

Company Number: SC198586

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

Of

OSPREY HOUSING LIMITED (the "Company")

INTRODUCTION

Constitution of the Company

- 1 The model Articles as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company.

Objects

- 2 The objects of the Company are:
 - 2.1 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
 - 2.2 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.
- 3 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 2.
- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out in article 2 and except as further provided for in this article 4, no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members.
- 4.2 Nothing in this article 4 shall prevent the Company from managing a property in accordance with its objects, notwithstanding the fact that the tenant, lessee, owner occupier or licensee of such property may be a Member or Board Member, subject to the proviso that any Board Member who is a tenant, lessee, owner

occupier or licensee of any such property shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he/she is lessee, owner occupier, tenant or licensee and shall absent himself/herself from such proceedings, but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties owned or managed by the Company.

Powers

- 5.1 Without prejudice to the generality of the provisions of article 2, and without restricting any powers the Company has, the Company shall have power to provide land, amenities and services, or provide, construct, repair or improve buildings, for the benefit of the Company's residents and others, with the purpose of promoting economic, social and environmental regeneration in the areas of deprivation in which the Company operates.
- 5.2 Subject to any statutory requirements applicable to the Company and without limiting its general powers, the Company shall have power to:
- 5.2.1 buy, acquire, sell, build upon, lease or exchange any land or interests in land and accept responsibility for any related contracts and expenses;
 - 5.2.2 dispose, in such manner as the Board sees fit, of land and of other assets or interests of the Company, present or future, including by way of heritable security, floating charge, mortgage or charge;
 - 5.2.3 subject to article 6.1, borrow money or issue loan stock for the purposes of the Company on such terms as the Company thinks fit;
 - 5.2.4 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;
 - 5.2.5 decide, monitor and vary the terms and conditions under which property owned by the Company is to be let, managed, used or disposed of;
 - 5.2.6 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Company's business;
 - 5.2.7 insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company as the Board considers prudent;
 - 5.2.8 refund any necessary expenses as are wholly necessary incurred by Board Members and committee members in connection with their duties;
 - 5.2.9 insure the Board Members against the costs of a successful defence to a criminal prosecution brought against them as Board Members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty;

- 5.2.10 establish or participate in establishing, purchase or otherwise acquire, or to promote in any way, support or aid the establishment of any Subsidiary or any joint venture established by the Company (or by a Subsidiary of the Company), with another entity or entities;
- 5.2.11 subscribe to, purchase, or acquire in any other way, any incorporeal property (including but without prejudice to the generality of the foregoing any stock, share, security, debenture or debenture stock in each case whether preferred, deferred or secured or unsecured) of any Subsidiary; and
- 5.2.12 compromise, settle, conduct, enforce or resist either in a Court of Law or Tribunal or by arbitration any suit, debt, liability or claim by or against the Company; and
- 5.2.13 accept donations in support of the activities of the Company.

Borrowing powers

- 6.1 The Company can borrow money for as long as the Company's total borrowing at any time is not more than **£250 million**.
- 6.2 In respect of any proposed borrowing for the purposes of article 6.1, 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.
- 6.3 For the purposes of article 6.1 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.
- 6.4 The Company will not pay more than the rate of interest which the Board 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.
- 6.5 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 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.
- 6.6 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.

- 6.7 Subject to the foregoing provisions, the Board can determine and change conditions under which the Company can borrow or lend money.
- 6.8 The Company shall not lend money to Members.

MEMBERSHIP

- 7.1 The Company shall keep a proper Register of Members containing the names, addresses, category of membership and such other particulars of members as is required by the Act. The persons whose names are entered in the Register of Members shall be the Members of the Company. The Company shall have at any given time a minimum of one member. The Members of the Company shall comprise:-
- 7.1.1 subject to Article 17.4 a maximum of 15 Other Representatives/Tenants' Representatives may be admitted to membership in accordance with Article 7.1 and who shall be known as "Ordinary Members". The Board shall at all times aim for what it considers to be a representative governing body with a balance of Other Representatives and Tenants' Representatives who have the necessary expertise, knowledge, perspective and skills. Incorporated organisations and unincorporated organisations are not eligible to be admitted as Ordinary Members; and
- 7.1.2 persons, incorporated organisations and/or unincorporated organisations admitted into membership only in pursuance of a merger, transfer of engagements or other form of strategic partnership involving the Company, who shall be entered into the Associate category of membership and who shall be known as "Associate Members". Associate Members shall have no right to attend or vote at general meetings of the Company.
- 7.2 A Co-opted Board Member need not be a Member.
- 8 PROVIDED THAT, the total number of Board Members does not exceed fifteen (including Co-opted Board Members) the following shall apply:
- 8.1 an applicant for membership shall forward to the registered office an application for membership in such form as the Board requires executed and every application shall be considered by the Board at its next meeting after it is made, or as soon thereafter as is practicable. The Board has the power in its absolute discretion to accept or reject the application.
- 8.2 (for the purposes of Article 8.1), if the application is approved by the Board, the Board shall determine whether such applicant shall be admitted as an Ordinary Member or as an Associate Member and membership shall take effect from that time and within seven working days the name of the applicant shall be entered in the

