

Dated 30 June

2022

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of
Nottingham City Homes Limited

Registration Number: 5292636
Date of Incorporation: 22 November 2004

Nottingham City Homes Limited
Loxley House
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Contents

Item	Page	
1	DEFINITIONS AND INTERPRETATIONS	1
2	REGISTERED OFFICE	2
3	OBJECTS	2
4	POWERS	3
5	APPLICATION OF INCOME AND PROPERTY	5
6	EQUAL OPPORTUNITIES	5
7	LIMITED LIABILITY	6
8	MEMBERS GUARANTEE	6
9	WINDING UP	6
10	ADMISSION OF MEMBERS	6
11	GENERAL MEETINGS	6
12	WRITTEN RESOLUTIONS OF THE MEMBER	7
13	COMPOSITION OF THE BOARD	7
14	APPOINTMENT OF COUNCIL BOARD MEMBERS BY THE COUNCIL MEMBER	8
15	APPOINTMENT OF TENANT AND INDEPENDENT BOARD MEMBERS	8
16	CASUAL VACANCIES	9
17	DISQUALIFICATION, REMOVAL AND SUSPENSION OF BOARD MEMBERS	9
18	POWERS OF THE BOARD	10
19	BORROWING POWERS	11
20	DELEGATION OF BOARD MEMBERS' POWERS	11
21	ALTERNATE BOARD MEMBERS	11
22	BOARD MEMBERS' EXPENSES	11
23	BOARD MEMBERS' APPOINTMENTS AND INTERESTS	11
24	PROCEEDINGS OF BOARD MEETINGS	12
25	CALLING A BOARD MEETING	12
26	PARTICIPATION IN BOARD MEETINGS	12
27	QUORUM FOR BOARD MEETINGS	13
28	COLLECTIVE DECISION TAKING	13
29	CHAIRING OF BOARD MEETINGS	13
30	CHIEF EXECUTIVE OFFICER	15
31	CONFLICTS OF INTEREST	14
32	WRITTEN RESOLUTION	14
33	CO-OPTEEES	15
34	MINUTES	15
35	EXECUTION OF DOCUMENTS	15
36	NOTICES	15
37	INDEMNITY	16
38	OFFICERS	16

1 DEFINITIONS AND INTERPRETATIONS

1.1 In the Articles unless the context otherwise requires:

Act means the Companies Act 2006 insofar as it applies to the Organisation and any statutory modification or re-enactment thereof for the time being in force.

Appointed Body of Tenants means a membership body that the Board has formally recognised as the body for nominating Tenants as Tenant Board Members to the Organisation.

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 0 or in his/her absence a chair appointed pursuant to Article 0.

Council Board Member means a Board Member appointed by the Council Member pursuant to Article 14.1.

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

Electronic Communication means telecommunication or communication through the internet, such as email; commonly used messaging applications, teleconferencing, and/or remote document services accessed using user name/password.

Group Member means the Organisation, each subsidiary of the Organisation, any body corporate of which the Organisation is a subsidiary and any subsidiary of such body corporate and for this purpose "subsidiary" has the meaning within the Act.

Independent Board Member means a Board Member appointed pursuant to Article 15.

Local Authority Person means any person:

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

Order means the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time.

Organisation means Nottingham City Homes Limited (company number 5292636)

Partnership Agreement means an agreement entered into between the Organisation and the Council Member, for the purpose of advancing the Organisation's Objects; and as amended from time to time.

Secretary means a person or persons appointed by the Organisation, and assigned duties to comply with the requirements of the Act, and the Articles.

Subsidiary means any corporate body that the Organisation has significant or exclusive control over by virtue of shareholding, or membership.

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.

1989 Act means the Local Government and Housing Act 1989 as amended or re-enacted from time to time.

1.2 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.

1.3 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.

