

Homes for Life Housing Partnership

Articles of Association (As revised by members at a Special General Meeting on 20 September 2022)

Company registration: SC188299

Charities registration: SC028542

Registered Social Landlord registration: 311

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Interpretation

1. In these regulations—
 - 1.1. “the Act” means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;
 - 1.2. “the Articles” means these Articles of Association the Company;
 - 1.3. “the Board of Directors” means the board of management (or such other term that is used by the Company to denote the governing body of the Company);
 - 1.4. “the Charities Act” means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;
 - 1.5. “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;
 - 1.6. “communication” has the same meaning as in the Electronic Communications Act 2000;
 - 1.7. “Company” means Homes for Life Housing Partnership Limited or any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary;
 - 1.8. “The Scottish Housing Regulator” means the body corporate established under section 1 of the Housing (Scotland) Act 2010 known as The Scottish Housing Regulator, having its principal office at Buchanan House, 58 Port Dundas Road, Glasgow G4 0HF
 - 1.9. “electronic communication” has the same meaning as in the Electronic Communications Act 2000;
 - 1.10. “executed” includes any mode of execution;
 - 1.11. “Member” means any member whether a tenant or not;
 - 1.12. “office” means the registered office of the Company;
 - 1.13. “Office of the Scottish Charity Regulator” means the body set up under the Charities and Trustee Investment (Scotland) Act 2005 to regulate charities in Scotland;
 - 1.14. “Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
 - 1.15. “Taxes Acts” means Part 11 of the Corporation Tax Act 2010 as read with Schedule 6 of the Finance Act 2010 and any statute or statutory provision which amends, extends, consolidates or replaces the same.
 - 1.16. “the United Kingdom” means Great Britain and Northern Ireland.
2. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act, but excludes any statutory changes which were not in force when these Articles become binding on the Company.
3. Words imparting the masculine gender shall be taken to include the feminine gender; and words imparting the singular number shall include the plural number and *vice versa*.

Membership

Who may become members

4. The rules governing membership are outlined in the Company's Membership Policy.
5. Any person may apply to become a member of the Company. Organisations may also apply to become members; there are special rules governing how they are represented (see articles 14 to 17).
6. Before becoming a member, your application must be approved by the Board of Directors.
7. To become a member, you should write to the Company's Registered Office requesting an application form. Your application shall be considered by the Board of Directors as soon as reasonably practicable after its receipt by the Company. If your application is approved by the Board of Directors, you immediately become a member and your name will be entered into the Register of Members within five working days. The Board of Directors has the power in its absolute discretion to accept or reject the application.
8. If you change your address, you must let the Company know by writing to the Secretary at the registered office within three months. This requirement does not apply if you are a tenant of the Company and have moved home by transferring your tenancy to another property owned and managed by the Company.

Ending your membership

9. Your membership of the Company will end and the Board of Directors will cancel your membership and record the ending of your membership in the Register of Members if:-
 - 9.1. You resign your membership giving seven days' notice in writing to the Secretary at the registered office; or
 - 9.2. The Board of Directors reasonably believes that you have failed to tell the Company of a change of address as required by Article 8; or
 - 9.3. For five annual general meetings in a row you have not attended, submitted apologies, exercised a postal vote or appointed a representative to attend and vote on your behalf by proxy; or
 - 9.4. The Company receives a complaint about your behaviour and two-thirds of the Members voting at a special general meeting agree to end your membership. The following conditions apply to this procedure:
 - 9.4.1. The complaint must be submitted to the Secretary in writing and must relate to behaviour which could harm the interests of the Company;
 - 9.4.2. The secretary will notify you of the complaint in writing not less than one calendar month before the meeting takes place;
 - 9.4.3. The notice for the meeting will give details of the business which the meeting is being called;
 - 9.4.4. You will be called to respond to the complaint in the meeting. The Members present will consider the evidence supporting the complaint and any evidence you decide to introduce;
 - 9.4.5. The Members can vote in person or through a representative by proxy;
 - 9.4.6. If you receive proper notice but do not attend the meeting without providing good reason, the meeting will go ahead and the members will be entitled to vote to end your membership.
10. If your membership is ended in accordance with Article 9.4, you will immediately cease to be a Member from the date that the resolution to end your membership was passed and any further application for membership by you will need to be approved by two-thirds of the Members voting at a general meeting.

