

RULES_311

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:
 - construction, provision, improvement and management of affordable housing for those in need of such housing;
 - construction, provision, improvement and management of property and other amenities especially designed or adapted for those who are in need by reason of ill-health, disability (mental or physical), financial hardship or other disadvantage; and
 - provision for the elderly in need of services of any description in arranging, effecting or encouraging the maintenance, repair or improvement of their homes; andthe doing of all such other things as are incidental or conducive to the attainment of these objects. This will include but is not limited to:
 - Activities allowed under s58 Housing (Scotland) Act 2001, as amended by the Housing Scotland Act 2006 and SI2006/211 Registered Social Landlords (Purposes or Objects) (Scotland) Order or any superseding legislation; and
 - Which is charitable within the meaning of s7 of the Charities and Trustee Investment Act 2005 and also of s505 of the Income and Corporation Taxes Act 1988 or any superseding legislation.
4. 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.
5. The liability of the members is limited.
6. 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 is member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he 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.
7. 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.
8. We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

The names and address of Subscribers are:

East Lothian Council

Represented by:
Keith McConachie
Senior Principal Solicitor
East Lothian Council
John Muir House
Haddington

East Lothian Housing Association
Limited

Represented by:
Jan Bannister
Board Member
East Lothian Housing Association Limited
24 Hardgate
Haddington

John Holcome
Board Member
East Lothian Housing Association Limited
24 Hardgate
Haddington

Witness to the above signatures:

For East Lothian Council

Janet Linda Simpson
11 Camptown Holdings
North Berwick
East Lothian

*For East Lothian Housing
Association Limited*

Tracey Grace Kerr
Dod Mill Cottage
Nr Lauder
Berwickshire

Signatures appended to original Memorandum of Association dated 29 July 1998.

Homes for Life Housing Partnership

Articles of Association

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Interpretation	1
Membership	2
General meetings	4
Directors	8
Directors' meetings	13
Company business	15

Interpretation

1 In these regulations—

- “the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof in force from time to time and any provisions of the Companies Act 2006 in force from time to time;
- “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;
- “the Articles” means these Articles of Association the Company;
- “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;
- “communication” has the same meaning as in the Electronic Communications Act 2000;
- “Scottish Housing Regulator” means the executive agency established by Scottish Ministers under part 4 of the Housing (Scotland) Act 2001, and having responsibility for regulation of Registered Social Landlords under part 3 of that Act, and any successor organisations thereto;
- “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;
- “electronic communication” has the same meaning as in the Electronic Communications Act 2000;
- “executed” includes any mode of execution;
- “Member” means any member whether a tenant or not;
- “office” means the registered office of the Company;

- “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;
 - “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 15 to 18).
- 6 Before becoming a member, your application must be approved by the Directors.
- 7 To become a member you should write to the Company’s Registered Office requesting an application form. If your application is approved by the Directors, you immediately become a member and your name will be entered into the Register of Members within five working days.

Ending your membership

- 8 You may give up your membership at any time by giving seven clear days’ notice in writing to the Company’s Registered Office.

Termination of your membership

- 9 Your membership will cease if you die; your membership may not be transferred or willed to anyone else.
- 10 The directors are entitled to terminate the membership of any member, including members who are also tenants, of the Company:
 - Who, being an individual, becomes of unsound mind;
 - Who becomes bankrupt, insolvent or apparently insolvent, or who suspends payment to or compound with that member’s creditors;
 - In respect of whose property and undertaking, or any part thereof, a receiver or judicial factor is appointed;
 - In respect of whom an effective winding-up order is made or an effective winding-up resolution is passed (other than for the purpose of any amalgamation or reconstruction);
 - In respect of whom an administration order is made;
 - Who is in breach of any of the terms of the lease entered into with the Company;

- Who has failed to notify the Company within three months of a change of address, unless this is a change between two properties owned or managed by the Company.
 - Who is convicted of a criminal offence other than a minor motoring offence;
 - Who otherwise fails to meet the requirements of the Company's Membership Policy.
- 11 Your membership may also be terminated as a result of a complaint regarding behaviour which is likely to harm the interests or reputation of the Company and where two thirds of the membership vote at a general meeting (annual or extraordinary) to end your membership. The following conditions apply:
- The complaint must be submitted to the Secretary in writing;
 - You will be notified by the Secretary of the complaint at least one month in advance of the meeting.
 - You will be called to respond to the complaint in the meeting;
 - If you do not attend the meeting without good reason, the meeting will go ahead and the members shall be entitled to vote to end your membership.

Limitations on becoming a member

- 12 No new applications for membership will be approved in the 14 days preceding a general meeting.
- 13 The Directors may reject your application if you meet any of the conditions contained in article 10. 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.
- 14 Other circumstances under which the Directors may reject an application are detailed in the Company's Membership Policy.