2 REGISTERED OFFICE

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

3 OBJECTS

3.1 The objects of the Organisation shall be to:

3.1.1 acquire, build, provide, manage, maintain, improve, demolish or convert housing stock, including housing stock owned or managed by Nottingham City Council, 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,

3.1.2 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,

3.1.3 provide such advice and services that make a positive contribution to health and wellbeing of tenants, and others living in the household;

3.1.4 ensure compliance with standards of property related health and safety so far as statutory and regulatory requirements determine;

3.1.5 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,
- 3.1.6 provide, construct, improve or manage housing to be kept available for letting,
- 3.1.7 provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation,
- 3.1.8 provide services of any description for Nottingham City Council,
- 3.1.9 assess applicants for housing assistance,
- 3.1.10 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,
- 3.1.11 enable or assist any residents of housing stock, including housing owned or managed by either Nottingham City Council or the Organisation, to acquire, or to acquire and enter into occupation of houses, and
- 3.1.12 carry out any other object that can be carried out from time to time by a company limited by guarantee.

4 POWERS

- 4.1 Subject to Article 4.3, 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 the Articles.
- 4.2 Subject to Article 4.3 and without limiting the powers described in Article 4.1, the Organisation shall have power to:
- 4.2.1 carry out works to land, buildings or other property,
 - 4.2.2 deal with and own land and property,
 - 4.2.3 acquire and build property,
 - 4.2.4 contract with the Council Member, or Nottingham City Council owned corporate body, in furtherance of its objects,
 - 4.2.5 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,

- 4.2.6 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,
 - 4.2.7 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,
 - 4.2.8 subject to the prior written consent of the Council Member and to such consents as may be required by law, invest any monies of the Organisation not immediately required for the furtherance of its objects as it determines and as permitted by law,
 - 4.2.9 subject to the prior written consent of the Council Member and subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators, 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,
 - 4.2.10 subject to the prior written consent of the Council Member, remunerate Organisation's Board Members, Subsidiary Board Members, and Committee Members
 - 4.2.11 In any given financial year, the Organisation may give donations, grants or loans or provide services or assistance up to a value of £10000 per annum per person and/or per organisations as the Organisation deems fit to further the objects of the Organisation. Any donations, grants, loans, services or assistance that exceed £10000 shall be subject to the prior written consent of the council,
 - 4.2.12 If 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.
- 4.3 The Organisation shall not, without the prior written consent of the Council Member, have the power to:
- 4.3.1 receive consideration to which, if it were a local authority, Section 61 of the 1989 Act would apply,
 - 4.3.2 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,
 - 4.3.3 enter into a credit transaction (as defined by Article 12(2) of the Order),

- 4.3.4 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,
- 4.3.5 incur additional liabilities outside those agreed and funded within the NCH Corporate Plan 2021-24,
- 4.3.6 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 Articles 4.3.1 – above and in particular the Organisation shall not do any act or thing which does or might cause Nottingham City Council to be in breach of the CIPFA Prudential Code for Capital Finance in Local Authorities.

5 APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in the Articles 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, **Provided That** nothing herein shall prevent any payment in good faith by the Organisation:

5.1.1 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 (in return for any services rendered to the Organisation,

5.1.2 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,

5.1.3 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,

5.1.4 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,

5.1.5 of reasonable and proper rent for premises demised or let by the Council Member, 5.1.6

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.

6 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.

7 LIMITED LIABILITY

The liability of the Council Member is limited.

8 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.

9 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.

10 ADMISSION OF MEMBERS

10.1 No person other than the Council Member shall be admitted to membership of the Organisation.

10.2 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/her place. All such nominations and revocations shall be in writing.

10.3 The rights of the Council Member shall be personal and shall not be transferable.

11 GENERAL MEETINGS

11.1 All general meetings shall be called with at least fourteen clear days' notice.

11.2 An annual general meeting shall be held no later than six months following each accounting reference date.

11.3 A general meeting may be called by shorter notice if it is so agreed by the Council Member.

11.4 The notice shall specify:-

11.4.1 the time and place of the meeting;

11.4.2 the general nature of the business to be transacted; and

11.4.3 in the case of an annual general meeting, that it is the annual general meeting.

11.5 Subject to the Act, no business shall be transacted at a general meeting except that specified in the notice convening the meeting.

11.6 The notice must be given to the Member, the Board Members, and the Organisation's auditors. 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.