Limitations on becoming a member

11. No new applications for membership will be approved in the 14 days preceding a general meeting.
12. The Board of Directors may reject your application if you meet any of the conditions contained in article 9. Your application may also be rejected if any complaints have previously been received in respect of the behaviour of the applicant which is likely to harm the interests or reputation of the Company.
13. Other circumstances under which the Board of Directors may reject an application are detailed in the Company's Membership Policy.

Organisations as members

14. Organisations may become ordinary members and are entitled to all the same right as any other member. Each organisation having a membership is entitled to be represented by one individual, the Representative, holding voting rights attached to that membership.

15. The Representative shall be entitled to exercise the same powers on behalf of the organisation as if the organisation was an individual member of the Company. Article 9 applies to organisations, and their Representative as if they were a member.
16. The identity of the Representative shall be notified to the Secretary of the Company by the chief executive officer, or equivalent office holder, of the member organisation and shall become effective 14 days following receipt of such notification.
17. An organisation's Representative cannot also be a member as an individual. If a member becomes a Representative of an organisation, then the individual's membership shall be suspended until such times as the individual is no longer acting as a Representative.

General meetings

18. Notwithstanding any other provisions of the Articles (which shall be subject to the terms of this Article), a Member cannot insist on attending a general meeting of the Members, or voting at the meeting, by any particular means. Further the following provisions shall apply to the conduct of general meeting when so determined by the Board: -
 - 18.1. A general meeting need not be in any particular place and the meeting may be held within any number of those participating in the meeting being together at the same place.
 - 18.2. A general meeting may be held by any means which permits the Members attending to hear and comment on the proceedings during the meeting. Members attending the meeting by such means shall be present at the meeting for the purposes of Article 29.
 - 18.3. A Member is able to exercise the right to vote at a meeting (including if a poll is required) by such means as is determined by the Chair and which permits the Member's vote to be taken into account in determining whether or not a resolution is passed

Annual General Meeting

19. The Company will hold a general meeting known as the annual general meeting within six months of the end of each financial year of the Company. The functions of the annual general meeting are to:
 - 19.1. present the Chair's report on the Company's activities for the previous year;
 - 19.2. present the accounts, balance sheet and auditor's report;
 - 19.3. elect Board Members.
 - 19.4. appoint the auditor for the following year; and
 - 19.5. consider any other general business included in the notice calling the meeting.
20. If, at the annual general meeting the number of members standing for election is less than or equal to the number of vacant places for Elected Board Members, the Chair will declare them elected without a vote. If there are more members standing for election than there are vacant places for Elected Board Members, those present at the general meeting will elect members onto the Board of Directors. Each member present or who has appointed a representative will have one vote for each place to be filled by election on the Board of Directors. A Member must not give more than one vote to any one candidate.

Calling a general meeting

21. The Board of Directors may call general meetings and, at the request of members pursuant to the provisions of the Act, shall promptly take steps to convene a general meeting in accordance with the provisions of the Act.
22. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.
23. All general meetings of members other than the Annual General Meeting shall be known as Special General Meetings.

Notice of general meetings

24. The Secretary of the Company shall issue a notice convening a general meeting at least 14 clear days in advance of the date of the meeting. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all members listed in the register of members on the date of issue of the notice and also to the Board of Directors and auditors.
25. Subject to the Act, the notice shall be issued in writing and may be posted, faxed or emailed to the address, fax number or email address listed in the Register of Members and in accordance with members' preference for receiving notices. If no preference is listed then the notice will be posted.

26. Subject to Section 313 of the Companies Act 2006, the accidental omission to give notice of a meeting to any member entitled to receive the notice, or if a member does not receive the notice of the meeting, shall not be sufficient to stop the meeting and shall not be valid grounds for declaring any business transacted at such meeting invalid.

