

Lewisham Homes Limited

Company No: 5887410

Incorporation date: 26 July 2006

The Companies Act 2006

**Company Limited by Guarantee
and not having a Share Capital**

Articles of Association

-of-

Lewisham Homes Limited

1. DEFINITIONS AND INTERPRETATION

1.1. In these Articles unless the context otherwise requires:

the Act	Means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force.
the 1989 Act	Shall mean the Local Government and Housing Act 1989 as amended or re-enacted from time to time
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.
Chair	Means the Chair of the Organisation appointed pursuant to Article 32.1 or in his absence any vice or deputy Chair appointed pursuant to Article 32.3.
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 London Borough of Lewisham pursuant to Article 14.
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 who is neither a Council Board Member nor a Resident Board Member and who is appointed pursuant to Article 15 (or 16 as the case may be).
Leaseholder	Means an individual who either: <ul style="list-style-type: none"> (i) holds a lease of a residential property belonging to the London Borough of Lewisham; or (ii) owns the freehold of a property on an estate belonging to the London Borough of Lewisham and pays service charges to the London Borough of Lewisham, <p style="margin-left: 40px;">and who occupies the property as their only or main home.</p>
Local Authority Person	Means any person: <ul style="list-style-type: none"> (i) who is a member of the London Borough of Lewisham; or (ii) who is an officer of the London Borough of Lewisham (which for these purposes shall not include employees with non-managerial posts apart from housing employees).
London Borough of Lewisham	Means the London Borough of Lewisham or any successor body thereto which shall be the sole member of the Organisation.
Office	Means the registered office of the Organisation.
Order	shall mean the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time.
Resident	Means a Leaseholder or Tenant.
Resident Board Member	Means a Board Member who is a Resident and who is appointed pursuant to Article 15 (or 16 as the case may be).
Tenant	Means an individual who holds a secure tenancy from and occupies a property belonging to the London

Borough of Lewisham or managed by Lewisham Homes

the United Kingdom Means Great Britain and Northern Ireland.

1.2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.

1.3. In these Articles words importing individuals shall, unless the context otherwise require, include corporations and words importing the singular number shall include the plural, and vice versa and words importing the masculine gender shall include the feminine gender.

2. GENERAL

2.1. Name

The name of the company is Lewisham Homes Limited (the **Organisation**).

2.2. Registered Office

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

2.3. Objects

The objects of the Organisation shall be to:

2.3.1. acquire assets and provide, construct, improve or manage accommodation including temporary accommodation and to do anything ancillary to this activity to further support the business of the Organisation;

2.3.2. provide, manage, maintain, improve, demolish or convert the housing stock owned or managed by the London Borough of Lewisham (the Council) or by the Organisation from time to time together with any other amenities or facilities for the benefit of residents of such housing stock either exclusively or together with persons who are not residents of such housing stock;

2.3.3. provide amenities and services of any description for residents of housing stock owned or managed by the Council or by the Organisation from time to time either exclusively or together with persons who are not residents of such housing stock;

2.3.4. provide advice and assistance to all tenants, leaseholders, and licensees, of the Council or the Organisation and applicants for housing and applicants for housing advice in respect of the Council's housing;

- 2.3.5. carry out any activity which contributes to regeneration or development including but not limited to:-
 - 2.3.5.1. securing that land and buildings are brought into effective use;
 - 2.3.5.2. contributing to or encouraging economic development;
 - 2.3.5.3. creating an attractive and safe environment;
 - 2.3.5.4. preventing crime or reducing the fear of crime;
 - 2.3.5.5. providing, constructing, managing, maintaining, demolishing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said area or for the purpose of benefiting people who live there;
 - 2.3.5.6. providing employment for local people;
 - 2.3.5.7. providing or improving training, educational facilities or health services for local people;
 - 2.3.5.8. assisting local people to make use of opportunities for education, training or employment;
 - 2.3.5.9. meeting the special needs of local people which arise because of disability or because of their sex or the racial group to which they belong.
- 2.3.6. provide, construct, improve or manage housing (for sale on shared equity or shared ownership or other similar basis) or to be kept available for letting or hostels;
- 2.3.7. provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation;
- 2.3.8. provide services of any description for the Council,
- 2.3.9. assess applicants for housing assistance;
- 2.3.10. assess applications by residents of housing stock owned or managed by the Council to exercise the right to buy under Part V of the Housing Act 1985;
- 2.3.11. enabling or assisting any residents of the housing stock owned or managed by either the Council or the Organisation to acquire, or to acquire and enter into occupation of, houses;
- 2.3.12. carry out any other business that may be carried out from time to time by a private company limited by guarantee that is also an Arms Length Management Organisation,