Register of Members in the appropriate category of membership.

- 8.3 at all times, every Ordinary Member of the Company shall be a Board Member and every Board Member shall be an Ordinary Member other than a person appointed as a Co-opted Board Member who need not be a Member of the Company. Any Member who ceases to be an Ordinary Member of the Company for whatever reason shall be deemed to have retired as a Board Member at the same time as such cessation of Ordinary membership. Any Board Member who ceases to be a Board Member for whatever reason shall be deemed to have withdrawn from Ordinary membership of the Company at the same time as such cessation of Board membership. An Associate Member may be elected as an Other Representative/Tenants' Representative in accordance with Article 7.1.1 and during such period of service his/her membership shall be transferred to the Ordinary Membership category. When he/she ceases to serve as an Other Representative/Tenants' Representative his/her membership shall revert to Associate membership.
- 9.1 Any Member who changes his/her main residence, an incorporated organisation which changes its registered office or an unincorporated organisation which changes its principal office is required to furnish in writing to the Company's registered office within three calendar months of such change of address.
- 9.2 A person who is a representative of an organisation shall not be admitted into membership of the Company as an individual Member of the Company.
- 9.3 The membership of an individual shall be suspended so long as he/she is a representative of an organisation.
- 10 A person shall not be admitted to membership if he/she is under the age of eighteen years.
- 11 A Member representing an unincorporated organisation shall for all purposes be treated as an individual member but shall have entered against his/her name in the Register of Members the name of the unincorporated organisation which he/she represents.

ENDING MEMBERSHIP

- 12.1 Membership of the Company will end and the Board will record the ending of the membership in the Register of Members if:-
- 12.1.1 the Member resigns his/her membership giving seven days' notice in writing to the Company Secretary at the Company's registered office; or
- 12.1.2 the Board reasonably believes that the Member has failed to tell the

Company of a change of address as required by Article 9.1; or

- 12.1.3 an Ordinary Member ceases to be a Board Member (unless in terms of Article 8.3 his/her membership reverts to Associate membership); or
- 12.1.4 the Member dies or, if an organisation is an Associate Member, it is dissolved or otherwise ceases to exist; or
- 12.1.5 for five annual general meetings in a row the Ordinary Member has not attended, submitted apologies, or appointed a representative to attend and vote on his/her behalf by proxy; or
- 12.1.6 the Company receives a complaint about the Member's behaviour and two-thirds of the Ordinary Members voting at a special general meeting agree to end that Member's membership. The following conditions apply to this procedure:
 - 12.1.6.1 the complaint must be in writing and must relate to behaviour which could harm the interests of the Company.
 - 12.1.6.2 the Company Secretary must notify the Member of the complaint in writing not less than one calendar month before the meeting takes place;
 - 12.1.6.3 the notice for the special general meeting will give details of the business for which the meeting is being called;
 - 12.1.6.4 the Member will be called to answer the complaint at the meeting. The Members present will consider the evidence supporting the complaint and any evidence the Member decides to introduce;
 - 12.1.6.5 the Members can vote in person or through a representative by proxy;
 - 12.1.6.6 if the Member receives proper notice but does not go to the meeting without providing a good reason, the meeting will go ahead and the Members will be entitled to vote to end the membership.
- 12.1.7 If membership is ended in accordance with Rule 12.1.6, the Member will immediately cease to be a Member from the date that the resolution to end the membership was passed and any further application for membership by the Member will need to be approved by two-thirds of the Members voting at a general meeting.

