

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

NOTTINGHAM CITY HOMES LIMITED

(as adopted on)

1 **Definitions and Interpretation**

In the Articles unless the context otherwise requires:

the Act means the Companies Act 1985 (as amended by the Companies Act 1989) and any statutory modification or re-enactment thereof for the time being in force.

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

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

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

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

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

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

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

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

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

Local Authority Person means any person:

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

Office means the registered office of the Organisation.

the seal means the common seal of the Organisation.

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

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

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

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

the United Kingdom means Great Britain and Northern Ireland.

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

Admission of Members

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

4 The Council Member shall nominate a person to act as its representative in the manner provided in Section 375 of the Act. Such representative shall have the right on behalf of the Council Member to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the Council Member. The Council Member may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be in writing.

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

General Meetings and Resolutions

6 All general meetings other than annual general meetings shall be called extraordinary general meetings.

7 The Board Members may call general meetings and, on the requisition of the Council Member pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a general meeting, any Board Member or the Council Member may call a general meeting.

8 (1) An Annual General Meeting and an Extraordinary General Meeting not called on the requisition of the Council Member pursuant to Article 7 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by the Council Member.

(2) The notice shall specify the time and place of the Meeting and, in the case of an Annual General Meeting, shall specify the Meeting as such.

(3) The notice shall be given to the Council Member and to the Board Members and auditors.

9 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

10 No business shall be transacted at any general meeting unless a quorum is present. The presence of a duly authorised representative of the Council Member shall be a quorum.

11 If the Council Member makes a decision which is required to be taken in a general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in general meeting. Any decision taken by the Council Member pursuant to this Article 11 shall be recorded in writing and delivered by the Council Member to the Company for entry in the Company's minute book.

12 An entry stating that a resolution has been carried or lost in the minutes of any meeting shall be conclusive evidence of the fact.

Number of Board Members

13 (1) The number of Board Members shall be twelve.

(2) Three Board Members shall be Council Board Members.

(3) Five Board Members shall be Tenant Board Members.

(4) Four Board Members shall be Independent Board Members.

(5) No more than six Board Members shall be Tenants.

(6) No more than six Board Members shall be Local Authority Persons.

- (7) In the event that the number of Board Members shall be less than the numbers specified in this Article 13 the remaining Board Members shall use reasonable endeavours to appoint further Board Members in accordance with the Articles and may act notwithstanding this Article.
- (8) The First Board Members shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future Board Members shall be appointed as provided in the Articles.

Appointment of Council Board Members by the Council Member

- 14 (1) Subject to Article 13 the Council Member shall from time to time appoint three persons as Council Board Members and shall have the power to remove from office any such Board Member.
- (2) Appointment or removal pursuant to Article 14(1) shall be effected by an instrument in writing signed by the Council Member and shall take effect upon lodgement at the registered office of the Organisation or such date later than such lodgement as may be specified in the instrument.
- (3) Notwithstanding any other provisions in these Articles the Council Member shall have power at any time by notice in writing to the Secretary to appoint and remove any Board Member. The Council Member undertakes that it will only exercise this power as provided for in clause 65.9 of the Management Agreement to be entered into between the Council and the Organisation.

Retirement and Election of Tenant Board Members

- 15 (1) At the annual general meeting of the Organisation to be held in the calendar year ending 31 December 2007 no Tenant Board Members shall be required to retire from office. At every subsequent annual general meeting thereafter the Tenant Board Members shall retire from office in accordance with the following cycle:
 - (a) year 1 – two Tenant Board Members shall retire from office,
 - (b) year 2 – no Tenant Board Members shall retire from office,
 - (c) year 3 – three Tenant Board Members shall retire from office.Thereafter the cycle set out in (a) - (c) above shall be repeated and once completed shall be repeated again and so on.
- (2) Where Tenant Board Members are to retire at an annual general meeting as provided for in Article 15(1) above, it shall be those who have been longest in office since they last became Tenant Board Members, but as between persons who became Board Members on the same day those to retire shall be chosen by lot **Provided That** where a Tenant Board Member is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another Tenant Board Member (the **Predecessor**), the period of time for which the Tenant Board Member shall have held office shall, for the purposes only of this

Article 15(2) be deemed to include the period since the last election or appointment of the Predecessor.

