, signed by or on behalf of the appointor and shall be in the following form (or in any other form which the Board may approve) -

*[Name of Organisation]*

I/We,

being a member/members of the above-named Organisation, hereby appoint

of

or, failing him,

of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Organisation to be

held on \_\_\_\_\_, and at any adjournment thereof

Signed

Date

38 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the document appointing a proxy shall be in the following form (or any other form which the Board Members may approve) -

*[Name of the Organisation]*

I/We

being a member/members of the above-named Organisation, hereby appoint

of

or, failing him,

of \_\_\_\_\_, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Organisation

to be held on \_\_\_\_\_, and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows -

Resolution Number 1 \*for \*against Resolution Number 2 \*for \*against

\*strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed

Date

- 39 The document appointing a proxy and any authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Organisation in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. An instrument of proxy which is not deposited or delivered in this manner shall be invalid.
- 40 A vote given or poll demanded by proxy or by the duly authorised representative of a member shall be valid unless termination of the proxy or representative's authority is received by the Organisation at its registered office or the place at which the meeting is due to be held before the meeting begins.

#### **Number of Board Members**

- 41 The number of Board Members shall be twelve
- 41 1 Four Board Members shall be Council Board Members
- 41 2 Four Board Members shall be Tenant Board Members
- 41 3 Four Board Members shall be Independent Board Members
- 41 4 No more than four Board Members shall be Tenants
- 41 5 No more than four Board Members shall be Local Authority Persons
- 41 6 In the event that the number of Board Members shall be less than the numbers specified in this Article 41 the remaining Board Members shall use reasonable endeavours to appoint further Board Members and may act notwithstanding this Article
- 41 7 The first Board Members of the Organisation shall be the persons named as directors in the statement delivered pursuant to section 12(1) of the 2006 Act who shall be deemed to have been appointed under these Articles

#### **Appointment and removal of Council Board Members by the Councils**

- 42 Subject to Article 41 each of the Councils shall have the power to appoint one person as a Council Board Member and shall have the power to remove from office the Council Board Member that they have nominated

### **Appointment and removal of Board Members by the Councils**

43 Subject to Article 41 the Councils shall have the power at any time by notice in writing signed by all of the Councils to the Organisation to appoint and/or remove any Independent or Tenant Board Member

44 Appointment or removal pursuant to Article 42 or Article 43 shall be effected by notice in writing signed by the Council or Councils (as appropriate) and shall take effect upon delivery to the registered office of the Organisation or at such later time than such delivery as may be specified in the notice

### **Retirement and election of Tenant Board Members**

45 At every annual general meeting beginning with the second annual general meeting Tenant Board Members shall retire from office in the following rotation

45 1 at the close of the first such annual general meeting two Tenant Board Members shall retire,

45 2 at the close of the second such annual general meeting a further one Tenant Board Member shall retire, and

45 3 at the close of the third such annual general meeting a further one Tenant Board Member shall retire

and so forth such that the Tenant Board Members shall subsequently retire in a rotation which mirrors that in Articles 45 1 to 45 3

46 The Tenant Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Tenant Board Members but as between persons who became Tenant Board Members on the same day those to retire shall be chosen by lot if not agreed between such retiring Tenant Board Members **provided that** where a Tenant Board Member is appointed as a consequence of the death or retirement (other than by operation of this Article 46) of another Tenant Board Member (the **Former Tenant Board Member**) the period of time for which the Tenant Board Member shall have held office shall for the purposes only of this Article 46 be deemed to include the period since the last election or appointment of the Former Tenant Board Member

47 Subject to Article 49, each Tenant Panel shall be entitled by written notice to the Organisation to appoint a Tenant to be a Tenant Board Member, so that there are four Tenant Board Members in total

48 Subject to Article 49, each Tenant Panel shall have the right to appoint a Tenant to be a Tenant Board Member in substitution for the previous Tenant Board Member appointed by that Tenant Panel who shall have ceased to be a Board Member under the provisions of Article 45 or Article 55 and a notice of the said removal and substituted appointment shall be given to the Secretary prior to the next Board meeting of the Organisation

49 Where a Tenant Board Member vacancy arises, either due to a retirement pursuant to Article 45 or where a Tenant Board Member ceases to be a Board Member pursuant to Article 55, a Tenant Panel may only appoint a Leaseholder as a Tenant Board Member to

fill that vacancy if there are no other Leaseholders already appointed as Tenant Board Members at the date of the appointment, so that there shall be no more than one Tenant Board Member who is a Leaseholder at any one time