provided always that:

- its operations shall be carried out primarily within those areas in which the London Borough of Lewisham owns or manages housing stock; and
- from the date of adoption of the Articles, it obtains the London Borough of Lewisham's specific consent to carrying out any further business outside those areas prior to starting such further business.

2.4. **POWERS**

2.4.1. Subject to Article 2.6 the Organisation shall have power to do any thing that a natural or corporate person can lawfully do which is necessary or expedient in furtherance with its objects unless prohibited by these Articles.

2.5. Subject to Article 2.6 and without limiting the powers described in Article 2.4 the Organisation shall have power to:

2.5.1. promote Resident participation in housing and estate management and to encourage Resident and community empowerment;

2.5.2. contract with the London Borough of Lewisham or any other person or organisation in furtherance of its objects;

2.5.3. subject to the prior written consent of the London Borough of Lewisham on each occasion (and to such consents as may be required by law) borrow money, issue loan stock or raise money and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall see fit (including by way of floating charge) upon the whole or any part of the Organisation's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance by the Organisation of any obligation or liability it may undertake or which may become binding on it;

2.5.4. insure and arrange insurance cover for the Organisation from and against all such risks as the Board may think fit and to pay any premium in respect of such insurance;

2.5.5. insure and arrange insurance cover for and to indemnify its employees and voluntary workers and the London Borough of Lewisham from and against all such risks incurred in the proper performance of their duties as it shall consider appropriate and to pay any premium in relation to indemnity insurance in respect of liabilities of its Board Members or any of them which would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in respect of the Organisation PROVIDED THAT such insurance shall not extend to any liability in respect of an act or omission which such Board Member or Board Members knew or ought reasonably to have known was a breach of duty or trust or which was committed by such Board Member or Board Members

recklessly without due regard as to whether such act or omission might be a breach of duty or trust;

2.5.6. invest any monies of the Organisation not immediately required for the furtherance of its objects as it determines and as permitted by law;

2.5.7. subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators (if any) to purchase or otherwise acquire or to encourage or promote and in any way support or aid the establishment and development of any subsidiary, or any other body established for the purposes of carrying on any trade or business either for the purpose of raising funds for the Organisation or for the furtherance of the objects of the Organisation;

2.5.8. make donations, grants or loans or provide services or assistance to such persons and organisations and on such terms as the Board shall think fit to further the objects of the Organisation

2.5.9. PROVIDED THAT in case the Organisation shall take or hold any property which may be subject to any trusts, the Organisation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

2.6. The Organisation shall not do any act or thing which does or might cause the Council to be in breach of the CIPFA Prudential Code for Capital Finance in Local Authorities and any other statutory guidance which may be issued under section 15 of the Local Government Act 2003.

