

REGISTERED NO: 3964376

Articles of Association

of

St Basil's

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE COMPANIES ACTS 1985 TO 2006

Anthony Collins Solicitors

134 Edmund Street

Birmingham

B3 2ES

Reference: 15152.0012

CONTENTS

Article	Page Number
PART A.	
INTRODUCTION	1
1. NAME	1
2. OFFICE	1
3. OBJECTS	1
4. POWERS	2
5. APPLICATION OF FUNDS	7
6. LIMIT OF LIABILITY	9
7. GUARANTEE	9
8. WINDING UP	10
PART B.	
COMPANY MEMBERSHIP	10
9. COMPANY MEMBERS	10
10. TERMINATION OF COMPANY MEMBERSHIP	11
PART C.	
GENERAL MEETINGS	12
11. AGM	12
12. GENERAL MEETINGS	12
13. NOTICE OF GENERAL MEETINGS	13
14. QUORUM FOR GENERAL MEETINGS	14
15. CHAIR AT GENERAL MEETINGS	14
16. ADJOURNMENT OF GENERAL MEETINGS	14
17. VOTING AT GENERAL MEETINGS	15
18. BALLOTS	16
19. PROXIES	17
20. COMPANY MEMBERS' WRITTEN RESOLUTIONS	18
PART D.	
DIRECTORS	18
21. APPOINTMENT OF DIRECTORS	18

22.	NOMINATED DIRECTORS	19
23.	CO-OPTED DIRECTORS.....	20
24.	EXECUTIVE DIRECTORS	21
25.	ORDINARY DIRECTORS.....	21
26.	OBLIGATIONS OF DIRECTORS	22
27.	RETIREMENT AND REMOVAL OF DIRECTORS.....	23
28.	DIRECTORS' EXPENSES.....	24
29.	DIRECTORS' INTERESTS.....	24

PART E.

	BOARD MEETINGS	25
30.	FUNCTIONS OF THE BOARD.....	25
31.	POWERS OF THE BOARD	26
32.	BOARD MEETINGS	26
33.	QUORUM FOR BOARD MEETINGS	27
34.	CHAIR AND VICE CHAIR	28
35.	DELEGATION.....	29
36.	HONORARY MEMBERS.....	30
37.	DIRECTORS' WRITTEN RESOLUTIONS.....	31

PART F.

	OFFICERS.....	31
38.	CHIEF EXECUTIVE.....	31
39.	THE SECRETARY.....	31
40.	INDEMNITIES FOR OFFICERS AND EMPLOYEES.....	32

PART G.

	STATUTORY AND MISCELLANEOUS.....	32
41.	MINUTES.....	32
42.	ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN	32
43.	BANK AND BUILDING SOCIETY ACCOUNTS	34
44.	EXECUTION OF DOCUMENTS.....	34
45.	NOTICES.....	34
46.	STANDING ORDERS.....	36
47.	INTERPRETATION.....	36

ARTICLES OF ASSOCIATION OF ST BASIL'S

Part A.INTRODUCTION

1. NAME

The Company's name is St. Basil's.

2. OFFICE

The Company's registered office is to be in England.

3. OBJECTS

The Company's objects are:

Social housing

- 3.1 to carry on for the benefit of the community the business of providing houses, hostels or any other housing including Social Housing and any associated amenities, services or assistance for Young People and others resident in the Area of Benefit who are homeless or in need, hardship or distress on terms appropriate to their means;

Employment and training

- 3.2 to relieve poverty by providing or securing education or training for employment for Young People and others resident in the Area of Benefit and by assisting them to find employment;
- 3.3 to relieve unemployment for the public benefit amongst Young People and others resident in the Area of Benefit in such ways as the Board thinks fit including the provision of assistance to find employment;

Education

- 3.4 to advance education and provide vocational training to Young People and others in the Area of Benefit and to educate Young People through leisure time activities or through providing or arranging work experience;

Relief of Poverty

- 3.5 to relieve poverty generally among Young People and others in the Area of Benefit;

Recreational Facilities

- 3.6 to provide recreational and leisure facilities for Young People and others in the Area of Benefit who need such facilities because of their youth, infirmity, disability or social or economic circumstances, with the object of improving their conditions of life;

General

- 3.7 to promote any other charitable purpose, and in particular the advancement of education and the relief of poverty;

Equal Opportunities

- 3.8 The Company must carry out its charitable activities in such a way that is designed to eliminate any discrimination which is contrary to the Company's equal opportunities policy and to promote equality of opportunity;

Capital

- 3.9 The Board must use the income and may use the capital of the Company in promoting the Objects;

4. POWERS

The Company may do anything that a natural or corporate person can lawfully do to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 4.1 subject to Article 5 to employ such staff or engage consultants and advisers on reasonable terms and at appropriate remuneration and to provide pensions to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers;

Property

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);

- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.5 to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011);
- 4.6 to provide accommodation for any other charity whose objects are wholly or partly similar to the Objects on such terms as the Board decide (including rent free or at nominal or non-commercial rents);

Borrowing

- 4.7 to borrow and give security for loans (subject to the restrictions in the Charities Act 2011);

Grants and Loans

- 4.8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011);

Fund Raising

- 4.9 to raise funds, to invite and receive contributions, but in raising funds the Company may not carry on any trade or business for the principal purpose of raising funds;

Trading

- 4.10 to trade in the course of carrying out the Objects and to make reasonable charges for services;

Publicity

- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other charities operating in similar fields;
- 4.12 to promote or carry out research and publish the useful results of it;

Contracts

- 4.13 to co-operate with and enter into contracts with any person;

Bank or building society accounts

- 4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company;

Investments

- 4.15 to invest the money of the Company in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) in any location that the Board decides;

- 4.16 to delegate to an investment manager power at his/her discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board but only on the basis:-

- 4.16.1 that the investment manager is a person who the Board is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-