11.7 A general meeting may take place simultaneously at different places and in any manner or through any medium or communication equipment (whether in use when these Articles are adopted or developed subsequently) which permits those attending to comprehend and comment on the proceedings. For the avoidance of any doubt, the Member:

11.7.1 may validly participate in such meetings; and

11.7.2 shall be deemed to be present in person at such meetings.

Provided that decisions made by way of email (or other electronic messaging service) shall not constitute a general meeting.

11.8 A meeting held in accordance with Article 11.7 shall be deemed to take place where the Council Member is assembled. A resolution passed at any meeting held in the above manner shall be as valid and effectual as if it had been passed at a general meeting of the Organisation duly convened and held.

11.9 No business shall be transacted at any general meeting unless the Council Member is present at the time when the meeting proceeds to business.

11.10 The Chair shall chair General Meetings. Only the Council Member shall vote at general meetings.

12 WRITTEN RESOLUTIONS OF THE MEMBER

12.1 A written resolution approved by the Council Member is as valid as if it had been passed at a General Meeting provided that such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date.

12.2 A proposed written resolution shall lapse if it is not passed before the end of the period of 6 months beginning with the circulation date of such resolution (as defined in section 290 of the Act).

13 COMPOSITION OF THE BOARD

13.1 The number of Board Members shall be no less than five and no more than 12, including co-optees.

13.2 No more than two Board Members shall be Council Board Members

13.3 No more than three Board Members shall be Tenant Board Members.

13.4 No more than five Board Members shall be Independent Board Members.

In the event that the number of Board Members shall be less than the number 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.

- 13.5 The Board shall endeavour to ensure that the Board possesses the qualities, skills, competencies and experience which the Board has from time to time determined that it requires.

14 APPOINTMENT OF COUNCIL BOARD MEMBERS BY THE COUNCIL MEMBER

14.1 Subject to Article 12.1, the Council Member shall from time to time appoint two persons as Council Board Members having regard to the qualities, skills, competencies and experience which the Board has from time to time determined it requires. The Council Member shall have the power to remove from office any such Board Member.

14.2 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.

14.3 If the Council require the termination of any Board Member appointment and agreement cannot be reached between the Board and Council Member, the Council Member retain the right to terminate that appointment at any time by notice in writing to the Secretary.

15 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 to offer themselves for election.

15.2 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 sixth consecutive annual general meeting save where the Board agrees that circumstances exist where it would be in the best interests of the Organisation for a Board Member to serve for a longer period provided that no Board Member may serve more than nine consecutive years in office from the date of their election (including time spent on the Board of another Group Member or on the board of any predecessor of the Organisation or of another Group Member).

15.3 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.

15.4 Any Board Member retiring under Article 15.3 having completed nine years' continuous service shall not be eligible for re-appointment, for a minimum of three years from their date of retirement. In extenuating circumstances the number of continuous years may be extended, subject to the prior written consent of the Council.

- 15.5 At elections, notwithstanding if the number of candidates for election as Board Members does not exceed the number of vacancies on the Board 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.
- 15.6 Subject to Article 15, the Council Member may by Resolution in General Meeting appoint any eligible person who is willing to act as an Independent Board Member.
- 15.7 Subject to Articles 13, 15 and 16, the Organisation may by Resolution in general meeting appoint any person who is willing to act as a Board Member to fill a vacancy.
- 15.8 Subject to Article 15, 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.
- 15.9 Not less than seven 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.

16 CASUAL VACANCIES

Subject to Article 15, 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 Appointed Body of Tenants 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 16 shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof.

17 DISQUALIFICATION, REMOVAL AND SUSPENSION OF BOARD MEMBERS

- 17.1 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:
- 17.1.1 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
 - 17.1.2 is or becomes a person disqualified from elected membership of a local authority, or
 - 17.1.3 becomes bankrupt or makes any arrangement or composition with his/her creditors generally, or
 - 17.1.4 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
 - 17.1.5 resigns his/her office by notice to the Organisation, or