Proceedings at general meetings

27. It is up to the Board of Directors to decide when and where to hold its general meetings, but it must meet at least six times a year. There must be at least four Board Members present for the meeting, with a majority of the Board Members present being Elected Board Members, for the meeting to take place.
28. A general meeting shall consider only business which has been notified and included on the notice of meeting. Members may request business to be included on the notice of meeting by writing to the Company at least 28 clear days in advance of the proposed meeting date.
29. No business shall be transacted at any meeting unless a quorum is present. A quorum exists only where whichever the greater of seven members or, where the number of members of the Company is greater than seventy (70), ten (10) percent of the membership are present or represented at the meeting.
30. If a quorum is not present within half an hour from the time for which the meeting was scheduled, or if during a meeting such a quorum ceases to be present, the meeting shall be adjourned to reconvene the same day in the next week at the same time and place or to such time and place as the Board of Directors may decide.
31. The Chair of the Board of Directors, or in his/her absence the Vice-Chair, shall preside as Chair of the meeting. If neither the Chair nor Vice-Chair are present within fifteen minutes of the time for which the meeting was scheduled, or are not willing to preside, the directors present shall elect one of their number to be Chair and, if there is only one director present and willing to act, he/she shall chair the meeting.
32. If no director is willing to act as Chair, or if no director is present within fifteen minutes after the time for which the meeting was scheduled, the members present, and entitled to vote, shall choose one of their number to chair the meeting.
33. The Chair of the meeting may, with the agreement of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
34. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Voting at general meetings

35. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of the result of, the show of hands.
36. Subject to the provisions of the Act, a poll may be demanded:
- a) by the Chair; or
 - b) by at least two members who have the right to vote at the meeting; or
 - c) by one or more members who have the right to vote at the meeting and who together represent at least one-tenth of the total voting rights of all the members in attendance at the meeting who have the right to vote;
- and any demand for a poll by a person acting as proxy for a member shall be the same as if demanded by the member.
37. Except where a poll is demanded, an entry in the minutes of the meeting recording a declaration by the Chair that a resolution has been carried unanimously, by a particular majority, not carried by a particular majority, or rejected unanimously, will be regarded as conclusive evidence of the result of the vote without there being conclusive proof of the numbers or proportion of the votes recorded in favour of or against the resolution.
38. The demand for a poll may be withdrawn, but only before the poll is taken, and only then with the consent of the Chair. A demand withdrawn in this way shall not invalidate the result of a show of hands declared before the demand for a poll was made.
39. A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
40. A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded

on any other question shall be taken either during the meeting or at such time and place as the Chair directs, but not more than thirty days after the poll is demanded. The demand for a poll shall not prevent a meeting continuing to deal with the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 41. If the time and place of a poll are announced at the meeting at which it is demanded then no further notice needs to be given. In any other case at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

- 42. On a show of hands every member entitled to vote and present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. Where the same number of votes are cast for and against a motion, the Chair shall have a second or casting vote.
- 43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

Voting by proxy

- 44. The appointment of a proxy (someone asked to vote on behalf of a member) shall be executed on behalf of the appointor (the member who is asking someone to vote for them) and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Board of Directors may approve):

"Homes for Life Housing Partnership Limited

I, [member's name] of [member's address] being a member of the above-named Company, hereby appoint [proxy name] of [proxy address], or failing him/her, [alternate proxy] of [alternate proxy address], as my/our proxy to vote in my name and on my behalf at the general meeting of the Company to be held on 20....., and at any adjournment thereof.

Signed this day of 20....."

- 45. Where the Company wishes to give members an opportunity of instructing the proxy how he/she shall act, the appointment of a proxy shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Board of Directors may approve):

"Homes for Life Housing Partnership Limited

I, [member's name] of [member's address] being a member of the above-named Company, hereby appoint [proxy name] of [proxy address], or failing him/her, [alternate proxy] of [alternate proxy address], as my/our proxy to vote in my name and on my behalf at the general meeting of the Company to be held on 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows: Resolution No. 1 *for

*against *abstain

Resolution No. 2 *for *against. *abstain

*Strike out whichever is not desired.

Signed this day of 20....."

- 46. The appointment of a proxy and any authority under which it is executed, or a copy of such authority certified notorially or in some other way approved by the Board of Directors, may:
 - a) in the case of a written proxy, be deposited at the Registered Office of the Company or as is specified in the notice convening the meeting or in any proxy notices sent out by the Company in relation to the meeting. Any proxy must be received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b) in the case of a proxy appointment contained in a fax or email, where a fax number or email address has been specified by the Company for the purpose of receiving faxes or email:

- i. in the notice convening the meeting; or
- ii. in any instrument of proxy sent out by the Company in relation to the meeting; or
- iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting;

the proxy notice must be received by the Company at the fax number or email address specified not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

47. A vote given or poll demanded by proxy, or by the duly authorised Representative of an organisation, shall be valid unless a notice determining the authority of that proxy or representative has been received by the Company:
- 47.1. at the Registered Office or at such other place at which the instrument of proxy was duly deposited; or
 - 47.2. where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded; or
 - 47.3. (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) by the time appointed for taking the poll.
48. If there is doubt about whether a Member's proxy has authority to vote, the Chair will decide and his/her decision will be final.
49. The maximum number of proxy votes that may be cast by any one person is 5.

