London Housing Foundation Ltd

Minutes of a General Meeting of the Foundation held at Sherborne House,
34 Decima Street, London SE1 4QQ on Thursday 27 April 2017

Present:
Simon Dow – Chair
Derek Joseph - Secretary
Prof Nick Hardwick
Ian Brady
Clare Kiely (in attendance electronically)
Clare Miller
Vic Rayner
John Stebbing
Eleanor Stringer

1. Apologies

There were no apologies.

2. Short Notice

The Secretary reported that written approval to this meeting being called at short notice had been given by all shareholders of the Foundation.

3. Proxies

All shareholders had signed proxy forms in favour of the resolution but as all were present and available, they would be voting in person.

4. Background

The Chair explained the reasons behind the proposed amendment to the constitution and the Secretary confirmed that the legal advisors, Devonshires, had confirmed that approval had been received to the change from the Charity Commission.

5. Special Resolution

Special Resolution

1. That:

The Company’s current objects and powers be amended and this amendment be documented by the deletion of clause 3 of the Company’s Memorandum of Association in its entirety and replaced with the following:
3.1 The object for which the Association is established is to facilitate the relief, for the benefit of any community in which it chooses to work, of poverty, sickness and distress both:

a. Through the provision of housing, hostel accommodation and any associated amenities for persons in necessitous circumstances upon terms appropriate to their means; and

b. By any other means that the trustees may deem fit from time to time including, but not only, by providing grants, items and services to individuals in need and/or charities or other organisations working to prevent or relieve poverty, sickness and distress.

3.2 And in furtherance of these objects but not otherwise, the Association may -

A. Apply to Government Departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance for promoting the object of the Association, and to conform to any proper conditions upon which such grants and other payments may be made

B. Promote, establish, form, undertake, provide for, maintain, carry on and do or assist or concur in any way in the promotion, establishment, formation or undertaking of, at any branch of the Association for the time being or at any other convenient place or places wheresoever, any work or operations, societies, clubs, institutions, facilities, conveniences, acts and things whatsoever which may in any way directly or indirectly promote or advance the principal object of the Association

C. Erect, construct, adapt, alter or otherwise provide and to maintain and use at the headquarters or on any branch premises of the Association or on any other premises from time to time belonging to or in the occupation of the Association, halls, buildings, rooms and structural or other accommodation of any kind for all or any of the purposes whatsoever of the Association, and to provide the same with and maintain all proper and necessary fixtures, furniture, decorations, fittings, apparatus, appliances and conveniences, and permit the same or any part thereof to be used on such terms as the Association shall think fit, as shall be consistent with the work and basis of the Association

D. Purchase, take on lease, hire, take by devise, legacy or gift, or otherwise acquire any real or personal property and any rights or privileges necessary or convenient for the purposes of the accommodation of the Association

E. Sell, lease, exchange, dispose of, develop and turn to account or otherwise deal with all or any part of the property and rights for the time being of the Association for such consideration in money or otherwise, and upon such terms as the Association shall deem expedient

F. To borrow and raise money and secure any debt or obligation of or binding on the Association in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Association, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Association) any debt or obligation
binding on any charitable trust, associations or institutions formed for the whole or any of the objects of the company including (without prejudice to the generality of the forgoing) any company which is for the time being a subsidiary of the Association (as defined by Section 1162 of the Companies Act 2006) or the holding company (as defined by Section 1159 of the said Act) or another subsidiary (as so defined) of the Association's holding company or otherwise associated with the Association in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Association

G. Invest and deal with any moneys (whether borrowed or not) of the Association not immediately required in such manner as the Association may deem expedient subject nonetheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

H. Take such steps as may from time to time be deemed expedient for the purpose of procuring contributions, subscriptions and donations of money to the funds of the Association or gifts, devises or bequests of property of any kind for the use or purposes of the Association and receive and deal with any such moneys or property for any of objects of the Association as may seem expedient

I. Subscribe to or otherwise support and assist any charitable object anywhere in the world

J. Effect and keep up insurances against any risk, loss or liability to which the Association may be subject

K. Pay the expenses of an incidental to the formation and incorporation of the Association

L. Employ and remunerate in such manner as may be thought expedient, officers, secretaries, accountants, clerks, attorneys, lecturers, tutors, instructors, demonstrators, agents, servants and other persons whom the Association may consider it necessary or expedient to employ for the purpose of carrying on its work or otherwise in connection with any of its objects

M. Pay or give gratuities or pensions or other benefits to employees and ex-employees of the Association or the dependents or connections of such persons

N. Apply for and take all necessary steps to obtain any statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Association and to defray the costs and expenses involved

O. Do all such other lawful things as shall further the attainment of any of the objects hereinbefore mentioned

P. Lend or make grants of money to third parties upon such terms as the Board may think fit

Q. Support, administer or acquire other corporate bodies.
6. Approval

All those present voted in favour of the resolution and the Chair determined that the resolution had been carried unanimously as a Special Resolution and the Secretary was instructed to ensure that the necessary amendments to the constitution were lodged with both the Charity Commission and Companies House.

Signed to confirm this as a correct extract of the minutes of the meeting

04 May 2017

[Signature]

Derek Jones

Trustee & Secretary