Organisations as members

- 15 Organisations may become ordinary members and are entitled to all the same rights 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.
- 16 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. Articles 8, 10 and 11 apply to organisations, and their Representative as if they were a member.
- 17 The identity of the Representative shall be notified to the Secretary of the Company by the Chief Executive, or equivalent office holder, of the member organisation and shall become effective 14 days following receipt of such notification.
- 18 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

Calling a general meeting

- 19 The 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.
- 20 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.
- 21 A general meeting shall be held at least once each year and shall be known as the Annual General Meeting. In any event not more than 15 months may elapse between Annual General Meetings. The Annual General Meeting shall be held at such time and place as the directors appoint.
- 22 All general meetings of members other than the Annual General Meeting shall be known as Extraordinary General Meetings.

Notice of general meetings

- 23 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 directors and auditors.
- 24 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.
- 25 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

- 26 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.
- 27 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.
- 28 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 directors may decide.

- 29 The Chairman of the board of directors, or in his absence the Vice-Chair, shall preside as chairman of the meeting. If neither the Chairman 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 chairman and, if there is only one director present and willing to act, he shall chair the meeting.
- 30 If no director is willing to act as chairman, 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.
- 31 The chairman 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.
- 32 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

- 33 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.
- 34 Subject to the provisions of the Act, a poll may be demanded:
- a) by the chairman; 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.
- 35 Except where a poll is demanded, an entry in the minutes of the meeting recording a declaration by the chairman 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.
- 36 The demand for a poll may be withdrawn, but only before the poll is taken, and only then with the consent of the chairman. 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.
- 37 A poll shall be taken as the chairman directs and he 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.

- 38 A poll demanded on the election of a chairman 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 chairman 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.
- 39 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

- 40 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 chairman shall have a second or casting vote.
- 41 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, *curator bonis* (a person appointed by the court to manage the financial affairs of another person) or other person authorised in that behalf appointed by that court.
- 42 With respect to article 41, any receiver, *curator bonis* or other person may, on a poll, vote by proxy. Evidence, satisfactory to the directors, of the authority of the person claiming to exercise the right to vote shall be deposited at the Registered Office of the Company, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy. The evidence of authority to vote must be deposited not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised. Where this notice is not deposited the right to vote shall not be exercisable.
- 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 chairman 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 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,

[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 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 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, [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 notarially or in some other way approved by the 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 chairman 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:
- at the Registered Office or at such other place at which the instrument of proxy was duly deposited; or
 - 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
 - (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.

Directors

Number of directors

- 48 Unless otherwise determined by ordinary resolution, the number of directors shall be not less than seven and not more than fifteen including co-opted directors.
- 49 Any director who is also a tenant shall be recognised as a Tenant Director. Tenant Directors must form the majority of the total membership of the board.

Powers of directors

- 50 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 directors who may exercise all the powers of the Company.
- 51 No alteration of the Memorandum or Articles and no direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 52 The powers given by Articles 50 and 51 shall not be limited by any special power given to the directors by these Articles.
- 53 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

- 54 The 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 directors' powers

- 55 The directors may delegate any of their powers to any sub-Committee of the Board 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.
- 56 The directors may also delegate to any managing director such of their powers as they consider desirable to be exercised by him. Any such delegation shall be subject to any conditions the 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 directors.

Scottish Housing Regulator

- 57 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

- 58 No person may stand for election as a director without first becoming a member.
- 59 No person shall be appointed or reappointed a director at any general meeting unless:
- a) he is recommended by the 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 a 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.
- 60 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:
- any person who is recommended by the directors for appointment or reappointment as a director at the meeting; or

- any person of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director.

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

- 61 The directors may appoint a member to fill a casual vacancy. Any director appointed in this way must retire at the next Annual General Meeting but may stand for re-election. Directors appointed to fill casual vacancies have all the same rights and obligations as any other director of the Company.
- 62 The directors may appoint a person who is willing to act to be a director to fill a skills need (a "Co-opted Director"). At any given time no more than one third of the Board may be Co-opted Directors. Co-opted directors are appointed for a period of one year or until the next annual general meeting whichever is the lesser. Following an annual general meeting they may be reappointed by the Board. Co-opted directors have all the same rights and obligations as any other director of the Company, except they have no vote in matters relating to membership or appointment of office bearers of the Company
- 63 Directors are appointed for a term of three years. There shall be no limit to the number of terms a director may serve.
- 64 Each year one third of the directors will retire and may stand for re-election in general meeting. Directors retiring from casually-filled vacancies count towards the one-third quota. Otherwise, those directors who have served longest on the Board since the date of their election or last re-election shall retire. In the event that two directors both have served the same length of time, the director to retire will be selected by drawing lots. A managing director shall not be subject to retirement by rotation.
- 65 Notwithstanding any vacancies on the board or that as a result a quorum cannot be formed in terms of article 82, the remaining directors may continue to act but if at any time the number of directors falls below seven the board 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 has not filled such vacancies the only power the board 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