2.7. **Application of Income and Property**

The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, save as provided below, by way of dividend, bonus or otherwise howsoever by way of profit, to the London Borough of Lewisham PROVIDED THAT nothing herein shall prevent any payment in good faith by the Organisation:-

2.7.1. to Board Members or Committee Members of reasonable out-of-pocket expenses in accordance with a policy determined from time to time by the Board;

2.7.2. to Board Members or Committee Members for their service of reasonable and proper remuneration, fees, allowances or recompense for loss of earnings and such other sums (subject to Article 2.7.1 above) as may be determined by the Council Member, PROVIDED THAT no sum shall be paid to a Board Member or a Committee Member who is an elected member of the London Borough of Lewisham in excess of that permitted by any guidance issued from time to time by the Department for Communities and Local Government or such other of Her Majesty's

Government's Departments relating to the payment of Board Members of Arms Length Management Companies and PROVIDED FURTHER THAT no sum shall be paid to a Board Member who is an elected member of the London Borough of Lewisham in excess of that permitted by the Order;

- 2.7.3. of reasonable and proper remuneration (including pensions, contributory pension payments, payment of premiums to pension policies and terminal grants and gratuities) to any officer or employee of the Organisation in return for any services rendered to the Organisation;
- 2.7.4. of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member or Committee Member may be a member holding not more than 2% of the share capital of the company for services provided to the Organisation;
- 2.7.5. of reasonable and proper remuneration to the London Borough of Lewisham or employees thereof (not being Board Members) in return for any services rendered to the Organisation;
- 2.7.6. of reasonable and proper rent for premises demised or let by the London Borough of Lewisham;
- 2.7.7. of reasonable and proper interest on money lent by the London Borough of Lewisham

PROVIDED FURTHER THAT nothing shall prevent the Organisation from managing a property in accordance with its objects (including the full range of activities it may undertake) notwithstanding the fact that the tenant, lessee or licensee (or prospective tenant, lessee or licensee) of such property may be a Board Member SUBJECT TO the proviso that any Board Member who is a beneficiary of the Organisation shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he/she is lessee, tenant or licensee and shall absent himself/herself from such proceedings but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties managed by the Organisation.

2.8. **EQUALITY AND DIVERSITY**

The Organisation shall at all times apply the principles of equality of opportunity irrespective of age, gender, race, nationality, ethnic origin, religion, sexual orientation or disability.

2.9. **LIMITED LIABILITY**

The liability of the London Borough of Lewisham is limited.

2.10. **MEMBER GUARANTEE**

The London Borough of Lewisham undertakes to contribute to the assets of the Organisation, in the event of the same being wound up while they are a member of the Organisation, or within one year after they cease to be a member of the Organisation, for payment of the debts and liabilities of the Organisation contracted before they cease to be a member of the Organisation, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

2.11. **WINDING UP**

If, upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid or transferred to the Housing Revenue Account (as defined in the 1989 Act) of the London Borough of Lewisham.

ADMISSION OF MEMBERS

3. No person other than the London Borough of Lewisham shall be admitted to membership of the Organisation.
4. The London Borough of Lewisham shall nominate a person to act as its representative in the manner provided in Section 323 of the Act. Such representative shall have the right on behalf of the London Borough of Lewisham to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the London Borough of Lewisham. The London Borough of Lewisham 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. The London Borough of Lewisham shall notify the Secretary of the identity of that person.
5. The rights of the London Borough of Lewisham shall be personal and shall not be transferable.

GENERAL MEETINGS AND RESOLUTIONS

6. All general meetings other than annual general meetings shall be called general meetings.
7. The Board Members may call general meetings and, on the requisition of the London Borough of Lewisham pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the Act. If there are not within the United Kingdom sufficient Board Members to call a general meeting, any Board Member or the London Borough of Lewisham may call a general meeting.
8. **Annual General Meetings**

- 8.1. An Annual General Meeting and a General Meeting not called on the requisition of the London Borough of Lewisham 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 London Borough of Lewisham.
- 8.2. 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.
- 8.3. The notice shall be given to the London Borough of Lewisham 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 London Borough of Lewisham shall be a quorum.
11. If the London Borough of Lewisham makes a decision which is required to be taken in a general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Organisation in general meeting. Any decision taken by the London Borough of Lewisham pursuant to this Article 11 shall be recorded in writing and delivered by the London Borough of Lewisham to the Company for entry in the Company's records.
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.
13. **NUMBER OF BOARD MEMBERS**
- 13.1. This Article 13 does not apply to any co-opted Board Members appointed under Article 24.
 - 13.1.1. The number of Board Members shall be between five and twelve.
 - 13.1.2. Up to two Board Members shall be London Borough of Lewisham nominees (Council Board Members).
 - 13.1.3. Up to Five Board Members shall be Resident Board Members. The Board shall endeavour to ensure from time to time that one Resident Board Member is a leaseholder.
 - 13.1.4. Up to Five Board Members shall be Independent Board Members.
- 13.2. 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 as soon as practicable. The Board may act notwithstanding this Article for up to twelve