- (a) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
- (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services and Markets Act 2000;

- 4.16.2 that the Board:-

- (a) informs the investment manager in writing of the extent of the Company's investment powers;
- (b) lays down a detailed investment policy for the Company and immediately informs the investment manager in writing of it and of any changes to it;
- (c) ensures that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- (d) ensures that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the

investment manager and the exercise by him/her of this delegated authority;

- (e) takes all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- (f) reviews the appointment at such intervals not exceeding 24 months as it thinks fit: and
- (g) pays such reasonable and proper remuneration to the investment manager including commission, fees and/or expenses earned by the investment manager but only to the extent that they are disclosed to the Board and agrees such proper terms as to notice and other matters as the Board decides and as are consistent with the terms of this Article;

4.16.3 that the agreement with the investment manager:-

- (a) requires the investment manager to comply with the terms of his/her delegated authority;
- (b) requires the investment manager not to do anything which the Company does not have the power to do;
- (c) allows the Board with reasonable notice to revoke the delegation or vary any of its terms in a way which is consistent with the terms contained in this Article; and
- (d) allows the Board to give directions to the investment manager as to the manner in which he/she is to report to it all sales and purchases of investments made on its behalf;

4.17 to make such arrangements as the Board think fit for any investments of the Company or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the Company's nominee and to pay reasonable and proper remuneration to that corporate body;

Insurance

4.18 to insure the assets of the Company to such amount and on such terms as the Board decide, to pay premiums out of income or capital and to use any insurance proceeds as the Board decide (without necessarily having to restore the asset);

- 4.19 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 4.20 to take out insurance to protect the Company and those who use premises owned by or let or hired to the Company;
- 4.21 to take out indemnity insurance to cover the liability of the Directors and officers of the Company who are not Directors for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to:
 - 4.21.1 any claim arising from any act or omission which a Director or officer knew was a breach of duty or breach of trust or which. was committed by a Director or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - 4.21.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Director or officer in his/her capacity as a Director or officer of the Company;

Other charities

- 4.22 to establish, promote, assist or support (financially or otherwise) any charitable trusts, companies, industrial and provident societies, associations or institutions formed for any of the Objects or to carry on any other relevant charitable purposes;
- 4.23 to co-operate or join with any other charity, voluntary body or statutory authority in furthering the Objects or allied charitable purposes and to exchange information, advice. and undertake joint activities with them;
- 4.24 to undertake and execute any charitable trusts;
- 4.25 to affiliate, register subscribe to or join any relevant organisation;

Reserves

- 4.26 to accumulate income in order to hold income reserves of such amount, for such periods of time and for such purposes as the Board considers are justified in the circumstances;

Formation expenses

- 4.27 to pay the costs of forming the Company and complying with all relevant registration requirements;

General

- 4.28 to do anything else within the law which promotes or helps to promote the Objects.

5. APPLICATION OF FUNDS

5.1 General

The income and property of the Company must be used only for promoting the Objects and (except to the extent authorised by Articles 5.2 and 5.3):

- 5.1.1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member; and
- 5.1.2 a Director may not directly or indirectly receive any payment of money or monetary value from the Company;

5.2 Benefits to Members

The Company may make the following payments or grant the following benefits to Company Members who are not Directors:-

Contracts

- 5.2.1 reasonable payments for goods or services supplied under contracts in writing with the Company;

Loans

- 5.2.2 interest on money lent to the Company at a reasonable rate not exceeding 2% below the published base lending rate of a clearing bank chosen by the Board;

Rent

- 5.2.3 a reasonable rent or hiring fee for property let or hired to the Company; and

Occupation of Property

- 5.2.4 subject to such consents as are required by law:

- (a) the disposal of a property (by lease, licence or otherwise) to a Company Member in good faith where this furthers the Objects; and
- (b) benefits granted in the management of property let or licensed to, or occupied by, a Company Member in accordance with the Objects.

5.3 Benefits to Directors

Subject to compliance with Section 122 of the Housing and Regeneration Act 2008 and any Code of Conduct and/or governance adopted by the Board from time to time and to Article 5.4 the Company may make the following payments to Directors (whether or not they are also Company Members):-

Out of pocket expenses

- 5.3.1 reimbursement of reasonable and proper out-of-pocket expenses (including travel costs) actually incurred in carrying out their duties as Directors;

Indemnity

- 5.3.2 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
- 5.3.3 the benefit of indemnity insurance under Article 4.21;

Fees to companies in which Directors have negligible interests

- 5.3.4 a payment of fees, remuneration or other benefit in money or money's worth to a company in which a Director has no more than a 2% shareholding;

Executive Directors

- 5.3.5 reasonable remuneration to any Executive Director in respect of his or her employment by the Company notwithstanding that he or she is a trustee provided that:
 - (a) such an Executive Director withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment or the appointment, remuneration or other terms of employment

of any other employee or employees which might affect the Executive Director is being discussed;

- (b) at no time shall Executive Directors form a majority on the Board; and
- (c) any such remuneration shall be paid pursuant to a written contract of employment;

Directors who are Residents

5.3.6 in the case of Directors who are Residents all the usual rights under their occupancy agreement and as tenants of a charitable registered provider of social housing (including the grant of an occupancy agreement of the same or a different property) but the number of Directors occupying property owned or managed by the Company must never exceed one third of the total number of Directors; or

Exceptional circumstances

5.3.7 other payments or benefits (approved in writing in advance by the Commission) in exceptional cases.

5.4 Article 5.3 is subject to:-

5.4.1 the Company having regard to Section 122 of the Housing and Regeneration Act 2008 and any relevant mandatory guidance issued by the Regulator; and

5.4.2 the Company complying with Article 29.

5.5 This Article 5 may not be amended without the prior written consent of the Charity Commission.

6. LIMIT OF LIABILITY

The liability of the Company Members is limited.