- (4) Prior to every annual general meeting at which Tenant Board Members are to retire from office in accordance with the provisions of Article 15(1) or otherwise where there is a vacancy to be filled, direct or indirect elections shall be held among the Tenants for the number of Tenant Board Members to be appointed thereat. Only Tenants shall be eligible to be appointed as Tenant Board Members but otherwise the mode and manner of such elections shall be as the Board may from time to time agree subject at all times to compliance with Article 13.
- (5) The company secretary shall announce the results of the elections referred to in Article 15(4) (if any) at each relevant annual general meeting and where the Tenants have been so elected they shall be duly appointed as Tenant Board Members.

Retirement and Election of Independent Board Members

16 (1) At the annual general meeting of the Organisation to be held in the calendar year ending 31 December 2007 no Independent Board Members shall be required to retire from office. At every subsequent annual general meeting thereafter the Independent Board Members shall retire from the office in accordance with the following cycle:

- (a) year 1 – no Independent Board Members shall retire from office,
- (b) year 2 – two Independent Board Members shall retire from office,
- (c) year 3 – two Independent Board Members shall retire from office.

Thereafter the cycle set out in (a) - (c) above shall be repeated and once completed shall be repeated again and so on.

- (2) Where Independent Board Members are to retire at an annual general meeting as provided for in Article 16(1) above, it shall be those who have been longest in office since they last became Independent Board Members but as between persons who became Board Members on the same day those to retire shall be chosen by lot **Provided That** where an Independent Board Member is appointed as a consequence of the death or retirement (other than by operation of this subparagraph) of another Independent Board Member (the **Predecessor**), the period of time for which the Independent Board Member shall have held office shall, for the purposes only of this Article 16(2) be deemed to include the period since the last election or appointment of the Predecessor.
- (3) If, at the annual general meeting at which a Board Member retires in accordance with Article 16(1), 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 unless a resolution not to reappoint the Board Member is passed by the meeting.
- (4) No person other than an Independent Board Member retiring by rotation shall be appointed as an Independent Board Member at any general meeting unless he is recommended by the Board.

- (5) Subject to Articles 16(1) – (4) the Council Member may by Ordinary Resolution in General Meeting appoint any eligible person who is willing to act as an Independent Board Member.
- (6) Subject to Articles 13, 16 and 18 the Organisation may by Ordinary Resolution in general meeting appoint any person who is willing to act as a Board Member to fill a vacancy.
- (7) Subject to Articles 13, 16 and 18 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.
- (8) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to the Council Member of any person (other than a Board Member retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as an Independent Board Member at the meeting. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Organisation's register of Board Members.

Casual Vacancies

- 17
- (1) Subject to Article 13 the Board may appoint a person who is willing to act to be a Board Member to fill a vacancy. The Board may only fill vacancies occurring among Council Board Members where the Council Member shall have failed within three months of a written request by the Organisation to make the appropriate appointments pursuant to Article 14(1). The Board may only fill vacancies occurring among Tenant Board Members where the Tenants' Federation (or such other similar body) shall have failed within three months of a written request by the Organisation to make a nomination to fill such vacancy. Subject to Article 17(2) A Board Member appointed under this Article 17(1) shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting he shall vacate office at the conclusion thereof.
 - (2) A person appointed to fill a vacancy among Tenant Board Members who would otherwise be obliged to vacate his/her office at the annual general meeting to be held in the calendar year ending 31 December 2007 shall notwithstanding the provisions of Article 17(1) not vacate such office unless they wish to do so and shall continue to hold office until the next following annual general meeting and shall if not re-appointed at the said annual general meeting vacate the office at the conclusion thereof.

Disqualification and Removal of Board Members

- 18
- A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:
- (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
 - (2) is or becomes a person disqualified from elected membership of a local authority, or

- (3) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (4) is, or may be, suffering from mental disorder and either:
 - (a) 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 (Scotland) Act 1960, or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (5) resigns his office by notice to the Organisation, or
- (6) is removed from office by a resolution (or written notice signed by) at least three quarters of all the other Board Members from time to time, or
- (7) shall for more than six consecutive months or three consecutive meeting of the Board (whichever period is the shortest) have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated, or
- (8) in any period of 12 months, he shall have been absent (without the permission of the Board Members) from at least 60% of the meetings of Board Members held during that period and the Board Members resolve that his office be vacated, or
- (9) in the case of a Tenant Board Member he ceases to be a Tenant of the Council Member **Provided That** this Article 18(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home, or
- (10) is a Tenant Board Member and is (in the reasonable opinion of a majority of Board Members) in serious breach of their obligations as a Tenant, or
- (11) is a Council Board Member and is or becomes a Tenant leading to a breach of the limit in Article 13(5), or
- (12) is a Tenant Board Member and is or becomes a Local Authority Person leading to a breach of the limit in Article 13(6), or
- (13) is an Independent Board Member and is or becomes a Tenant or a Local Authority Person, or
- (14) is removed by resolution of the Council Member pursuant to Article 14, or
- (15) is an employee of the Organisation, or
- (16) is an Independent Board Member or a Tenant Board Member and is or becomes an employee of the Council Member, or

- (17) is (in the reasonable opinion of majority of the Board Members) in serious breach of the Code of Conduct for the Board Members which may be adopted from time to time.