- 66 The office of a director shall be vacated if:
 - a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - b) pursuant to an order made by the SHR; or
 - c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - d) he is, or may be, suffering from mental disorder and either:
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - e) he resigns his office by notice to the Company; or
 - f) he is party to civil proceedings against the Company; or
 - g) he is convicted of a criminal offence other than a minor motoring offence; or
 - h) he is removed from the governing body of another social landlords by the Scottish Housing Regulator, the Housing Corporation, Tai Cymru, or their successor organisations; or
 - i) he shall for more than four consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
 - j) he is materially in breach of the terms of these Articles.
- 67 Without prejudice to Article 66 above, a director shall immediately and automatically cease to be a director in the event of either of the following:-
- a) he receives a payment or benefit of the kind prohibited by Article 74 below; or
 - b) if he has an interest of the kind prohibited by Article 73 below; or
 - c) he ceases to be a member of the Company.

Directors' appointments and interests

- 68 Subject to the provisions of the Act, the directors may, at their discretion, appoint the senior officer of the Company to be Managing Director. The Managing Director, if appointed, shall all the same rights and obligations as any other director of the Company.
- 69 Any appointment, agreement or arrangement under article 68 shall be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. If appointed, the remuneration shall be deemed to accrue from day to day.
- 70 Any appointment of a Managing Director shall terminate if he ceases to be an employee but without prejudice to any claim to damages for breach of the contract of service between the Managing Director and the Company.
- 71 Subject to the provisions of the Act, the Housing (Scotland) Act 2001 or successor legislation, and to guidance issued by the Scottish Housing Regulator, and provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with the Act, a director notwithstanding his office:
- a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such

transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

72 For the purposes of article 71:

- a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- b) the director giving notice of an interest must leave any meeting at which any transaction notified is discussed and the director has no part in any decision-making concerning the transaction before or during the procurement process; and
- c) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

73 Other than as permitted by these Articles, directors are strictly prohibited from having any interest (direct or indirect) of a financial nature in any transaction or arrangement with the Company. Such prohibited interests include (but are not limited to) an interest in the following capacities:

- a) personally;
- b) as a member of a company or firm;
- c) as a director, official or office bearer of a business trading with the Company.

General prohibition on receipt of payments and benefits by directors

74 Directors shall not be permitted to receive any payments or benefits (from the Company or any other person or organisation) which are not permitted:-

- a) under these Articles; and
- b) by Schedule 7 Part 1 of the Housing (Scotland) Act 2001.

Directors' remuneration

75 No director other than the Managing Director shall be entitled to remuneration by the Company.

Directors' expenses

76 The directors may be reimbursed all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or sub-Committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Directors' gratuities and pensions

77 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Managing Director who has held, but

no longer holds, any executive office or employment with the Company in connection with his employment with the Company.

- 78 The directors powers include the right to extend the provision of benefits, described in article 77, to any member of the former Managing Director's family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
- 79 No director other than the former Managing Director may receive any benefit as described in article 77.

Directors' meetings

Proceedings of directors

- 80 Subject to the provisions of the Articles, the 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 directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 81 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.
- 82 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be four.
- 83 Where the number of directors, through vacancies or otherwise, is less than the number indicated at article 48 and or where the number is fewer than required for a quorum as indicated in article 82, the remaining directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 84 The directors may appoint one of their number to be the Chair of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he 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 chairman of the meeting.
- 85 All acts done by a meeting 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.
- 86 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors, or of a sub-Committee of directors, shall be as valid and

effective as it if had been passed at a meeting 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.

- 87 Unless otherwise provided by the Articles, a director shall not, at any meeting of directors or sub-Committee of directors, participate in any discussion or be entitled vote on any resolution which concerns a matter in which he 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 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.
- 88 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.
- 89 A director shall not be counted in determining the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 90 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 directors or of a sub-Committee of directors.
- 91 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 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.
- 92 If a question arises at a meeting 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 chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Company business

Secretary

- 93 Subject to the provisions of the Act, the Secretary shall be appointed by the 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

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

Books and records

- 95 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 directors or by ordinary resolution of the Company.

Audit

- 96 An Auditor shall be appointed in accordance with the requirements of the Act.
- 97 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

- 98 Any notice to be given to or by any person in accordance with these Articles (other than a notice calling a meeting of the 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.
- 99 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.
- 100 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, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

- 101 In articles 98 to 100, “address”, in relation to electronic communications, includes any number or address, postal or electronic, used for the purposes of such communications.
- 102 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.
- 103 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence 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.

Indemnity

- 104 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 in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him 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

- 105 The Board 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 4 of the Industrial and Provident Societies Act 1965, or a guarantee under which they promise to account for and repay the Company’s money accurately.
- 106 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 directors shall seek to recover any loss suffered by the Company.

Dissolution

- 107 The provisions of Clause 7 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

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 5X 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 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 or you are of unsound mind. 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 directors have them recommend you. If there are vacancies or skills gaps on the Board then the Board 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 every 15 months. Usually the Chairman of the Board will run the meeting. If he 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 Chairman telling him 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.