7. GUARANTEE

Every Company Member promises, if the Company is wound up while he/she is a Company Member or within 12 months after ceasing to be a Company Member to contribute such amount as is required up to a maximum of £1 towards the

costs of dissolution and liabilities incurred by the Company while the contributor was a Company Member.

8. WINDING UP

- 8.1 If the Company is wound up, after providing for all outstanding liabilities any property remaining must be dealt with under Section 167 of the Housing and Regeneration Act 2008 on the basis that it must ultimately be given to another charitable registered provider of social housing approved by the Regulator which has objects similar to the Objects.
- 8.2 The registered provider of social housing to which the Company's property is transferred under Article 8.1:
- 8.2.1 subject to the approval of the Regulator, is to be nominated by the Company Members at or before the time of dissolution; or
 - 8.2.2 in default of any nomination under Article 8.2.1, is to be selected by the Regulator.
- 8.3 Subject to Articles 8.1 and 8.2 any property remaining must be used for other charitable purposes similar to the Objects.
- 8.4 A final report and statement of account for the Charity must be sent to the Charity Commission.

Part B.COMPANY MEMBERSHIP

9. COMPANY MEMBERS

- 9.1 The Company is not a subsidiary of another organisation and shall not become a subsidiary of another organisation without first having obtained the consent of the Regulator to such a change pursuant to section 214 of the Housing and Regeneration Act 2008 (if such consent is required).
- 9.2 The Company Members are those persons admitted to membership of the Company under the Articles.

- 9.3 A person may not be admitted as a Company Member unless he/she has signed a written application to become a Company Member in such form as the Board requires. The application form will require a person to state whether he/she is:
- 9.3.1 a Resident; and/or
 - 9.3.2 Associated (with the Council or any other local authority).
- 9.4 A person may not become a Company Member if his/her admission as a Company Member would cause:
- 9.4.1 more than one third of the Company Members to be Residents; or
 - 9.4.2 more than one third of the Company Members to be Associated (with any local authority).
- 9.5 A Company Member must tell the Secretary immediately in writing if he/she:-
- 9.5.1 becomes or ceases to be a Resident; or
 - 9.5.2 becomes or ceases to be Associated (and must give the name of the local authority with which he/she is Associated).
- 9.6 Subject to Articles 9.3, 9.4 and 10.2 the Board is to have an absolute discretion to admit or refuse to admit further Company Members and may maintain a membership policy.
- 9.7 Company membership is personal and not transferable.
- 9.8 Wherever possible Company Members must attend all General Meetings of which they have been given proper notice.

10. TERMINATION OF COMPANY MEMBERSHIP

- 10.1 A person will cease to be a Company Member:-
- 10.1.1 in the case of an individual on death;
 - 10.1.2 in the case of an organisation, on dissolution;
 - 10.1.3 on giving written notice of resignation to the Secretary;
 - 10.1.4 in the case of a nominee of an unincorporated body, on being replaced by another nominee;

10.1.5 on failing to attend more than three consecutive AGMs and the Board so resolving that they should be removed;

10.1.6 on a special resolution (passed by a 75% majority) if:-

- (a) a complaint in writing containing details of conduct detrimental to the interests of the Company has been sent to Company Members at least 28 clear days before the General Meeting;
- (b) the Company Member has been given an opportunity to answer the complaint and justify why his/her membership should not be terminated; and
- (c) the General Meeting has considered the evidence supporting the complaint and any evidence presented by the Company Member.

10.2 A person who has ceased to be a Company Member following expulsion under Article 10.1.6 may not become a Company Member unless his/her application is approved by a special resolution at a General Meeting.

Part C.GENERAL MEETINGS

11. AGM

11.1 The Company may hold an AGM in each calendar year.

11.2 An AGM (if any) is to be held at such time and place as the Board appoints.

11.3 The business of any AGM is:-

- 11.3.1 to receive the annual Directors' report;
- 11.3.2 to consider the accounts and auditors report;
- 11.3.3 to appoint the auditor (if necessary); and
- 11.3.4 to transact any other business specified in the notice convening the meeting.

12. GENERAL MEETINGS

12.1 General Meetings are to be called by the Board.

12.2 If there are insufficient Directors in the United Kingdom to form a quorum at a Board Meeting to call a General Meeting it may be called in the same way as a Board Meeting.

12.3 On receiving a requisition from at least one tenth of the Company Members under Section 303 of the Act the Board must call a General Meeting in accordance with the timescales set out in that Section.

13. NOTICE OF GENERAL MEETINGS

13.1 All General Meetings must be called by at least 14 clear days' notice

13.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all the Company Members at the General Meeting.

13.3 The notice must specify:-

13.3.1 the time and place of the General Meeting;

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

13.3.3 in the case of an AGM, that it is an AGM.

13.4 No business may be transacted at a General Meeting except that specified in the notice convening the meeting; and

13.5 No resolution to amend the Articles may be considered unless it has first been approved by either a Directors' written resolution or by a 75% majority at a Board Meeting.

13.6 Notice of a General Meeting must be given to all the Company Members (except any living outside the United Kingdom who have not given an address for service in the United Kingdom), the Directors and the Company's auditors.

13.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

14. QUORUM FOR GENERAL MEETINGS

14.1 No business may be transacted at a General Meeting unless a quorum is present.

14.2 A quorum is five Company Members who are entitled to vote upon the business to be transacted present in person.

14.3 If a quorum is not present within 30 minutes from the start time of a General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.

14.4 Notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members under Article 7.4.

14.5 If a quorum is not present within 30 minutes from the time of the adjourned General Meeting the Company Members present are to form a quorum.

15. CHAIR AT GENERAL MEETINGS

15.1 The Chair of the Board is to chair General Meetings.

15.2 If the Chair of the Board is not present within 10 minutes from the time of the General Meeting or is unwilling to act a Vice Chair or another Director nominated by the Board must chair the General Meeting.