Borrowing Powers

50. The Company can borrow money for as long as the Company's total borrowing at any time is not more than £100 million.
51. In respect of any proposed borrowing for the purposes of article 50, the amount remaining undischarged of any index-linked loan previously borrowed by the Company or any deep discounted security shall be deemed to be the amount needed to repay such borrowing in full if the pre-existing borrowing became repayable in full at the time of the proposed borrowing.
52. For the purposes of article 50 in respect of any proposed borrowing intended to be index-linked or on any deep discounted security the amount of borrowings shall be deemed to be the proceeds of such proposed borrowings that would be receivable by the Company at the time of the proposed borrowing.
53. The Company will not pay more than the rate of interest which the Board of Directors considers to be the then market rate of interest on any money borrowed, having regard to the terms of the loan on any money borrowed.
54. The Company can lend money to an organisation including, without limitation, any Subsidiary; any joint venture established by the Company or by any Subsidiary, with another entity or entities at a market rate of interest as determined by the Board of Directors having regard to the terms of the loan. Where the Company is using a loan facility to on lend it must comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.
55. The Company may borrow money from such lawful sources as is permitted by its treasury management policy subject always to the requirement that the Company will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.
56. Subject to the foregoing provisions, the Board of Directors can determine and change conditions under which the Company can borrow or lend money.
57. The Company shall not lend money to Members.

Powers of Directors

58. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Directors who may exercise all the powers of the Company.
59. No alteration of the Memorandum or Articles and no direction shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made or that direction had not been given.
60. The powers given by Articles 58 and 59 shall not be limited by any special power given to the Board of Directors by these Articles.
61. A meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the directors.
62. The Board of Directors may, by power of attorney or otherwise, appoint any person to be an agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of Board of Directors' powers

63. The Board of Directors may delegate any of their powers to any sub-Committee of the Board of Directors consisting of three or more directors. The proceedings of such sub- Committees shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
64. The Board of Directors may also delegate to staff or to Office Bearers such of their powers as they consider desirable to be exercised by him/her. Any such delegation shall be subject to any conditions the Board of Directors may impose, either collaterally with or to the exclusion of their own powers, and may be revoked or altered at any time by the Board of Directors.

The Scottish Housing Regulator

65. The Scottish Housing Regulator may from time to time exercise their statutory powers, effectively over-riding the provisions for the appointment or resignation of directors contained in these Articles. These powers, among other things, allow The Scottish Housing Regulator to appoint additional directors on such terms as they, acting reasonably and with regard to these Articles, may specify. The Scottish Housing Regulator's powers also permit them to require one or more directors to resign on such terms as they, acting reasonably and with regard to these Articles, may specify.

Appointment of directors

66. No person may stand for election as a director without first becoming a member.
67. No person shall be appointed or reappointed a director at any general meeting unless:
 - a) he/she is recommended by the Board of Directors; or
 - b) a member qualified to vote at the meeting delivers a notice to the Registered Office of the Company, not less than fourteen (14) nor more than thirty-five (35) clear days before the date appointed for the meeting, indicating the intention to propose another member for appointment or reappointment. Members may not propose themselves. The notice must contain details of the proposed member including those required to be included in the Company's register of directors. The notice must also be accompanied by confirmation that the person being proposed is willing to be appointed or reappointed as a director.
68. Not less than seven (7) nor more than twenty-eight (28) clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of:
 - 68.1. any person who is recommended by the Board of Directors for appointment or reappointment as a director at the meeting; or
 - 68.2. any person of whom notice has been duly given to the Company of the intention to propose him/her at the meeting for appointment or reappointment as a director.

The notice shall give the details of that person which would, if he/she were so appointed or reappointed, be required to be included in the Company's register of directors.

69. If an Elected Board Member leaves the Board of Directors between annual general meetings, this creates a casual vacancy and the Board of Directors can appoint a member to fill a to take their place on the Board of Directors until the next annual general meeting.
70. The Board of Directors can co-opt to the Board of Directors or to sub-committee anyone it considers to become a Board Member in the Elected Board Member category or member of a sub-committee. Co-optees do not need to be Member, but they can only serve as co-optees on the Board of Directors or sub-committee until the next annual

general meeting or until removed by the Board of Directors. A person co-opted to the Board of Directors can also serve on any sub-committees.