REPRESENTING AN ORGANISATION

- 13.1 An organisation which is an Associate Member is free to nominate any person it considers suitable as its representative to the Company.
- 13.2 To confirm the identity of a representative, the organisation must send the Company a copy of the authorisation or appointment of an individual as a representative. This should be signed by a Director, Company Secretary or Authorised Signatory of the organisation which signature must be witnessed, or in the case of a local authority, by the Chief Executive, or properly authorised officer of the local authority.
- 13.3 An organisation can change the identity of the person entitled to represent that organisation at any time by confirming the identity of the new representative in terms of article 13.2 and withdrawing the authority of the original representative.
- 13.4 If a person is a representative in terms of article 13.2, of an organisation which is an Associate Member, that person cannot be a Member as an individual. If that person is already a Member as an individual when he/she starts to represent an organisation which is an Associate Member, the Company will suspend his/her membership as an individual, until such time as he/she is no longer a representative of an organisation which is an Associate Member.

LIABILITY OF MEMBERS

14. The liability of the Members is limited. The liability of each Member is limited to one pound, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:
- 14.1 payment of the Company's debts and liabilities contracted before he/she ceases to be a Member;
- 14.2 payment of the costs, charges and expenses of winding up; and
- 14.3 adjustment of the rights of the contributories among themselves.

Transferring membership

- 15 A Member shall not be entitled to any property of the Company in their capacity as Member and their membership is not transferable.
- 16 If a Member dies or ends their membership or has their membership ended, or a person is a representative of an organisation which no longer exists, the Board will cancel their membership.

GENERAL MEETINGS

Annual General Meeting

- 17 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:

- 17.1 present the Chairperson's report on the Company's activities for the previous year;
- 17.2 present the accounts, balance sheet and auditor's report;
- 17.3 appoint the auditor for the following year;
- 17.4 approve any change in the number of Other Representatives/Tenants' Representatives for the purposes of Article 7.1.1; and
- 17.5 consider any other general business included in the notice calling the meeting.

Special General Meeting

- 18 All general meetings other than annual general meetings shall be known as special general meetings.
- 19.1 The Board may call special general meetings and in addition, on the requisition of Ordinary Members holding not less than 5% of the total voting rights of the Company pursuant to section 303 of the Act, the Company Secretary shall, within 10 days of having received the requisition, give all Ordinary Members notice calling the meeting. The meeting must take place within 28 days after receipt by the Company Secretary of the requisition. The Company Secretary should decide on a time, date and place for the meeting in consultation with the Board or the Chairperson but if such consultation is not practicable, the Company Secretary can at his/her own discretion decide the time, date and place for the meeting.
- 19.2 Whoever asks for the meeting must give the Company Secretary details of the business to be discussed at the meeting.
- 19.3 If the Company Secretary fails to call the meeting within 10 days of having received the requisition, the Board or the Ordinary Members who have signed the requisition may themselves give notice and convene the meeting pursuant to the terms of section 304 of the Act.
- 19.4 A special general meeting must not discuss any business other than the business mentioned in the notice calling the meeting.

Notice for meetings

- 20.1 The Company Secretary will call all general meetings by written notice posted or sent by fax or email to every Ordinary Member at the address, fax number or email address given in the Register of Members at least 14 clear days' before the date of the meeting but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Ordinary Members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the general meeting of all Ordinary Members.
- 21.1 The notice shall specify:

- 21.1.1 the time, date and place/electronic platform of the meeting;
 - 21.1.2 whether the meeting is an annual or special general meeting;
 - 21.1.3 the business for which the meeting is being called; and
 - 21.1.4 if a special resolution, or a resolution requiring special notice under the Act, is to be proposed, the notice shall also specify the intention to propose such a resolution and include the exact text of the resolution.
- 22 The Board may ask the Company Secretary to include with the letter or send separately to Ordinary Members any relevant papers or accounts. If an Ordinary Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned.
- 23 The proceedings of a meeting shall not be invalidated by the accidental failure of the Company to send a notice calling the meeting to any Ordinary Member.