15.3 If neither the Chair nor a Vice Chair or other Director nominated under Article 15.2 is present and willing to act within 10 minutes from the time of the General Meeting the Company Members present and entitled to vote must choose one of their number (who must be a Director if a Director is present and willing to act) to chair the General Meeting.

16. ADJOURNMENT OF GENERAL MEETINGS

16.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.

16.2 The Chair may also, without the consent of a General Meeting, adjourn it (whether or not it has commenced or is quorate) if it appears to the Chair that:-

16.2.1 the number of persons wishing to attend is greater than could reasonably have been expected and cannot conveniently be accommodated in the meeting room;

16.2.2 unruly conduct is likely to prevent the orderly holding of the meeting;

16.2.3 an adjournment is necessary for the business of the meeting to be conducted properly; or

16.2.4 a proposal of such importance is made that its consideration by a larger number of Company Members is desirable.

16.3 When a meeting is adjourned under Article 16.2, the time and place for the adjourned meeting is either to be fixed by the Chair at the time of the adjournment or in default it is to be fixed by the Board.

16.4 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.

16.5 It is not necessary to give notice of a General Meeting which is adjourned under Article 16.2 or Article 16.3 unless it is adjourned for 14 days or more in which case 7 clear days' notice must be given.

16.6 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

17. VOTING AT GENERAL MEETINGS

17.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.

17.2 Every Company Member present in person has one vote on a show of hands. A Company Member represented by a proxy may not vote on a show of hands.

17.3 Directors who are not Company Members may speak but not vote at General Meetings.

- 17.4 A Company Member which is an organisation may, by resolution of its governing body (or a committee or officer of the organisation acting under powers delegated by its governing body) authorise such person as it thinks fit to act as its representative at General Meetings.
- 17.5 A person authorised under Article 17.4 may exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual Company Member.
- 17.6 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 17.7 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made during the meeting must be referred to the Chair whose decision is final.
- 17.8 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

18. BALLOTS

- 18.1 A ballot may be demanded at any time during the General Meeting by:-
- 18.1.1 the Chair;
 - 18.1.2 any three Company Members present in person; or
 - 18.1.3 a Company Member holding more than 10% of the votes on a ballot.
- 18.2 The demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 18.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than the question on which the ballot is demanded.
- 18.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the

result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.

- 18.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 18.6 At least 7 clear days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.
- 18.7 On a ballot each Company Member present in person or by proxy is to have one vote.

19. PROXIES

- 19.1 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 46. A proxy may not appoint another proxy.
- 19.2 Votes may be cast in a ballot either personally or by proxy. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 19.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 19.4 No document appointing a proxy shall be valid for more than 12 months.
- 19.5 A vote given or ballot demanded by proxy or by the duly authorised representative of an organisation which is a Company Member is to be valid despite:-
 - 19.5.1 the death or insanity of the principal; or
 - 19.5.2 the revocation of the proxy or authorisation,

unless written notice of the death, insanity or revocation is received at the Registered Office at least 24 hours before the start of the General Meeting or adjourned General Meeting at which the proxy is to be used.

- 19.6 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

20. COMPANY MEMBERS' WRITTEN RESOLUTIONS

- 20.1 Subject to the Act, a written resolution signed or otherwise approved by the requisite majority of the Company Members entitled to attend and vote at a General Meeting (provided those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting.

- 20.2 For the purposes of Article 20.1, a requisite majority will be a simple majority in the case of an ordinary resolution or, in the case of a special resolution, a majority of not less than 75%.

- 20.3 A resolution under Article 20.1 may consist of several documents in similar form each signed by one or more Company Members.

- 20.4 A resolution under Article 20.1 may be signed for a corporate body which is a Company Member by its authorised representative, a director or secretary, its solicitor or by an attorney.

Part D.DIRECTORS

21. APPOINTMENT OF DIRECTORS

- 21.1 The Board shall consist of between seven and fourteen Directors (including Co-opted Directors).

- 21.2 The appointment of a Director is not to take effect until he/she has signed the prescribed Companies House form. The nomination or appointment of any person as a Director who has not done so within one month of nomination or appointment is to lapse unless the Board resolves that there is good cause for the delay.

- 21.3 No person may become a Director:

- 21.3.1 if he/she is a Resident and this would take the number of Directors who are Residents to over one-third of the total number of Directors;
 - 21.3.2 if he/she is Associated and this would cause more than one third of the Directors to be Associated;
 - 21.3.3 if he/she would immediately cease to hold office under Article 27.
- 21.4 The Board may from time to time decide the number of Directors of each type but:-
- 21.4.1 the number of Directors who are Associated must always be below one-third of the total number of Directors;
 - 21.4.2 the number of Executive Directors must not exceed 1; and
 - 21.4.3 the number of places for Ordinary Directors may never be reduced to below one half of the Board.
- 21.5 Subject to Article 21.4 the Board is to be comprised of such of the following that are elected or appointed:-
- 21.5.1 one Nominated Director appointed under Article 22;
 - 21.5.2 Co-opted Directors appointed under Article 23;
 - 21.5.3 one Executive Director appointed under Article 24; and
 - 21.5.4 Ordinary Directors elected or appointed under Article 25.
- 21.6 The status of a Director as a Nominated Director, Co-opted Director, Executive Director or Ordinary Director is to be stated in the Company's Register of Directors.
- 21.7 No Director may be appointed except as set out in the Articles.

22. NOMINATED DIRECTORS

- 22.1 Subject to Article 21, the Diocesan Bishop of Birmingham as a Nominating Body may appoint one person to be a Director.
- 22.2 No Nominated Director who has completed nine years of continuous service shall be eligible for re-appointment as a Director sooner than three years after their

retirement save where the Board agrees that circumstances exist where it would be in the best interests of the Company for a Director to serve for a longer period.