71. Board Members co-opted in this way must not make up more than one-third of the total number of Elected Board Members or the total number of sub-committee members at any one time. The presence of co-optees at Board of Directors' meetings will not be counted when establishing whether the minimum number of Board Members are present to allow the meeting to take place and the presence of co-optees will not count towards the quorum for sub-committee meetings.
72. Directors are appointed for a term of three years. There shall be no limit to the number of terms a director may serve.
73. Each year one third of the Elected Board Members or the nearest whole number thereof, must retire and may stand for re-election in general meeting. Anybody appointed as a co-optee or to fill a casual vacancy and who retires for that reason, shall not count towards the one third provision. Otherwise, those directors who have served longest on the Board of Directors since the date of their election or last re-election shall retire. In the event that two or more Elected Board Members have served the same length of time, and cannot agree who should retire, they must draw lots.
74. Notwithstanding any vacancies on the Board of Directors or that as a result a quorum cannot be formed in terms of article 98, the remaining directors may continue to act but if at any time the number of directors falls below seven the Board of Directors may act by a majority of its remaining directors for a maximum period of two months. If at the end of that period the Board of Directors has not filled such vacancies the only power the Board of Directors may thereafter exercise shall be that of filling such vacancies as may be required to bring the number of directors up to seven.

Disqualification and removal of directors

75. The office of a director shall be vacated if:
 - a) he/she is an undischarged bankrupt, has granted a trust deed which has not been discharged or is in a current Debt Payment Plan under the Debt Arrangement Scheme; or
 - b) he/she has been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005; or
 - c) he/she is a party to any legal proceedings in any Court of Law by or against the Company; or
 - d) he/she is or will be unable to attend the Board of Directors Meetings for a period of 12 months; or
 - e) he/she resigns his/her office by notice to the Company; or
 - f) the majority of those remaining Board Members present and voting at a special meeting of the Board of Directors convened for the purpose decide to remove him/her as a Board Member. The resolution to remove him/her as a Board Member must relate to one of the following issues:
 - i. failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or The Scottish Housing Regulator adopted and operated by the Company;
 - ii. failure to sign or failure to comply with the Company's Code of Conduct for Board Members; or
 - iii. a breach of the Company's Articles, standing orders or other policy requirements.
 - g) he/she has missed four Board of Directors meetings in a row without special leave of absence previously being granted by the Board of Directors either at his/her request or by exercise of the Board of Directors discretion; or
 - h) he/she ceases to be a member of the Company unless he/she is a co-optee or an appointee of The Scottish Housing Regulator; or
 - i) he/she is an Appointed Board Member whose specified term of office has expired, or whose appointment has been revoked by resolution of the Board of Directors or who has continuous service on the Board of Directors of nine years or more and the Board of Directors is not satisfied of the individual's continued effectiveness as a Board Member and in these circumstances the Board of Directors has resolved that he/she shall cease to be a Board Member.

Interests

76. The Board of Directors shall set and periodically review its policy on payments and benefits. If a person is a Member, employee of the Company or serves on the Board of Directors or any sub-committee he/she must not receive any payment or benefit unless it is permitted by the policy. In making any payment or conferring any benefit the Company shall act at all times with transparency, honesty and propriety.
77. If a person serves on the Board of Directors or any sub-committee he/she must declare any personal or other external interests on an annual basis in accordance with the Company's Code of Conduct for Board Members. If while serving on the Board of Directors that person has any conflict of interest in any contract or other matter about to be discussed at a meeting, he/she must tell the Board of Directors. He/she will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being

held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted.

78. If a person serves on the Board of Directors or any sub-committee he/she must not receive any payment or benefit unless it is permitted by the Charities and Trustee Investment (Scotland) Act 2005 and as set out in the Company's policy referred to in Rule 76. He/she shall also comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 in respect of any conflict of interest that might arise.