PROCEDURE AT GENERAL MEETINGS

- 24.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be at least seven Ordinary Members.
- 24.2 If a quorum is not present within half an hour of the time the meeting was scheduled to start, the meeting shall stand adjourned to the same day the following week at the same time and at such place, or by such appropriate electronic platform, as may be fixed by the chairperson of the meeting and announced at the meeting. There is no need to give notice to Members of the adjourned meeting. If at the adjourned meeting a quorum is not present at the scheduled starting time then notwithstanding article 24.1, the Ordinary Members present shall constitute a quorum.
- 25 If a majority of Ordinary Members present agree, the chairperson of a meeting can adjourn the meeting. No business can be discussed at the adjourned meeting other than the business not reached or left unfinished at the original meeting. There is no need to give notice to Ordinary Members of the adjourned meeting.
- 26.1 The Chairperson of the Board will be the chairperson at all meetings of the Company. If there is no Chairperson or he/she is not present or willing to act, the Members present must elect a Board Member to be chairperson of the meeting.
- 26.2 If the Chairperson arrives later, after the meeting has commenced, he/she will take over as chairperson of the meeting as soon as the current agenda item is concluded.

Proxies/Representatives

- 27.1 To appoint a representative to vote on an Ordinary Member's behalf by proxy, the Ordinary Member must let the Company have a properly completed document in the form shown in Appendix 1. The Ordinary Member's proxy does not need to be a Member.
- 27.2 The instrument appointing 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 Board Members may:
- 27.2.1 be deposited at the Company's registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the document proposes to vote;
 - 27.2.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
 - 27.2.3 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 Chairperson or to the Company Secretary or to any Board Member; and
 - 27.2.4 an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 27.3 If there is any doubt about whether an Ordinary Member's proxy has authority to vote, the Chairperson will decide and his/her decision will be final.
- 27.4 The maximum number of proxy votes that may be cast by any one person is three.
- 27.5 To reverse an Ordinary Member's appointment of a proxy, the Ordinary Member must let the Company have a properly completed document in the form shown in Appendix 2. The document must be presented to the Company before the meeting, at which the Ordinary Member no longer wants to be represented by proxy, convenes.
- 27.6 A vote given or poll demanded by proxy shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Company at the Company's registered office or at such other place at which the instrument of proxy was duly deposited 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) the time appointed for taking the poll.

- 27.7 The Chairperson will report to the meeting the details of any documents seeking to appoint a proxy received but which are not valid.

Voting

- 28.1 If a decision of a meeting is put to the vote, the outcome will be determined by the majority of those Ordinary Members voting. Voting will be by a show of hands except where a poll is requested or required. Votes cannot be taken on resolutions which conflict with any provisions of these Articles or the law.
- 28.2 Where a vote is by a show of hands every Ordinary Member present in person has one vote. Where a vote is by a poll, every Ordinary Member present in person or who has appointed a proxy representative has one vote. Where an appointed proxy is present and he/she advises the Chairperson, the Chairperson shall direct that the vote is by a poll.
- 29 If there is an equal number of votes for and against a resolution, the Chairperson will have a second and deciding vote. Unless a poll is duly demanded, a declaration by the Chairperson that a resolution: has been carried; or carried unanimously or by a particular majority; or lost; or not carried by a particular majority, together with an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 30.1 A poll can be required before or immediately after a vote by a show of hands, if at least one-tenth of the Ordinary Members present at the meeting (in person or by proxy through a representative in accordance with articles 27.1 and 27.2) request this.
- 30.2 A poll must take place as soon as the Chairperson has agreed to it, in line with the Chairperson's instructions. The result of the poll will stand as the decision of the meeting.
- 31 A resolution in writing agreed by the required majority of Ordinary Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which he/she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

PROCEEDINGS AT GENERAL MEETINGS

- 32 All speakers must direct their words to the Chairperson. All Members must remain quiet and orderly while this is happening.

- 33.1 An Ordinary Member will not be allowed to speak more than once on any individual matter unless it is to explain something or ask for an explanation until every other Ordinary Member has had the chance to speak. That Ordinary Member will then have the opportunity to speak a second time on a matter but only if the Chairperson agrees. Where the Chairperson raised the matter for discussion initially, he/she shall be permitted to make a final reply on the matter.
- 33.2 Any Board Member shall, notwithstanding that he/she is not an Ordinary Member, be entitled to attend and speak at any general meeting.
- 33.3 The Chairperson will decide how long each speaker is allowed to speak, allowing equal time to each speaker.
- 34 If any point arises which is not covered in these Articles, the Chairperson will give his/her ruling. If the Chairperson's ruling is challenged by more than one Ordinary Member, the Chairperson will step down and those Ordinary Members present will decide the point raised on a majority vote. If the vote is tied, the Chairperson's original ruling is carried.
- 35 Meetings must not last longer than two hours unless at least two-thirds of the Ordinary Members present agree after the end of that time to continue the meeting.
- 36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 36.2 The Board Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 36.3 In determining attendance at a general meeting, it is immaterial whether any two or more Ordinary Members attending it are in the same place as each other.
- 36.4 Notwithstanding any other provisions in these Articles (which shall be subject to the terms of this clause) the following provisions shall apply to the conduct of all meetings;
- 36.4.1 a meeting need not be held in any particular place and the meeting may be held without any number of those participating in the meeting being together in the same place.
- 36.4.2 a meeting may be held by any means which permits those attending to hear and comment on the proceedings during the meeting. Those attending the meeting by such means shall be deemed to be attending in person.
- 36.4.3 a right to vote at a meeting is exercisable by such means as is determined by the chairperson and which permits the person's vote to be taken into account in determining whether or not a resolution is passed.