months, following which the Board Members' only power shall be to appoint enough Board Members to bring their number up to the minimum mandated in Article 13.1.1.

- 13.3. 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.

14. **APPOINTMENT AND REMOVAL OF COUNCIL BOARD MEMBERS BY LONDON BOROUGH OF LEWISHAM**

- 14.1. Subject to Article 17, the London Borough of Lewisham shall from time to time appoint up to two Nominees as Board Members and shall have the power to remove from office any such Board Member.

- 14.2. Appointment or removal pursuant to Article 14.1 shall be effected by an instrument in writing signed by the London Borough of Lewisham and shall take effect upon lodgement at the registered office of the Organisation or such date later than such lodgement as may be specified in the instrument.

- 14.3. Notwithstanding any other provisions in these Articles the London Borough of Lewisham shall have power at any time by notice in writing to the Secretary to appoint and remove any Board Member.

15. **APPOINTMENT TO THE BOARD**

- 15.1. Subject to Article 14, all Board members shall be appointed and may be removed by the Board in accordance with a policy adopted by the Board from time to time.

- 15.2. All Board members shall be appointed for a fixed term not exceeding 3 years expiring on the anniversary of their appointment. Any existing Board member shall be deemed to have been appointed for the purpose of this Article on the date of their initial appointment to the Board. The maximum number of terms to be served by any Board member shall be 3. A Board member's letter of appointment may specify a shorter term. At the end of each term the Board member shall retire from office, but may seek re-appointment subject to other provisions contained in these Articles.

- 15.3. Any retiring Board member having completed 9 years of continuous service on the Board shall not be eligible for re-appointment until two years have elapsed since the Board member's retirement and the Board resolves to re-appoint the Board member.

- 15.4. The Board shall from time to time consider and agree a process for the recruitment and selection of Board members to the Board.

CASUAL VACANCIES

16. Subject to Articles 13 to 15, the Board may appoint a person who is willing to act to be a Board Member to fill a vacancy. The process of appointment for the casual vacancies shall be decided by the Board from time to time and an appointment made under casual vacancies shall be limited to 6 months.

17. The Board may only fill vacancies occurring among London Borough of Lewisham Nominees where the London Borough of Lewisham has failed within three months of a written request by the Organisation to make the appropriate appointments pursuant to Article 14.

18. **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

18.1. A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:-

18.1.1. ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director; or

18.1.2. becomes bankrupt or makes any arrangement or composition with his creditors generally; or

18.1.3. is the subject of a written opinion given to the Organisation by a registered medical practitioner who is treating that person stating that that person has become physically or mentally incapable of acting as a board member and may remain so for more than three months and the Board resolve that his/her office be vacated as a result; or

18.1.4. resigns his office by notice to the Organisation; or

18.1.5. 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

18.1.6. shall for more than six consecutive months 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

18.1.7. in any period of 12 months, he/she shall failed to attend 85% of relevant meetings in contravention of the policy as agreed by Board and the Board resolve that the office be vacated; or

18.1.8. in the case of a Resident Board Member he/she ceases to be a Tenant or Leaseholder of the London Borough of Lewisham PROVIDED THAT this Article 18.1.8 shall not apply in respect of a Resident Board Member temporarily ceasing to be a Tenant or Leaseholder as a result of the demolition of or works carried out to that Resident Board Member's home; or