#### **Retirement and election of Independent Board Members**

50 At every annual general meeting beginning with the second annual general meeting Independent Board Members shall retire from office in the following rotation

50 1 at the close of the first such annual general meeting one Independent Board Member shall retire,

50 2 at the close of the second such annual general meeting a further two Independent Board Members shall retire, and

50 3 at the close of the third such annual general meeting a further one Independent Board Member shall retire

and so forth such that the Independent Board Members shall subsequently retire in a rotation which mirrors that in Articles 50 1 to 50 3

51 The Independent Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Independent Board Members but as between persons who became Independent Board Members on the same day those to retire shall be chosen by lot if not agreed between such retiring Independent Board Members **provided that** where an Independent Board Member is appointed as a consequence of the death or retirement (other than by operation of this Article 51) of another Independent Board Member (the **Former Independent Board Member**) the period of time for which the Independent Board Member shall have held office shall for the purposes only of this Article 51 be deemed to include the period since the last election or appointment of the Former Independent Board Member

52 Prior to every annual general meeting, a process shall be held to identify suitable persons to fill any vacancies for Independent Board Members to be appointed thereat The mode and manner of such process shall be in accordance with a policy adopted by the Board from time to time subject at all times to compliance with Article 41 and provided always that immediately prior to the annual general meeting at which Independent Board Members will retire in accordance with Article 50 the Board shall choose any new Independent Board Members to be appointed with effect from that annual general meeting

53 The Secretary shall announce the results of the selection process referred to in Article 52 at each relevant annual general meeting and the persons so selected shall be duly appointed as Independent Board Members or if, at the meeting at which an Independent Board member retires in accordance with Article 50, there are no other candidates to fill the post the retiring Board Member shall, if willing to act, be deemed to have been re-appointed



### **Casual vacancies**

- 54 Subject to Article 41 the Board may appoint a person who is willing to act to be a Board Member to fill a vacancy
- 54 1 The Board may only fill vacancies occurring among Council Board Members where the relevant Council shall have failed within three months of a written request by the Organisation to make the appropriate appointments pursuant to Article 42 or shall have given notice to the Organisation in writing that it does not intend to make such appointment
- 54 2 The Board may only fill vacancies occurring among Tenant Board Members where the relevant Tenant Panel shall have failed within three months of a written request by the Organisation to make the appropriate appointment pursuant to Article 47 or 48 or shall have given notice to the Organisation in writing that it does not intend to make such an appointment
- 54 3 A Board Member appointed under this Article 54 shall hold office only until the next following annual general meeting. If not reappointed at or by the date of such annual general meeting he shall vacate office at the conclusion thereof

### **Disqualification and removal of Board Members**

- 55 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
- 55 1 ceases to be a Board Member by virtue of any provision of the Companies Acts or becomes prohibited by law from being a company director, or
- 55 2 is or becomes a person disqualified from elected membership of a local authority, or
- 55 3 is or becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 55 4 is or may be suffering from mental disorder and either
- 55 4 1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or
- 55 4 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs, or
- 55 5 resigns his office by written notice to the Organisation, or
- 55 6 is removed from office by a resolution of or written notice signed by not less than three quarters of all the other Board Members from time to time, or

- 55 7 shall have been absent without permission of the Board from three consecutive meetings of the Board (including meetings of any committee of which that Board Member is a member) and the Board resolves that his office be vacated, or
- 55 8 shall in any period of 12 consecutive months have been absent without the permission of the Board from not less than 60% of the meetings of the Board (including meetings of any committee of which that Board Member is a member) held during that period and the Board resolves that his office be vacated, or
- 55 9 in the case of a Tenant Board Member he ceases to be a Tenant of the Council from whose administrative area the relevant Tenant Panel appointed him **provided that** this Article 55 9 shall not apply in respect of a Tenant Board Member ceasing to be a Tenant for a period of not more than six months as a result of the demolition of or works carried out to that Tenant Board Member's home, or
- 55 10 is a Tenant Board Member and is in the opinion of the Board in serious breach of his obligations as a Tenant (including but not limited to where the individual is the subject of a possession order or his tenancy has been demoted), or
- 55 11 is a Tenant Board Member and is subject to any Court order or injunction relating to antisocial behaviour, or
- 55 12 is or becomes a Tenant leading to a breach of the limit in Article 41 4, or
- 55 13 is a Tenant and is or becomes a Local Authority Person, or
- 55 14 is or becomes a Local Authority Person leading to a breach of the limit in Article 41 5, or
- 55 15 is an Independent Board Member and is or becomes a Tenant or a Local Authority Person, or
- 55 16 is removed by resolution of the Councils pursuant to Article 43, or
- 55 17 has completed nine consecutive years' service as a Board Member