THE BOARD OF MANAGEMENT

Composition of the Board

- 37.1 The Company shall have a Board which shall have a minimum of seven and a maximum (including Co-opted Board Members) of fifteen persons who shall be the directors of the Company. 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
- 37.2 A person must be aged 18 or over and an Ordinary 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.
- 37.3 An employee of the Company or a Close Relative of an employee, may not be a Board Member.
- 37.4 No Board Member may act as such until they have agreed to and signed the Company's code of conduct for Board Members.
- 37.5 The Board 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 must be assured that any Board Member who has continuous service on the Board 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.
- 37.6 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:-
- 37.6.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects.
 - 37.6.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
 - 37.6.3 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:-
 - 37.6.3.1 put the interests of the Company before that of the other party, in taking decisions as a Board Member;
 - 37.6.3.2 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
 - 37.6.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

- 37.7 The Board 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 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.

Interests

- 38.1 The Board 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 or any 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.
- 38.2 If a person serves on the Board or any 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 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. 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.
- 38.3 If a person serves on the Board or any committee he/she must not receive any benefit unless it is permitted by the Charities and Trustee Investment (Scotland) Act 2005 and as set out in the Company's policy on payments and benefits. He/she shall also comply with the requirements of the Charities and Trustees Investment (Scotland) Act 2005 in respect of any conflict of interest that might arise.

ELECTING BOARD MEMBERS

- 39.1 At the conclusion of every annual general meeting, one third or the nearest number thereto of Board Members shall retire from office in accordance with Article 39.2 (and, in accordance with Article 8.3 shall contemporaneously be deemed to have withdrawn from membership of the Company or, where appropriate, be deemed to have reverted to Associate membership). Any person appointed as a Co-opted Board Member or to fill a casual vacancy under Article 41 shall not count towards the one third provision.
- 39.2 The Board members required to retire for the purposes of Article 39 are those who:-

- 39.2.1 have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Board Members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 39.2.2 have filled casual vacancies under Article 41; and
- 39.2.3 anybody appointed as a Co-opted Board Member under Article 42.1.
- 39.3 Subject always to the relevant provisions of Article 37, the vacancies created by retirements pursuant to Article 39.2 shall be filled by the Company at the annual general meeting, by electing further Other Representatives/Tenants' Representatives who shall then serve as Board Members (and, pursuant to Article 13.3, as Ordinary members) with effect from the conclusion of such annual general meeting.
- 39.4 A retiring Board member shall be eligible for re-election without nomination subject to the provisions of Articles 37.5 and 43.2.
- 40.1 If at any time the number of representatives on the Board falls below the minimum permitted under Article 37.1, the Board shall take all necessary steps to fill the vacancies, by inviting nominations therefor. Nominations shall be in writing, state the full name, address and occupation of the person nominated, contain a signed statement by the person nominated of his/her willingness to be elected and be delivered to the Company Secretary or left at the registered office of the Company.
- 40.2 At the next quorate meeting of the Board the Chairperson shall propose the nomination which will be ratified on a majority vote of the Board members present. Such appointments shall take effect from the date of the Board meeting at which they are proposed and ratified.
- 40.3 The proceedings of the Board shall not at any time be invalidated due to the fact that the number of representatives on the Board is less than the minimum provided for in Article 37.1. If at the end of two months the Board have not found new Board Members to bring the number of Board Members up to seven, the only power it will have is to act to bring the number of Board Members up to seven.
- 41 A casual vacancy occurring on the Board may be filled by the Board and that person shall be an Ordinary Member and a Board Member for the purposes of these Articles until the next Annual General Meeting of the Company, provided always that the maximum number of representatives specified in Article 37.1 shall not be exceeded.