Directors' remuneration

79. No director shall be entitled to remuneration by the Company.

The Board of Directors

Composition of the Board of Directors

80. The Company shall have a Board of Directors which shall have a minimum of seven and a maximum (including Co-opted Board Members) of twelve persons comprising not more than ten persons nominated and elected in accordance with Article 66 and 67 ("Elected Board Members") and no more than two person who shall be appointed for a specified term of office as Board Members by the Board of Directors subject to such persons being willing and eligible to be so appointed ("Appointed Board Members"). Appointed Board Members shall not retire in accordance with Article 73 but shall continue in office (subject to Article 75) until the specified term of office expires or such appointment is revoked by resolution of the Board of Directors. A majority of the Board of Directors must at all times be Elected Board Members. Appointed Board Members can be appointed by the Board of Directors at any time and shall not be co-optees for the purposes of these Articles. The Company shall keep up to date a register of the names of the Board Members which shall be made available to any person at no cost. The names of the Board Members will also be published by the Company on its website, and in its annual reports and other similar documentation
81. A person must be aged 18 or over and a Member to become a Board Member (including any person appointed to fill a casual vacancy) other than a person appointed as a co-opted Board Member or appointed by The Scottish Housing Regulator who must be aged 18 or over but need not be a Member.
82. An employee of the Company or a Close Relative of an employee, may not be a Board Member.
83. No Board Member may act as such until they have agreed to and signed the Company's code of conduct for Board Members.
84. The Board of Directors shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by the Board Members by way of annual performance reviews. The Board of Directors must be assured that both any Elected Board Member seeking re-election to the Board of Directors, or Appointed Board Member seeking to continue as a Board Member who has continuous service on the Board of Directors of nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Board Member before he/she may stand for re-election or continue as an Appointed Board Member.
85. Each of the Board Members shall, in exercising his/her role as a Board Member, act in the best interests of the Company, its tenants and service users and will not place any personal or other interests ahead of his/her primary duty to the Company; and, in particular, must:-
- 85.1. seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects.
- 85.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 85.3. in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:-
- 85.3.1. put the interests of the Company before that of the other party, in taking decisions as a Board Member;
- 85.3.2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Board Members with regard to the matter in question
- 85.4. ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
86. The Board of Directors can require that a Board Member who is being investigated for a potential breach of the Company's code of conduct for Board Members take leave of absence and not attend any meeting in his or her capacity as Board Member until the Board of Directors has completed its consideration of the potential breach. When on such leave of absence, the Board Member will not be entitled to receive minutes and/or documents in his or her

capacity as a Board Member relating to the business of the Company.

Powers of the Board of Directors

87. The Board of Directors is responsible for directing the affairs of the Company and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Company. The Board of Directors is not permitted to exercise any powers which are reserved to the Company in general meetings either by these Articles or by statute. The Board of Directors is responsible for the leadership, strategic direction and control of the Company with the aim of achieving good outcomes for its tenants and other service users in accordance with the Regulatory Standards and Regulatory Guidance issued by The Scottish Housing Regulator from time to time. The Board of Directors is responsible for ensuring that the Company can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.
88. The Board of Directors acts in the name of the Company in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Board of Directors have been restricted, unless they are already aware that such a restriction may exist.
89. Amongst its most important powers, the Board of Directors can: -
 - 97.1 buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses.
 - 97.2 agree the terms of engagement and remuneration of anyone employed in connection with the business of the Company and act as employer for anyone employed by the Company.
 - 97.3 grant heritable securities over land owned by the Company and floating charges over all or any part of property and assets both present and in future owned by the Company. This includes accepting responsibility for any related expenses.
 - 97.4 decide, monitor and vary the terms and conditions under which property owned by the Company is to be let, managed, used or disposed of.
 - 97.5 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Company's business.
 - 97.6 refund any necessary expenses as are wholly necessary incurred by Board Members and sub-committee members in connection with their duties.
 - 97.7 promise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Company.
 - 97.8 accept donations in support of the activities of the Company.

Board of Directors' meetings

Proceedings of Board of Directors

90. Board Members must be sent written notice of Board of Directors' meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. The accidental failure to give notice to a Board Member or the failure of the Board Member to receive such notice shall not invalidate the proceeding of the relevant meeting.
91. Meetings of the Board of Directors can take place in any manner which permits those attending to hear and comment on the proceedings.
92. All speakers must direct their words to the Chair. All Board Members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long.
93. If any point arises which is not covered in these Articles, the Chair will give his/her ruling which will be final.
94. All acts done in good faith as a result of a Board of Directors' meeting or sub-committee meeting will be valid even if it is discovered afterwards that a Board Member was not entitled to be on the Board of Directors.
95. A written resolution signed by not fewer than three quarters of the Board Members or three quarters of the members of a sub-committee will be as valid as if it had been passed at a Board of Directors' Meeting or sub-committee meeting duly called and constituted.
96. Subject to the provisions of the Articles, the Board of Directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
97. Questions arising at a meeting shall be decided by a majority of votes. Where the same number of votes are cast for

and against a motion, the Chair shall have a second or casting vote.