#### **Powers of the Board**

- 56 Subject to
- 56 1 the provisions of the Companies Acts,
- 56 2 any resolution from time to time of the members in accordance with these Articles, and
- 56 3 these Articles,

the business of the Organisation shall be managed by the Board who may exercise all the powers of the Organisation No alteration of these Articles and no resolution of the members shall invalidate any prior act of the Board which would have been valid if that alteration or resolution had not been made The powers given by this Article 56 shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board

57 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 the Board may determine including authority for the agent to delegate all or any of his powers

**Borrowing powers**

58 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 the Board considers fit and to grant any mortgage, charge or other security over the undertaking and property of the Organisation 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**

59 The Board may delegate in writing any of its powers to any committee consisting of two or more Board Members together with such other persons as the Board sees fit but so that Board Members shall constitute a majority

60 The Board may delegate in writing to the Chair or to any vice or deputy chair or to any officer such of their powers as they consider desirable to be exercised by such person Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered Subject to any such conditions the proceedings of any committee shall be governed by the provision of these Articles insofar as they apply to proceedings of the Board

**Alternate Board Members**

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

**Board Members' expenses**

62 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 of the Organisation or otherwise in connection with the discharge of their duties and such other sums as may be determined by the members of the Organisation **provided that** no remuneration shall be paid to a Board Member who is an elected member of the Council

**Board Members' appointments and interests**

63 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 Articles 8 2 to 8 4 inclusive

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

64 1 all bodies trading in which he has an interest as

64 1 1 a director or senior employee, or

64 1 2 a member of a firm, or

64 1 3 the owner or controller of more than 2% of the issued share capital in a body corporate having a share capital, or

64 1 4 the holder or controller of more than 2% of the voting rights in general meeting of any body corporate,

64 2 all interests as an official or elected member of any statutory body,

64 3 all interests as the occupier of any property owned or managed by the Organisation,

64 4 any other significant or material interest

#### **Proceedings of Board Members**

65 Subject to

65 1 these Articles,

65 2 any regulations established from time to time by the Organisation, and

65 3 compliance with all relevant statutory requirements

the Board may regulate its proceedings as it determines

66 The Board shall meet at least once in each calendar year and shall use all reasonable endeavours to convene a Board meeting on or as soon as reasonably practicable after each anniversary

67 A Board meeting or a meeting of a committee of the Board may consist of a conference between Board Members or committee members through the medium of conference telephone or any form of electronic communication or similar form of communications equipment or combination of such methods provided that each Board Member or committee member participating in the meeting is able to hear and speak to each other participating Board Member or committee member throughout the meeting A Board Member or committee member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote Subject to the Companies Acts, all business transacted in such manner by the Board Members or by a committee of the Board shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or of a committee notwithstanding that fewer than two Board Members or committee members are physically present at the same place Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chair of the meeting then is The word "meeting" in these Articles shall be construed accordingly

68 The quorum for the transaction of the business of the Board at the time when any Board meeting proceeds to business shall be four comprising no fewer than one Tenant Board Member, one Independent Board Member and one Council Board Member **provided that** if there are no Board Members in one or more category of Board Member then the quorum requirement shall be reduced to none in respect of such category or categories

- 69 A meeting of the Board may be called by not less than one third of the total number of Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is outside the United Kingdom at the time at which the meeting is called.
- 70 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.
- 71 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting then notwithstanding Article 68 the Board Members present shall constitute a quorum.
- 72 Save as expressly provided in these Articles 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 at any Board meeting the Chair shall have a second or casting vote.