Co-opted Board Members

- 42.1 Subject to the maximum number of Board Members provided for in article 37.1, the Board can co-opt to the Board anyone it considers is suitable to become a

Board Member ("**Co-opted Board Member**"). Co-opted Board Members do not need to be Members, but they can only serve as Co-opted Board Members on the Board until the next annual general meeting or until removed by the Board. A Co-opted Board Member can also serve on any committees. The Board can co-opt to a committee anyone it considers suitable, who need not be a Member or a Board Member.

- 42.2 A person appointed as a Co-opted Board Member shall undertake the role of Board Member and accordingly will be subject to the duties and responsibilities of a Board Member. Co-opted Board Members can take part in discussions at the Board and vote at Board meetings on all matters except those which directly affect the Articles, the membership of the Company or the election of the Company's Office Bearers. Co-opted Board Members may not stand for election, nor be elected as one of the Office Bearers of the Board. Persons co-opted onto a committee can take part in discussions and vote at committee meetings on all matters except those which directly affect the Articles, the membership of the Company or the election of the Company's Office Bearers.
- 42.3 Co-opted Board Members and other persons co-opted onto a committee in this way must not make up more than one-third of the total number of the Board or committee members at any one time. The presence of Co-opted Board Members at Board Meetings will not be counted when establishing whether a quorum is present to allow the meeting to take place as required by article 47 and the presence of co-opted persons will not count towards the quorum for committee meetings.

Eligibility for the Board

- 43.1 A person will not be eligible to be a Board Member or be co-opted to a committee and cannot be appointed or elected as such if:
- 43.1.1 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;
 - 43.1.2 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;
 - 43.1.3 he/she is a party to any legal proceedings in any Court of Law by or against the Company;
 - 43.1.4 he/she is or will be unable to attend Board Meetings for a period of 12 months;
 - 43.1.5 he/she has been removed from the board of another registered social

landlord within the previous five years;

- 43.1.6 he/she resigned from the Board in the previous five years in circumstances where his/her resignation was submitted after the date of his/her receipt of notice of a special Board Meeting convened to consider a resolution for his/her removal from the Board in terms of article 44.1.5;
 - 43.1.7 he/she has been removed from the Board in terms of articles 44.1.4 or 44.1.5 within the previous five years;
 - 43.1.8 he/she has been removed, disqualified or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005;
 - 43.1.9 he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which he/she were responsible or to which he/she were privy, or which his/her conduct contributed to or facilitated;
 - 43.1.10 a disqualification order or disqualification undertaking has been made against that person under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company).
- 43.2 A person cannot be re-elected as a Board Member if the Board is not satisfied of the individual's continued effectiveness as a Board Member. In these circumstances the Board must not allow the individual to stand for re-election.
- 44.1 A Board Member shall cease to be a Board Member if:
- 44.1.1 he/she resigns his/her position as a Board Member in writing;
 - 44.1.2 he/she ceases to be an Ordinary Member unless he/she is a Co-opted Board Member in terms of article 42.1 or is an appointee of The Scottish Housing Regulator;
 - 44.1.3 he/she misses four Board Meetings in a row without special leave of absence previously granted by the Board either at his/her request or by exercise of the Board's discretion;
 - 44.1.4 the majority of the Ordinary Members voting at a general meeting

decide this. The Ordinary Members will then appoint another person to take his/her place. If a replacement is not appointed at the general meeting, the Board may appoint a Board Member in terms of article 41;

44.1.5 the majority of those remaining Board Members present and voting at a special meeting of the Board 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:-

44.1.5.1 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;

44.1.5.2 failure to sign or failure to comply with the Company's code of conduct for Board Members; or

44.1.5.3 a breach of the Company's Articles, standing orders or other policy requirements;

44.1.6 he/she becomes ineligible as a Board Member in terms of article 43.1;

44.1.7 he/she is a Co-opted Board Member or was appointed to fill a casual vacancy and whose period of office is ended in accordance with articles 39.1 or 42.1;

44.1.8 he/she is a Board Member retiring in accordance with article 39.1.

POWERS OF THE BOARD

45 Subject to the provisions of the Act and these Articles, the Board 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 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 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 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.