22.3 The Board may from time to time change the Nominating Bodies or the number of Directors they may appoint.

22.4 Each Nominating Body may remove any or all of the Directors they appointed at any time in the same way that it appointed them.

22.5 Subject to Article 21 each Nominating Body may appoint a Director either in substitution for a Director it has removed under Article 22.4 or to fill a casual vacancy which it falls to it to fill.

22.6 The appointment or removal of a Nominated Director under this Article is to be made:

22.6.1 in the case of The Diocesan Bishop of Birmingham pursuant to a decision made by the Bishop; or

22.6.2 in the case of any other Nominating Body pursuant to the internal rules of that Nominating Body,

but is not to take effect until communicated under Article 22.7.

22.7 Subject to Article 21.3 the appointment or removal of a person as a Nominated Director is to take effect on the earliest of the delivery of a written appointment or removal notice to:-

22.7.1 the Registered Office;

22.7.2 a Board Meeting; or

22.7.3 the Secretary in person.

22.8 In making appointments, Nominating Bodies shall have regard to any skills or experience requirements identified by the Board.

23. CO-OPTED DIRECTORS

23.1 Subject to Article 21.1 the Board may co-opt a further four persons as Co-opted Directors.

23.2 The term of office of a Co-opted Director is normally one year from the date of their appointment or such other period that the Board decides before appointing them. A Co-opted Director is eligible for reappointment.

23.3 No Co-opted Director who has completed nine years of continuous service shall be eligible for re-appointment as a Director sooner than three years after their retirement save where the Board agrees that circumstances exist where it would be in the best interests of the Company for a Director to serve for a longer period.

23.4 In deciding who to appoint as a Co-opted Director the Board must have regard to:

23.4.1 the Company's equal opportunities policy;

23.4.2 the need for a mix of skills on the Board;

23.4.3 any relevant guidance issued by the Regulator; and

23.4.4 any guidelines the Board maintains on the composition of the Board.

24. EXECUTIVE DIRECTORS

24.1 Subject to Article 21 the Board may appoint one Senior Officer as an Executive Director.

24.2 The Board may remove the Executive Director from office at any time.

25. ORDINARY DIRECTORS

25.1 The Ordinary Directors are to be elected by the Company Members at each AGM. The candidates are to comprise:-

25.1.1 the Ordinary Directors who stand down under Article 25.2 who wish to stand for re-election; and

25.1.2 candidates who have complied with Article 25.3.

25.2 At each AGM one-third of the Ordinary Directors (or the nearest number to one-third) are to stand down. A person who stands down is eligible for re-election, provided that any Director who has completed nine years of continuous service shall not be eligible for re-election sooner than three years after their retirement, save where the Board agrees that circumstances exist where it would be in the

best interests of the Company for a Director to serve for a longer period. Those to stand down are to be:-

25.2.1 firstly any Ordinary Directors appointed by the Board to fill a casual vacancy under Article 25.4; and

25.2.2 secondly those who have been in office longest since their appointment or last reappointment. If the choice is between Ordinary Directors who were appointed on the same day those to retire are (unless they agree otherwise amongst themselves) to be chosen by lot.

25.3 Any candidate for election as an Ordinary Director (other than an Ordinary Director who is retiring by rotation) must:-

25.3.1 send a written statement to the Company giving his/her name, address and occupation and stating the reasons for their suitability to be a Director at least seven clear days before the AGM; and

25.3.2 either be recommended by the Board or be nominated in writing by a Company Member (other than him/herself).

25.4 If at any time there is a casual vacancy among the Ordinary Directors, (subject to Article 21.2) a person may be appointed to fill that vacancy by the Board but the Board must have regard to the issues under Article 22.3 that it would have to consider if it were appointing a Co-opted Director.

25.5 Ordinary Directors appointed under Article 25.4 are to hold office only until the next AGM (but are eligible to stand for election subject to the maximum term of office set out in Article 25.2).

26. OBLIGATIONS OF DIRECTORS

26.1 The Board must set out the obligations of every Director to the Board and to the Company in writing.

26.2 The statement of the obligations of the Directors to the Company must include:-

26.2.1 a commitment to its values and objectives (including equal opportunities);

26.2.2 an obligation to contribute to and share responsibility for the Board's decisions;

- 26.2.3 an obligation to read Board papers, and to attend meetings, training sessions and other relevant events;
 - 26.2.4 an obligation to declare relevant interests; and
 - 26.2.5 a reference to their obligations under the general law.
- 26.3 The Board must review and may amend the statement of Directors' obligations from time to time.
- 26.4 A Director must sign and deliver to the Board a statement confirming he/she will meet his/her obligations to the Board and to the Company within one month of his/her appointment.

27. RETIREMENT AND REMOVAL OF DIRECTORS

27.1 A Director will cease to hold office if he/she:-

- 27.1.1 dies;
- 27.1.2 ceases to be a Director under the Act or is prohibited by law from being a Director;
- 27.1.3 has held office for a continuous period of longer than nine years save where the Board agrees that circumstances exist where it would be in the best interests of the Company for a Director to serve for a longer period;
- 27.1.4 is disqualified from acting as a charity trustee under the Charities Act 2011;
- 27.1.5 is the subject of a written opinion given by a registered medical practitioner who is treating that person to the Company stating that that person has become mentally or physically incapable of acting as a Director and may remain so for more than three months;
- 27.1.6 is declared bankrupt or makes any arrangement or composition with his/her creditors;
- 27.1.7 is detained in prison;
- 27.1.8 is convicted of any offence which is likely to bring the Company into disrepute and the Board resolves that he/she be removed;
- 27.1.9 resigns by written notice to the Secretary;

27.1.10 is absent from four consecutive Board Meetings and the Board resolves that he/she should cease to be a Director;

27.1.11 is removed for misconduct by a resolution passed by a 75% majority of those present and voting at a Board Meeting after inviting the comments of the Director concerned and considering the issue in the light of those comments.