- 18.1.9. is a Resident and is (in the reasonable opinion of a majority of Board Members) in serious breach of their obligations as a Tenant or Leaseholder for example because the Council has obtained a possession order against him or her; or
- 18.1.10. is a Council Board Member and is or becomes a Tenant or Leaseholder leading to a breach of the limit in Article 13.1.
- 18.1.11. is a Resident Board Member and is or becomes a Local Authority Person leading to a breach of the limit in Article 13.1; or
- 18.1.12. is an Independent Board Member and is or becomes a Tenant, Leaseholder or a Local Authority Person; or
- 18.1.13. is removed by resolution of the London Borough of Lewisham pursuant to Article 14.
- 19. A Board Member who is being investigated for serious misconduct may be suspended by the Chair (or in the event that the Chair is being investigated, following a majority decision of the Board) for such period as the Chair (or the Board as the case may be) may determine. The suspension shall be on such terms and conditions as the Chair (or the Board as the case may be) shall think fit and may include restriction of access to board meetings and board reports.

POWERS OF THE BOARD

- 20. Subject to the provisions of the Act, directions of the London Borough of Lewisham in general meeting or by written resolution 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 Articles or directions of the London Borough of Lewisham shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or those directions had not been given. 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.
- 21. 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

- 22. Subject to Articles 2.5.3 and 2.6 the Board may exercise the powers of the Organisation to borrow money 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

23. The Board may delegate any of their powers to any committee consisting of two or more Board Members together with such other persons as the Board sees fit (with each such person having voting rights in relation to the committee's business but so that Board Members shall constitute a majority). They may also delegate to the Chair/or any vice or deputy Chair or to any executive officer such of their powers as they consider desirable to be exercised by him/her. 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.

CO-OPTION

24. Subject to a maximum of 5, the Board may co-opt any person with suitable skills, in a non-voting capacity onto the Board. The Board may place any limitation on or revoke the co-option at any time. The same principle shall apply to the co-option of additional individuals to a committee and shall be subject to any additional criteria as laid down in the committee's terms of reference.

ALTERNATE BOARD MEMBERS

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

BOARD MEMBERS' EXPENSES

26. 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 and such other sums as may be determined by the Board PROVIDED THAT no sums shall be paid to a Board Member in excess of that which would be permitted to be paid to a board member pursuant to any guidance issued from time to time by the Department for Communities and Local Government or such other of Her Majesty's Government's Departments relating to the payment of Board Members of Arms Length Management Companies and PROVIDED FURTHER THAT no sum shall be paid to a Board Member who is an elected member of the London Borough of Lewisham in excess of that permitted by the Order.

BOARD MEMBERS' APPOINTMENTS AND INTERESTS

27. A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of the Organisation unless it is permitted by these Articles and is not prohibited by Article 2.6.
28. Each Board Member shall ensure that the Secretary has at all times an up to date list of all bodies trading in which he or she has an interest as:
- 28.1. a director or senior employee,
- 28.2. a member of a firm,
- 28.3. the owner or controller of more than 2% of the issued share capital in a company,
- 28.4. all interests as an official or elected member of any statutory body;
- 28.5. all interests as the occupier of any property owned or managed by the Organisation;
- 28.6. any other significant or material interest.

29. PROCEEDINGS OF BOARD MEETINGS

- 29.1. 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 by any medium that allows those attending to hear and comment on the proceedings and identify one another. Any person attending a meeting in this way shall be deemed to be present at the meeting.
- 29.2. The quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be six comprising no fewer than one Resident Board Member, one Independent Board Member and one Council Board Member or duly authorised representative of the Council (and such a duly authorised representative shall attend as an observer and may take part in discussions but shall not have a vote), PROVIDED THAT if the number of Board Members in one or more category of Board Member falls below two then the quorum requirement shall be reduced to one or none (as remain in office) in respect of such category or categories.
- 29.3. One third of the total number of Board Members (or such whole number of Board Members nearest to one third) may call a meeting of the Board. It

shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.

29.4. 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.

29.5. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 29.2 the Board Members present shall constitute a quorum.