- 17.1.6 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
 - 17.1.7 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/her office be vacated, or
 - 17.1.8 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/her office be vacated, or
 - 17.1.9 in the case of a Tenant Board Member he ceases to be a Tenant of the Council Member **Provided That** this Article 17.1.9 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
 - 17.1.10 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
 - 17.1.11 is an Independent Board Member and is or becomes a Tenant, or
 - 17.1.12 is removed by resolution of the Council Member pursuant to Article 14, or
 - 17.1.13 is an employee of the Organisation, or
 - 17.1.14 is an Independent Board Member or a Tenant Board Member and is or becomes an employee of the Council Member, or
 - 17.1.15 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
 - 17.1.16 has been convicted of any indictable offence within the last five years, or
 - 17.1.17 is a board member or director of a parent, subsidiary or associate of the Organisation and is removed from that position, or
 - 17.1.18 in the case of a Council Board Member, they cease to be a Local Authority Person or an employee of the Council Member.
- 17.2 In accordance with the Code of Conduct any Board Member may be suspended as a Board Member either:
- 17.2.1 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
 - 17.2.2 by the Chair or Vice Chair as so authorised by the Board for the duration of an investigation into that Board Member's conduct.
- 17.3 In accordance with Article 20, the Board may delegate the power to suspend Board Members under this Article 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.

18 POWERS OF THE BOARD

18.1 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.

18.2 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/her powers.

19 BORROWING POWERS

Subject to Articles 4.2 and 4.3 and subject to the prior written consent of the Council Member, 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.

20 DELEGATION OF BOARD MEMBERS' POWERS

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 Organisation 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 set out and approve the terms of reference for each committee or working party in writing and determine their chair. Every committee or working party must report its proceedings to the Board as the Board determines.

21 ALTERNATE BOARD MEMBERS

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

22 BOARD MEMBERS' EXPENSES

22.1 The Organisation may pay any reasonable expenses which the Board Members properly incur in connection with their attendance at:

22.1.1 meetings of the Board, or committees of the Board,

22.1.2 general meetings, or

22.1.3 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Organisation,

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.

23 BOARD MEMBERS' APPOINTMENTS AND INTERESTS

23.1 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 Article 4.3.

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

23.2.1 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,

23.2.2 all bodies trading for profit in which his/her or her close relative is a principal proprietor or a director or occupies a managerial position,

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

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

23.2.5 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/her or her close relative or a firm in which he or she or his/her or her close relative has an interest, and

23.2.6 any other significant or material interest.

24 PROCEEDINGS OF BOARD MEETINGS

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.

25 CALLING A BOARD MEETING

25.1 Any Board Member may call a Board meeting by giving at least three days' notice of the meeting to the Board members, or by authorising the Secretary to give such notice.

25.2 Notice of any Board meeting must indicate:

25.2.1 its proposed date and time;

25.2.2 where it is to take place; and

25.2.3 if it is anticipated that Board Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 25.3 Notice of a Board meeting must be given to each Board Member, and may be in written or Electronic Communication format.

26 PARTICIPATION IN BOARD MEETINGS

- 26.1 Subject to the Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:

- 26.1.1 the meeting has been called and takes place in accordance with the Articles, and
- 26.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 26.2 In determining whether Board Members are participating in a Board meeting, it is of no consequence where any Board Member is or how they communicate with each other.

27 QUORUM FOR BOARD MEETINGS

- 27.1 The quorum for Board meetings must never be less than three
- 27.2 At a Board meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting.
- 27.3 If the total number of appointed Board Members has fallen below the quorum required for Board meetings, the remaining Board Members must not take any decision other than a decision to appoint further Board members.

28 COLLECTIVE DECISION TAKING

Questions arising at a Board Meeting shall be decided by a majority of votes and each Board Member present 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 CHAIRING OF BOARD MEETINGS

- 29.1 Subject to the prior written consent of the Council Member, the Board Members shall appoint a Board Member with the appropriate skills to chair their meetings. Such chair shall be selected and appointed by the Board on such terms as the Board determines from time to time. The Organisation will also have a vice chair who, in the chair's absence, shall act as the chair and have the chair's powers and duties and who shall be appointed by the board. The arrangements for selection, appointment and removal of any chair or vice chair shall be determined by the Board from time to time.
- 29.2 The person so appointed for the time being is known as the Chair or vice Chair.
- 29.3 If the Council require the termination of the Chair's appointment and agreement cannot be reached between the Organisation and Council Member, the Council Member retain the right to terminate the Chair's appointment at any time by notice in writing to the Secretary,
- 29.4 If the Chair or Vice Chair is not participating in a Board meeting within ten minutes of the time at which it was to start, Board Member(s) must appoint one of themselves to chair it for the duration of that meeting.
- 29.5 The Board shall seek to ensure that there is a written statement of the Chair's responsibilities which shall be agreed with the Board and reviewed from time to time.