28. DIRECTORS' EXPENSES

28.1 Directors are entitled to be paid all reasonable expenses properly incurred by them in attending Board Meetings and General Meetings and in carrying out their duties as Directors.

28.2 The payment of expenses is subject to the production of satisfactory receipts.

29. DIRECTORS' INTERESTS

29.1 A Director who has an interest in any contract, proposed contract arrangement or dealing with the Company must declare his/her interest under Sections 175 and 177 of the Act, before the matter is discussed by the Board.

29.2 Every Director must ensure that at all times the Secretary has a list of all other bodies in which he/she has an interest:-

29.2.1 as a director or officer;

29.2.2 as a partner in a firm;

29.2.3 as an official or elected member of any public body;

29.2.4 as the owner or controller of more than:-

(a) 2% of a company whose shares are publicly quoted;

(b) 10% of any other company; or

(c) as the occupier of any property owned or managed by the Company; or

29.2.5 in any other way which is significant or material.

29.3 Subject to Article 29.4 a Director who has a direct or indirect personal interest which involves giving a direct material benefit to an individual must leave the

Board Meeting whilst the question is discussed or decided without taking part in the discussion or decision and may not count towards the quorum for that item.

29.4 A Director who is a Resident is to be regarded as having a personal interest under Article 29.3 in an item affecting only him or herself but may count towards the quorum and take full part in the discussion and voting on any item affecting a substantial number of other Residents in the same way.

29.5 For the purposes of Article 29.3 (but not Article 29.1) a Director is not to be treated as having an interest if this is solely as a director or officer of any body whose accounts are consolidated with the Company's accounts.

29.6 A Director who holds an interest other than in a personal capacity in a matter being considered by the Board may, after declaring his/her interest and subject to the right of the remaining Directors to resolve that he/she should withdraw and not vote on a particular matter, count towards the quorum for that item and take full part in the discussion and voting.

29.7 A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

Part E. BOARD MEETINGS

30. FUNCTIONS OF THE BOARD

30.1 The Board must direct the Company's affairs to promote the Objects. Its functions include:

- 30.1.1 defining and ensuring compliance with the values and objectives of the Company;
- 30.1.2 establishing policies and plans to achieve those objectives;
- 30.1.3 approving each year's budget and accounts before publication;
- 30.1.4 establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 35 with proper systems of control;
- 30.1.5 taking decisions on all matters that will or might create significant financial or other risk to the Company or which affect material issues of principle;

- 30.1.6 monitoring the Company's performance in relation to its plans budget controls and decisions;
- 30.1.7 appointing (and if necessary removing) Senior Officers;
- 30.1.8 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- 30.1.9 taking appropriate advice on the items listed in Article 30.1.1 to 30.1.8 and in particular on matters of legal compliance and financial viability;

30.2 None of the functions in Article 30.1 may be delegated.

30.3 At all times the Board must maintain a clear written statement of its role.

31. POWERS OF THE BOARD

31.1 Subject to the Act and the Articles, the business of the Company is to be managed by the Board who may exercise all the powers of the Company.

31.2 Alterations of the Articles do not invalidate earlier acts of the Board which would have been valid without the alteration.

31.3 In performing their functions the Board must consider the interests of the Company's employees (if any) as well as those of beneficiaries.

32. BOARD MEETINGS

32.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.

32.2 Board Meetings are to be called:-

32.2.1 by the Secretary; or

32.2.2 by notice in writing to the Secretary from the Chair or any two other Directors which specifies the business to be transacted.

32.3 The Secretary must call a Board Meeting for a time as soon as reasonably practicable from the receipt of a notice under Article 32.2.2.

- 32.4 If the Secretary fails to convene the Board Meeting within 21 days of the receipt of a notice under Article 32.2.2 it may be called by the Chair or the two Directors (as the case may be) who requested it.
- 32.5 The Secretary must give 5 clear days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.
- 32.6 A Board Meeting which is called on shorter notice than required under Article 32.5 is deemed to have been duly called if this is agreed by all the Directors.
- 32.7 Questions arising at a Board Meeting are to be decided by a majority of votes.
- 32.8 If there is an equality of votes the Chair is entitled to a casting vote.
- 32.9 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

33. QUORUM FOR BOARD MEETINGS

- 33.1 Subject to Article 33.2 the quorum for Board Meetings is five.
- 33.2 A Director may be part of the quorum of a Board Meeting if he/she can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 33.3 The Board may act despite vacancies in its number but if the number of Directors is less than the minimum set out in Article 21.1 the Board may act only to appoint Directors under Articles 22 to 26 (to the extent that they are able) or to call a General Meeting.
- 33.4 At an inquorate Board Meeting or one which becomes inquorate for more than 20 minutes the Directors present may act only to adjourn it to such other time and place they decide or to call a General Meeting.

34. CHAIR AND VICE CHAIR

- 34.1 The Company must have a Chair and may have one or more Vice Chairs. The Chair and the Vice Chair(s) are to be elected by the Board.
- 34.2 The term of office and terms of appointment of the Chair and the Vice Chair(s) are to be set by the Board.
- 34.3 A Chair or a Vice Chair may resign from their position at any time (without necessarily resigning as a Director at the same time).
- 34.4 Where there is no Chair the first item of business of a Board Meeting must be to elect one.
- 34.5 The Chair is to chair all Board Meetings and General Meetings at which he/she is present unless he/she does not wish to.
- 34.6 If the Chair is not present within 10 minutes after the starting time of a Board Meeting one of the Vice Chairs who is present must chair that Board Meeting during the Chair's absence. If more than one Vice Chair is present and they cannot agree which of them is to chair the Board Meeting then this is to be determined by the Board. If there is an equality of votes then the issue is to be decided by lot.
- 34.7 If both the Chair and all the Vice Chairs are absent or do not wish to chair the Board Meeting then the Board must elect one of the Directors who is present to chair the Board Meeting during the Chair and the Vice Chair's absence.
- 34.8 The functions of the Chair are:-
- 34.8.1 to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 34.8.2 to give all Directors an opportunity to express their views;
 - 34.8.3 to establish a constructive working relationship with and provide support for the chief executive;
 - 34.8.4 where necessary (and in conjunction with the other Directors) to ensure that, where the post of any Senior Officer is or is due to become vacant, a replacement is found in a timely and orderly fashion;

34.8.5 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between Board Meetings;

34.8.6 to ensure that the Board monitors the use of delegated powers;

34.8.7 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of the chief executive: and

34.8.8 to represent the views of the Board to the general public and others.