Powers of the Board

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

Borrowing Powers

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

Delegation of Board Members' Powers

- 22 The Board may delegate any of their powers to any committee consisting of two or more Board Members together with such other persons in a non voting capacity as the Board sees fit (but so that Board Members shall constitute a majority). The quorum for the meetings of such committees shall be 50% (or the greater nearest number thereto) of the total members of the committee of which at least two shall be Board Members. The Board may also delegate to the Chairman/or any vice or deputy Chairman or to any executive officer such of their powers as they consider desirable to be exercised by him. 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. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

Alternate Board Members

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

Board Members' Expenses

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

Board Members' Appointments and Interests

- 25 A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Clause 6 of the Memorandum.
- 26 Each Board Member shall ensure that the Secretary has at all times an up to date list of:
- (1) all bodies trading in which he or she has an interest as:
 - (a) a director or senior employee,
 - (b) a member of a firm,
 - (c) the owner or controller of more than 2% of the issued share capital in a company,
 - (2) all bodies trading for profit in which his or her close relative is a principal proprietor or a director or occupies a managerial position,
 - (3) all interests as an official or elected member of any statutory body,
 - (4) all interests as the occupier of any property owned or managed by the Organisation,
 - (5) details of any land or property in the area where the Organisation operates which is owned, occupied or managed by him or her or his or her close relative or a firm in which he or she or his or her close relative has an interest,
 - (6) any other significant or material interest.

Proceedings of Board Meetings

- 27
- (1) Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Section 10(1) of the Local Authorities (Companies Order 1995) the Board may regulate their proceedings as they think fit and the quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be six Board Members.
 - (2) A meeting of the Board may be called by 4 Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.

- (3) If a quorum is not present within half an hour from the time appointed for a Board Meeting the Board Meeting shall, if requested by a majority of those Board Members present, be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members present may determine.
- (4) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 27(1) the Board Members present shall constitute a quorum.
- 28 Questions arising at a Board Meeting shall be decided by a majority of votes and each Board Member present in person shall be entitled to one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote provided the chair votes first.
- 29 (1) Any Board Member having an interest in any arrangement between the Organisation and another person or body shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board. Unless the interest is of the type specified in Articles 29(2) or 29(3) the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 29(2) or 29(3) the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
- (2) Provided the interest has been properly disclosed pursuant to Article 29(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
- (a) the Board Member is a Tenant, so long as the matter in question affects all or a substantial group of Tenants, or
- (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation, or
- (c) the Board Member is an official or elected member of any statutory body.
- (3) A Board Member shall not be treated as having an interest:
- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge,
- (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 24.
- 30 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Board Member other than himself shall be final and conclusive.
- 31 (1) At the first Board Meeting following each annual general meeting the Board Members shall appoint one of their number to be the chairman of the Board to hold

office until the next annual general meeting and may at any time remove him from that office.

- (2) Unless he is unwilling to do so, the Board Member so appointed shall preside at every meeting of the Board at which he is present. But if there is no Board Member holding that office, or if the Board Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to be chairman of the meeting.
- (3) The Board may appoint a vice or deputy chairman to act in the absence of the Chairman on such terms as the Board shall think fit.

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

Written Resolution

33 A resolution in writing signed by:

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

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

34 Co-Option

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

Secretary

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

Minutes

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

- (1) of all appointments of officers made by the Board Members, and

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

Records Accounts and Returns

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

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

The Seal

- 38 (1) If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.
- (2) The Organisation may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board Members.

Notices

- 39 Any notice to be given to or by any person pursuant to the 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.
- 40 The Organisation may give any notice to the Council Member either personally 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.
- 41 The Council Member present by duly authorised representative at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 42 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 43 (1) Every Board Member or other officer of the Organisation shall be indemnified out of the assets of the Organisation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in

which relief is granted to him and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of his office or in relation thereto **Provided That** this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (2) The Board shall have power to purchase and maintain for any Board Member or officer of the Organisation insurance against any such liability as is referred to in Section 310(1) of the Act.