30. Resolutions of the Board 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 Chair shall have a second or casting vote.

31. **AUTHORISATION OF BOARD MEMBERS' INTERESTS**

31.1. Any Board Member having an interest in any arrangement between the Organisation and another person or body shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board. Unless the interest is of the type specified in Articles 31.2 or 31.3 the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by 31.2 or 31.3 the Board Member concerned may not vote on the matter in question, but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.

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

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

31.2.2. 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

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

31.3. A Board Member shall not be treated as having an interest:

31.3.1. of which the Board Member has no knowledge and of which it is unreasonable to expect him/her to have knowledge;

- 31.3.2. in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 26.
- 31.4. If an actual or potential conflict of interest arises for a Board Member other than in relation to a transaction or arrangement with the Organisation and the conflict is not authorised by virtue of any other provisions of the Articles, the unconflicted Board Members may authorise such a conflict of interests provided that
 - 31.4.1. any conflicted Board Member does not count in the quorum for such authorisation and
 - 31.4.2. the unconflicted Board Members consider it is in the interests of the Organisation to authorise the conflict of interest in the circumstances applying.
- 31 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his/her ruling in relation to any Board Member other than himself/herself shall be final and conclusive. If a question arises at a meeting of the Board or a committee of the Board as to the right of the chair of the meeting to vote, the rest of the Board shall rule on this question and their majority decision shall be final and conclusive.

32. **APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE BOARD**

- 32.1. The chair shall be such person appointed by the Board members as such remuneration upon such conditions and pursuant to such selection procedure as the board may think fit and with the prior written consent of the Council.
- 32.2. Subject to the provisions of Article 32.1 the chair shall serve a term of 3 years; the term may be extended at the discretion of the board for up to a further 1 term. No person shall serve as chair for more than 6 years.
- 32.3. Unless he/she is unwilling to do so, the Board Member so appointed shall preside at every meeting of the Board at which he/she 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 Chair of the meeting.
- 32.4. The Board may appoint a vice or deputy Chair to act in the absence of the Chair on such terms as the Board shall think fit.
- 33. 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

34. A resolution in writing signed or otherwise confirmed (which may include by electronic means) by:
 - 34.1. 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
 - 34.2. the Chair of the Board or of the relevant committee; and
 - 34.3. which satisfies the quorum requirements of Article 29 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 or confirmed by one or more Board Members.

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 records kept for the purpose:-
 - 36.1. of all appointments of officers made by the Board Members; and
 - 36.2. of all proceedings at meetings of the Organisation and of the Board, and of committees of the Board and of the London Borough of Lewisham 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:-

- 37.1. the keeping and auditing of accounting records;
- 37.2. the provision of accounts and annual reports of the directors; and
- 37.3. making an annual return.

38. **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.
- 38.2. 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 may be sent by hand, by post or suitable electronic means except that a notice calling a meeting of the Board or of a committee of the Board may be called in any other way which gives Board Members' notice of the meeting.
- 40. Notice given by post to the London Borough of Lewisham either personally or by sending it by post in a prepaid envelope addressed to the London Borough of Lewisham at their registered address or by leaving it at that address.
- 41. The London Borough of Lewisham 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. Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 42.1. immediately upon receipt if sent by electronic means or delivered by hand to the relevant address
 - 42.2. two clear days after being sent by first class post to that address
 - 42.3. three clear days after being sent by second class or overseas post to that address
 - 42.4. on being handed to the London Borough of Lewisham's duly authorised representative personally or in any of the cases above if earlier as soon as

the London Borough of Lewisham's duly authorised representative acknowledges actual receipt.

43. **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/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him/her and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of his/her office or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 232 of the Act.

43.2. 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 232 of the Act.

OTHER GOVERNING REGULATIONS

44. In addition to the rules herein, the Board shall be governed by and shall comply with all relevant rules applicable to the Company and/or the Companies activities, whether such rules emanate from relevant legislation, regulations, policies or otherwise and as such rules apply from time to time.