34.9 The role of each of the Vice Chairs is to deputise for the Chair during any period of his/her absence. If there is more than one Vice Chair at any time the Board may determine which of them is to have precedence. For the period whilst the Chair is absent the functions of a Vice Chair are to be the same as those of the Chair.

35. DELEGATION

35.1 The Board may:

35.1.1 (if it considers it appropriate) establish Committees consisting of those persons the Board decide (subject to Article 35.2);

35.1.2 subject to Articles 30.1 and 30.2, delegate to a Committee any of its powers; and

35.1.3 revoke a delegation at any time.

35.2 Each Committee to which the Board delegates any of its powers must include at least two Directors.

35.3 The members of a Committee are to be appointed by the Board to hold office for whatever period the Board decides and may be removed or replaced by the Board at any time.

35.4 The Board must specify the financial limits within which any Committee may function.

35.5 Every Committee must:

35.5.1 report its proceedings and decisions to the Board as soon as possible;
and

35.5.2 appoint a secretary with responsibility for making the reports to the Board.

35.6 The Board may authorise a Committee to operate any bank account. The Board must decide upon the way in which that account must be operated.

35.7 There will be no quorum at a meeting of a Committee unless at least two Directors are present.

35.8 No resolution of a Committee can be passed unless a majority of the Directors present at the committee meeting vote in favour of the resolution as well as a majority of the Committee members.

35.9 Nothing in this Article prevents the day-to-day operation of the Company being undertaken by its employees or committees but decisions on policy must be taken by the Board or (when authorised by a delegation made under this Article) by a Committee.

36. HONORARY MEMBERS

36.1 The Board may allow individuals who are not Directors to attend Board Meetings as Honorary Members on whatever terms they decide.

36.2 Honorary Members may not vote, but may take part in discussions unless the Board decides otherwise.

36.3 The Board may exclude Honorary Members from any part of a Board Meeting where the Board considers the business is private.

36.4 The Board must exclude an Honorary Member from any Board Meeting at which a possible benefit to him/her is being considered.

37. DIRECTORS' WRITTEN RESOLUTIONS

- 37.1 A written resolution signed by a majority of Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 37.2 A written resolution signed by all members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 37.3 A resolution under Articles 37.1 or 37.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee members and will be treated as passed on the date of the last signature.

Part F. OFFICERS

38. CHIEF EXECUTIVE

- 38.1 The Company may have a Chief Executive. The Chief Executive is to be appointed by the Board. A Chief Executive need not be called by that title.
- 38.2 A Chief Executive must be given a written contract of service or contract for services, which includes a clear statement of the Chief Executive's duties to the Company. These duties must include advising the Board on legal compliance and financial viability. The Chief Executive's contract must be approved by the Board.

39. THE SECRETARY

- 39.1 A Secretary may be appointed by the Board for such a term as the Board decides.
- 39.2 A Secretary may be removed by the Board at any time.
- 39.3 No Director may occupy a salaried position of Secretary.
- 39.4 The duties of the Secretary include advising the Board on legal compliance and financial viability in conjunction with the Chief Executive.

40. INDEMNITIES FOR OFFICERS AND EMPLOYEES

40.1 No officer or employee is to be liable for losses suffered by the Company except those due to their own dishonesty or gross negligence.

40.2 Subject to the Act every Director, officer, auditor or employee is to be indemnified by the Company against any liability incurred in the discharge of his/her duties or in that capacity in defending any civil or criminal proceedings as long as:

40.2.1 judgement is given in his/her favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him); or

40.2.2 he/she is acquitted; or

40.2.3 relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Part G. STATUTORY AND MISCELLANEOUS

41. MINUTES

41.1 The Secretary must keep minutes of all General Meetings.

41.2 The Board must arrange for minutes to be kept of all Board Meetings. The names of the Directors present must be included in the minutes.

41.3 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting.

41.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.

41.5 The Board must keep minutes of all the appointments made by the Board.

42. ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

42.1 The Company must comply with Part 15 of the Act in:-

- 42.1.1 preparing and filing an annual Directors' report and annual accounts:
and
 - 42.1.2 making an annual return to the Registrar of Companies.
- 42.2 The accounts must:
 - 42.2.1 be sent to the Regulator in accordance with Section 168 of the Housing and Regeneration Act 2008.
- 42.3 The Company must comply with Part 16 of the Act and relating to the audit of accounts.
- 42.4 The annual Directors' report and accounts may contain:-
 - 42.4.1 revenue accounts and balance sheet for the last accounting period;
 - 42.4.2 the auditor's report on those accounts;
 - 42.4.3 the Board's report on the affairs of the Company;
 - 42.4.4 the Board's statement of the values and objectives of the Company;
 - 42.4.5 a statement of the obligations of the Directors to the Company; and
 - 42.4.6 the policy for membership of the Company.
- 42.5 Either in addition to the Directors' annual report, or within it, the Company may produce an annual report containing:-
 - 42.5.1 information about the housing stock;
 - 42.5.2 equal opportunities statistics;
 - 42.5.3 summary performance information that facilitates comparisons with other registered social landlords of a similar size;
 - 42.5.4 details of average rent levels and average increases in rent levels for different sizes of accommodation; and
 - 42.5.5 a statement of whether the Company complies with the Code of Governance produced by the National Housing Federation which has been adopted by the Board and, if not, its reasons for non-compliance.