98. The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be four.
99. Where the number of directors, through vacancies or otherwise, is less than the number indicated at article 80 and or where the number is fewer than required for a quorum as indicated in article 98, the remaining directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
100. The Board of Directors may appoint one of their number to be the Chair of the Board of Directors and may at any time remove him/her from that office. Unless he/she is unwilling to do so, the director so appointed shall preside at every meeting of Board of Directors at which he/she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chair of the meeting.
101. All acts done by a meeting of the Board of Directors, a sub-Committee of directors or by a person acting as a director shall be as valid as if every such person had been duly appointed, was qualified, had continued to be a director and had been entitled to vote, even if:
 - notwithstanding that it is later discovered that there was a defect in the appointment of any director; or
 - that any of them were disqualified from holding office, had vacated office or were not entitled to vote.
102. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the Board of Directors, or of a sub-Committee of directors, shall be as valid and effective as if it had been passed at a meeting of the Board of Directors, or (as the case may be) a sub-Committee of directors, duly convened and held. The resolution need not be a single document; it may consist of several identical documents each signed by one or more directors.
103. Unless otherwise provided by the Articles, a director shall not, at any meeting of the Board of Directors or sub-Committee of directors, participate in any discussion or be entitled to vote on any resolution which concerns a matter in which he/she has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company. In such circumstances, unless the other directors determine otherwise, any director having such an interest (each hereinafter referred to as an "Interested Director") shall be required leave to the meeting until the matter has been discussed and/or voted upon. This Article shall not apply in the following circumstances:
 - a) the matter to be discussed and/or voted on concerns the giving to the Interested Director of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him/her for the benefit of, the Company or any of its subsidiaries; or
 - b) the matter to be discussed and/or voted on concerns the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Interested Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or
 - c) the Interested Director's interest arises by virtue of his subscribing, or agreeing to subscribe, for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange.
104. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory changes to the Act which are not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director.
105. A director shall not be counted in determining the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
106. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board of Directors or of a sub-Committee of directors.
107. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately. Provided he/she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
108. If a question arises at a meeting of the Board of Directors or of a sub-Committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Special Board of Directors' meetings

109. The Chair or two Board Members can request a special meeting of the Board of Directors by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Board Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Board Members, normally the usual place where Board of Directors Meetings are held, between 10 and 14 days after the Secretary receives the request.
110. No other business may be discussed at the meeting other than the business for which the meeting has been called.
111. If the Secretary does not call the special meeting as set out above, the Chair or the Board Members who request the meeting can call the meeting. In this case, they must write to all Board Members at least seven days before the date of the meeting.
112. If a Board Member does not receive notice of the meeting, this will not prevent the meeting going ahead.

Secretary

113. Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Directors 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

114. The Board of Directors shall cause minutes to be made in books kept for the purpose:
 - a) of all appointments of officers made by the Board of Directors;
 - b) of all proceedings at general meetings of the Company; and
 - c) of all proceedings at meetings of the Company, and of the Board of Directors, and of sub- Committees of directors, including the names of the directors present at each such meeting.

Books and records

115. No member shall (as such) have any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board of Directors or by ordinary resolution of the Company.

Audit

116. An Auditor shall be appointed in accordance with the requirements of the Act.
117. The financial statements of the Company shall be audited each year in accordance with requirements for the conduct of an audit under the Act irrespective of any exemptions from audit available under the Act.

Notices

118. Any notice to be given to or by any person in accordance with these Articles (other than a notice calling a meeting of the Board of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
119. The Company may give any notice to a member by sending it post-paid in an envelope addressed to the member at his registered address, by hand delivery to that address or by giving it using electronic communications to an address for the time being notified to the Company by the member.
120. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
121. In articles 118 to 120, "address", in relation to electronic communications, includes any number or address, postal or electronic, used for the purposes of such communications.
122. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which the meeting was called.
123. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours following posting an envelope containing it or, in the

case of a notice contained in an electronic communication, 48 hours after the time it was sent.