29.6 The prior written approval of the Council Member is required if the Chair is to be remunerated in addition to their remuneration as a Board Member.

29.7 If the Chair of the Board resigns, he must give not less than 2 months' written notice to the Board

30 CHIEF EXECUTIVE OFFICER

30.1 Where the Council considers the Chief Executive Officer of the Organisation is not complying with the terms of the Partnership Agreement, the Council Member may inform the Board of the Council's concerns.

30.2 The Board shall investigate promptly the Council's concerns and if appropriate shall instigate the necessary disciplinary and capability procedures in line with the Organisation's employment policies and procedures as soon as reasonably practicable. The Organisation shall inform the Council of the action that has been taken, the outcome of the investigation and any procedures instigated including whether the Organisation has determined to take no action, issue a written warning or dismissal.

30.3 If the post of Chief Executive Officer is vacant or about to become vacant, the Board shall subject to 31.4 make written recommendations to the Council Member of potential appointees to the post of Chief Executive Officer and the Council member shall notify the Board in writing within five working (5) days of receiving the recommendations (i) if it requires additional recommendations from the Board or (ii) of the person to be appointed to this role (which for the avoidance of doubt may be a third party or a person recommended by the Board) and the Board shall either provide further recommendations or make the appointment as relevant such appointment to take effect either upon receipt of the notice or on such later date as specified therein.

30.4 The Council Member reserves the right to be involved in the recruitment process for the Chief Executive Officer, including but not limited to short listing candidates and the interview process.

31 CONFLICTS OF INTEREST

31.1 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 31.2 or 31.3, 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 31.2 or 31.3, 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.

31.2 Provided the interest has been properly disclosed pursuant to Article 31.1, a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:

31.2.1 the Board Member is a Tenant, so long as the matter in question affects all or a substantial group of Tenants, or

31.2.2 the Board Member is a director or other officer of a Group Member, or

31.2.3 the Board Member is an official or elected member of any statutory body.

31.3 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/her ruling in relation to any Board Member other than himself/herself shall be final and conclusive.

31.4 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.

32 WRITTEN RESOLUTION

32.1 A resolution in writing signed by:

32.1.1 the majority of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board, and

32.1.2 the Chair of the Organisation or of the relevant committee, and

which satisfies the quorum requirements of Article 27 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.

33 CO-OPTEEES

33.1 The Board may from time to time co-opt up to two persons to the Board and the Board may at any time revoke such co-option.

33.2 Co-opted Board Members shall be entitled to attend and speak if permitted to do so by the Chair, but shall not be entitled to vote or count as part of the quorum.

34 MINUTES

34.1 The Board shall cause minutes to be made in statutory books, in the form of a file, kept for the purpose:

34.1.1 of all appointments of officers made by the Board Members, and

34.1.2 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.

35 EXECUTION OF DOCUMENTS

35.1 If the Company has a seal it may only be used with the authority of the Board (which may be given generally for documents of a particular type).

35.2 Unless the Board decides otherwise, documents to which the seal is attached or which are executed as deeds must be signed by:

- 35.2.1 one Director in the presence of a witness who attests the signature of the Director;
or
- 35.2.2 in any other manner the Board authorises.

36 NOTICES

- 36.1 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 Communication.
- 36.2 The Organisation may give any notice to the Council Member either personally, by suitable Electronic Communication, or 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.
- 36.3 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.
- 36.4 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.

37 INDEMNITY

- 37.1 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/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him/her 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/her 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.
- 37.2 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.

38 OFFICERS

- 38.1 The Board may designate as officers such executives, internal auditor and staff of the Organisation on such terms as from time to time it decides.
- 38.2 The Organisation shall have a Secretary who shall be appointed by and may be removed by the Board and who may be an Employee. The Secretary's duties will be clearly set out in written terms of reference and agreed by the Board.