42.6 The Directors must comply with their obligations as charity trustees under the Charities Act 2011 to prepare annual reports and annual returns and send them and a copy of the annual accounts to the Charity Commissioners.

42.7 The accounting records of the Company must always be open to inspection by a Director.

42.8 The Company must send a copy of the Company's most recent accounts to a member of the public who requests them and pays a reasonable fee (determined by the Board) within two months of the request.

43. BANK AND BUILDING SOCIETY ACCOUNTS

43.1 All bank and building society accounts must be operated by the Directors and must include the name of the Company.

43.2 Cheques and orders for the payment of money must be signed in accordance with the Board's instructions.

44. EXECUTION OF DOCUMENTS

44.1 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).

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

44.2.1 two non-Executive Directors;

44.2.2 one Executive Director and a witness;

44.2.3 one non-Executive Director and one Executive Director;

44.2.4 one non-Executive Director and the Secretary;

44.2.5 one non-Executive Director and a witness; or

44.2.6 in any other manner the Board authorises.

45. NOTICES

45.1 Notices under the Articles must be in writing except notices calling Board Meetings.

- 45.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 45.3 The Company may give a notice to a Company Member, Director or auditor either:
- 45.3.1 personally;
 - 45.3.2 by sending it by post in a prepaid envelope;
 - 45.3.3 by facsimile transmission;
 - 45.3.4 by leaving it at his/her address; or
 - 45.3.5 by electronic mail.
- 45.4 Notices under Article 45.3.2 to 45.3.5 may be sent:
- 45.4.1 to an address in the United Kingdom or an e-mail address which that person has given the Company;
 - 45.4.2 to the last known home or business address of the person to be served;
or
 - 45.4.3 to that person's address in the Company's register of Members.
- 45.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 45.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 45.7 Proof that an electronic mail transmission was made is the receipt of a delivery report or the non-receipt of a transmission notification of non-delivery or error provided the transmission is to the electronic communication address or number last notified by that person to the Secretary.
- 45.8 A notice may be served on the Company by delivering it or sending it to the Registered Office or by handing it to the Secretary.

45.9 The Board may make standing orders to define other acceptable methods of delivering notices by electronic mail or other means.

46. STANDING ORDERS

46.1 Subject to Article 46.4:

46.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Company; and

46.1.2 the Company in General Meeting may alter, add to or repeal the standing orders

46.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Company Members.

46.3 Standing orders are binding on all Company Members and Directors.

46.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles.

47. INTERPRETATION

47.1 In these Articles:

"the Act"	means the Companies Act 2006;
"AGM"	means an annual general meeting of the Company;
"Area of Benefit"	means the West Midlands;
"the Articles"	means these Articles of Association of the Company
"Associated"	means associated with the Council (or any other local authority) as defined in section 69 of the Local Government and Housing Act 1989;
"the Board"	means the board of Directors of the Company and (where appropriate)

	includes a Committee and the Directors acting by written resolution;
"Board Meeting"	means a meeting of the Board or (where appropriate of a Committee);
"Chair"	means (subject to the context) either the person elected as chair of the Company under Article 34.1 or, where the Chair of the Company is not present or has not taken the chair at a meeting, means the person who is chairing a Board Meeting or General Meeting at the time;
"clear days"	in relation to a period of notice means the 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;
"Committee"	means a Committee of the Board;
"the Company"	means the charitable company intended to be regulated by the Articles;
"Companies House"	means the office of the Registrar of Companies;
"Company Member"	means a member for the time being of the Company;
"the Council"	means Birmingham City Council of Council House, Victoria Square, Birmingham, BI 1BB;
"Co-opted Director"	means a Director who was co-opted by the Board under Article 23;
"Director"	means any director of the Company;
"Executive Director"	means a Senior Officer who was appointed as a Director under Article 25;

“General Meeting”	means a meeting of the Company Members;
"Honorary Members"	means those persons (other than Directors) present under Article 36 at a Board Meeting;
“including”	means "including without limitation" and "include" and "includes" are to be construed accordingly;
“Nominating Body”	means a body with the right to nominate a Director under Article 22;
“Nominated Director”	means a Director who was nominated by a Nominating Body under Article 22;
"the Objects"	means the objects of the Company set out in Article 3;
"Ordinary Director"	means a Director who was elected or appointed under Article 25;
“Registered Office”	means the registered office of the Company;
“registered provider of social housing”	means a private registered provider of social housing registered with the Regulator under the Housing and Regeneration Act 2008;
“Regulator”	means the Regulation Committee established by the Homes and Communities Agency pursuant to the Housing and Regeneration Act 2008 or any future body or authority (including any statutory successor) carrying on similar regulatory functions;
"Resident"	means a person who is a tenant, licensee or other occupier of residential property owned or managed by the

	Company or in which the Company has any interest;
"Secretary"	means the secretary of the Company including a joint, assistant or deputy secretary;
"Senior Officer"	means the chief executive and any other officer of the Company designated as such by the Board;
"Social Housing"	means low cost rental accommodation and low cost home ownership accommodation as defined in sections 68 to 77 of the Housing and Regeneration Act 2008;
"United Kingdom"	means Great Britain and Northern Ireland;
"Vice Chair"	means a person elected as a Vice Chair of the Company under Article 34;
"Young People"	means people aged between 16 and 25.

47.2 In the Articles:

- 47.2.1 terms defined in the Act are to have the same meaning;
- 47.2.2 references to the singular include the plural and vice versa, and to the masculine include the feminine and neuter and vice versa;
- 47.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 47.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 47.2.5 references to Articles are to those within the Articles; and
- 47.2.6 the index and headings are not to affect the interpretation of these Articles.

47.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 nor the Model Articles in the Companies (Model Articles) Regulations 2008 apply to the Company.