Investments

124. The Company's funds may be invested by the Board of Directors in such manner as is permitted by its Investment Policy subject always to the requirement that the Company will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.

Indemnity

125. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he/she is acquitted or in connection with any application in which 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.

Financial guarantees for officers

126. The Board of Directors shall take out fidelity guarantee insurance to cover all officers and employees who receive or are responsible for the Company's money, or, these officers and employees must be covered by a bond equivalent to that set out in Schedule 1 of the Co-operative and Community Benefit Societies Act 2014, or a guarantee under which they promise to account for and repay the Company's money accurately.
127. The Board of Directors shall have the power to purchase and maintain indemnity insurance for, or for the benefit of, persons who are, or were at any time, Board Members, officers or employees of the Company. A Board Member may form part of a quorum and vote at a meeting where such insurance is under consideration notwithstanding the terms of Articles 76 and 77.
128. Subject to Section 232 of the Companies Act 2006, officers and employees will not be responsible for the Company's loss while they are carrying out their duties unless there has been gross negligence or dishonesty. If an officer or employee is dishonest, any one director shall inform the police or other appropriate authority, and the Board of Directors shall seek to recover any loss suffered by the Company.

Dissolution

129. The provisions of Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles

Homes for Life Housing Partnership

Memorandum of Association

Company registration: SC188299

Charities registration: SC028542

Registered Social Landlord registration: 311

1. The Company's name is "Homes for Life Housing Partnership Limited".
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are the:
 - To provide to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
 - any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both for the purposes of Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts.
4. The Company's permitted activities and powers will include anything which is necessary or expedient to help the Company achieve the objects set out in article 3.
5. The Company will not trade for profit. Notwithstanding that the Company shall not trade for profit, the Company shall avoid incurring losses. Any surpluses generated shall not be distributed and will be reinvested in the Company in furtherance of its objectives.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he/she is member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. In the event that the Company is wound-up the residual assets of the Company shall not be distributed to members. The residual assets of the Company following settlement of such outstanding liabilities as can be settled, shall be given, donated or transferred to another Registered Social Landlord with equivalent charitable objects and which restrict the distribution of income and assets to an extent at least as great as the provisions contained herein.
9. We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Homes for Life Housing Partnership

Useful information for members

This material is for information only. In any discrepancy between the procedures contained here and the formal Articles of Association, the Articles will be the authority.

Regulation

- 1 Homes for Life Housing Partnership Limited is regulated by The Scottish Housing Regulator (the "SHR"). The Company has to submit annual returns to the SHR, including a copy of the audited financial statements.
- 2 As the objectives of the Company are charitable in nature, the Company is also regulated by the Office of the Scottish Charities Regulator ("OSCR"). The Company has to submit an annual return to OSCR.

Being a member

- 3 Membership application forms can be obtained from the Company Head Office at 57 Market Street, Haddington. A copy of the Membership Policy can be obtained from there too.
- 4 Once you have filled in and sent off your application form, the Board of Directors will decide on whether to accept your application. You might not be accepted if complaints about your past behaviour as a tenant have been received, if you are or have become bankrupt. Existing members could have their membership ended for any of these reasons too. Other reasons for not accepting applications or for terminating membership are detailed in the Membership Policy.

Being a board member

- 5 Any member may become a director and therefore a board member. There are serious responsibilities you take on as a director and you will be asked to spend around 2 days each month reading papers, thinking about Company business or attending meetings.
- 6 To become a director, you will either need to have another member recommend you or through discussion with the existing Board of Directors have them recommend you. If there are vacancies or skills gaps on the Board of Directors then the Board of Directors may be able to make an appointment, but otherwise directors need to be elected at an Annual General Meeting.

Annual general meeting

- 7 An annual general meeting must be held at least once a year without fail. There cannot be a gap of more than 15 months between two AGMs. Usually the Chair of the Board of Directors will run the meeting. If he/she doesn't arrive in time or doesn't want to chair the meeting the Vice-chair of the Company will run the meeting.
- 8 If you are a registered member and attend the meeting you can vote in decision put to the meeting. If a written resolution is distributed before the meeting you can vote by proxy. A proxy vote is one where you write to the Chair telling him/her how you want your vote to be made. If allowed, you can also ask another member to vote in a certain way on your behalf.