#### **Conflicts of interest**

- 73 Any Board Member having an interest in any arrangement between the Organisation and another person or body shall before the matter is discussed by the Board or any committee of which they are a member disclose that interest to the meeting.
- 74 Unless the interest is of the type specified in Articles 75 or 76 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 75 or 76 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.
- 75 Provided the interest has been properly disclosed pursuant to Article 73 a Board Member may with the authorisation of the remaining Board or committee members at the meeting remain present during the discussion and may vote on the matter under discussion where the interest arises only by virtue of the fact that
- 75 1 the Board Member is a Tenant and the matter in question affects all or a substantial group of Tenants, or
- 75 2 the Board Member is a director or other officer of a company or body which is a subsidiary undertaking of the Organisation as such term is defined in Section 1162 of the 2006 Act, or
- 75 3 the Board Member is a director or other officer of a company or body which is a subsidiary undertaking of the Council (as such term is defined in Section 1162 of the 2006 Act) other than the Organisation, or
- 75 4 the Board Member is an official or elected member of any statutory body.
- 76 A Board Member shall not be treated as having an interest.

- 76 1 of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge,
- 76 2 in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 62 or in any resolution relating to the remuneration of Board Members
- 77 If a question arises at a meeting 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 or in his absence the chair of the meeting and his ruling shall be final and conclusive
- 78 At the first Board Meeting of the Organisation and at the first Board Meeting following each annual general meeting the Board shall appoint one of their number to be the chair of the Board to hold office until he is either reappointed or until another chair of the Board is appointed or removed by resolution of the Board and may remove him from that office at any time provided that for the period of three years from the date of incorporation of the Organisation the chair shall be an Independent Board Member
- 79 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 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 chair of the meeting
- 80 The Board may appoint a vice or deputy chair to act in the absence of the chair on such terms as the Board shall think fit
- 81 All acts done by the Board or by 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 Board Member was disqualified from holding office or had vacated office or was 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 resolutions of the Board**

- 82 A resolution in writing signed by not less than three quarters of all the Board Members entitled to receive notice of a meeting of the Board including sufficient Board Members to satisfy the quorum requirements in Article 68 shall be as valid and effectual as if it had been passed at a meeting 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-options**

- 83 The Board may co-opt a person who is willing to act as a co-optee to the Board on such terms and subject to such conditions as the Board may resolve Any person co-opted to the Board shall be known for the purposes of these Articles as a co-optee Any provision of these Articles which applies to Board Members shall apply equally to co-optees, save that
- 83 1 no co-optee may vote on any matter discussed by the Board, and
- 83 2 no co-optee may be appointed as chair of the Board

84 No co-optee may be appointed if such appointment would cause the number of co-optees to exceed three. If for any reason the number of co-optees exceeds this number at any time, the number of co-optees shall be reduced until this limit is satisfied. The identities of the co-optees to be removed shall be determined in the absolute discretion of the Board.

#### **Secretary**

85 The Organisation may have a Secretary who shall be appointed by the Board for such term at such remuneration and upon such conditions as they may determine and any Secretary so appointed may be removed by them.

#### **Minutes**

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

86 1 of all appointments of officers made by the Board Members, and

86 2 of all proceedings at meetings of the Organisation and of the Board and of committees of the Board and of the Councils in their capacity as members of the Organisation including the names of the Board Members present at any such meeting.

#### **Records accounts and returns**

87 The Organisation shall comply with the provisions of the Companies Acts in respect of

87 1 the keeping and auditing of accounting records,

87 2 the provision of accounts and annual reports of the directors, and

87 3 the making of an annual return.

#### **The seal**

88 If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a duly authorised committee of the Board. The Board may determine who may sign any instrument to which the seal is affixed and unless otherwise so determined any such instrument shall be signed either by a Board Member and by the Secretary or by two Board Members or by a Board Member and by a witness who signs to attest the signature of such Board Member.

89 The Organisation may exercise the powers conferred by Section 49 of the 2006 Act with regard to having an official seal for use abroad and such powers shall be vested in the Board Members.

#### **Notices**

90 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board or of a committee of the Board need not be in writing.

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

92 The Councils present by duly authorised representatives 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

93 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 or delivered by hand to the relevant address, or on being handed to a member (or in the case of a member organisation its authorised representative) or Board Member personally, or as soon as the member or Board Member acknowledges actual receipt

94 Subject to these Articles anything sent or supplied by or to the Organisation under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Organisation

### **Indemnity**

95 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 judgment is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the 2006 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 95 shall only have effect in so far as its provisions are not avoided by Section 232 of the 2006 Act

96 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 Section 232 of the 2006 Act