46 Subject to the provisions of the Act, the Board 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 have been restricted, unless they are already aware that such a restriction may exist.

BOARD PROCEDURE

47 It is up to the Board to decide when and where to hold its ordinary meetings, but

it must meet at least six times a year. The quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be four Board Members.

- 48 Board Members must be sent written notice of Board Meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to the Company 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 proceedings of the relevant meeting.
- 49 Board Meetings can take place in any manner which permits those attending to hear and comment on the proceedings. A Board Member may participate in a Board Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Board Members participating in the Board Meeting can communicate with each other. A Board Member participating in a Board Meeting in this manner shall be deemed to be present in person at the Board Meeting.
- 50 All speakers must direct their words to the Chairperson. All Board Members must remain quiet and maintain order while this is happening. The Chairperson will decide who can speak and for how long.
- 51 If any point arises which is not covered in these Articles, the Chairperson will give his/her ruling which will be final.
- 52 All acts done in good faith as a result of a Board Meeting or committee meeting will be valid even if it is discovered afterwards that a Board Member was not entitled to be on the Board.
- 53 A written resolution agreed (including by way of Electronic Communication) by not fewer than three quarters of the Board Members or three quarters of the members of a committee will be as valid as if it had been passed at a Board Meeting or committee meeting duly called and constituted.

Special Board Meetings

- 54.1 The Chairperson or two Board Members can request a special meeting of the Board by writing to the Company Secretary with details of the business to be discussed. The Company 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 Meetings are held, or by an appropriate electronic platform between 10 and 14 days after the Company Secretary receives the request.
- 54.2 No other business may be discussed at the meeting other than the business for which the meeting has been called.

- 54.3 If the Company Secretary does not call the special meeting as set out above, the Chairperson 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.
- 55 If a Board Member does not receive notice of the special meeting, this will not prevent the meeting going ahead.

Committees

- 56.1 The Board may delegate its powers to committees or to staff or to Office Bearers. The Board will establish the terms of reference for such delegation, which will be set down in writing and communicated to the recipient of the delegated powers. Such delegation will be set out down in writing in standing orders, schemes of delegated authority or other appropriate documentation. In the case of a committee such delegation shall include the purposes of the committee, its composition and quorum for meetings. A minimum number of members for a committee shall be three. There must be at least three of the members of a committee present for the meeting to take place. The Board shall be responsible for the on-going monitoring and evaluation of the use of delegated powers.
- 56.2 The meetings and procedures of committees or otherwise must comply with the relevant terms of reference.
- 56.3 Any decision made by a committee must be reported to the next Board Meeting.
- 56.4 The Board can establish and delegate powers to committees, designated as Area Committees, to take decisions relating to the management and maintenance of properties within a particular geographical area. The Board will determine the membership and delegated responsibility of an Area Committee in its terms of reference. An Area Committee shall exercise such delegated powers, notwithstanding the provisions of articles 42.1 and 42.3 which provisions do not apply to Area Committees.

THE COMPANY SECRETARY AND OFFICE BEARERS

- 57.1 Subject to the provisions of the Act, the Company Secretary, the Chairperson and any other Office Bearers shall be appointed by the Board and upon such conditions as it may think fit and any Company Secretary so appointed may be removed by the Board. The Office Bearers, except for the Company Secretary, must be elected Board Members or Board Members appointed to fill casual vacancies in accordance with Article 41 but cannot be Co-opted Board Members. An employee of the Company may hold the office of Company Secretary although shall not be a Board Member. If the Company Secretary cannot carry out his/her duties, the Board, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Company Secretary's duties

until the Company Secretary returns.

- 57.2 The Company Secretary and the Office Bearers will be controlled, supervised and instructed by the Board in respect of performance of their respective duties.
- 57.3 The Company Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Company Secretary assuming responsibility for ensuring that they are carried out in an effective manner):
- 57.3.1 calling and going to all meetings of the Company and all the Board Meetings;
 - 57.3.2 keeping the minutes for all meetings of the Company and Board;
 - 57.3.3 sending out letters, notices calling meetings and relevant documents to Ordinary Members before a meeting;
 - 57.3.4 preparing and sending all the necessary reports to the Registrar of Companies, the Office of the Scottish Charity Regulator and the Scottish Housing Regulator;
 - 57.3.5 ensuring compliance with these Articles;
 - 57.3.6 keeping the Register of Members and other registers required under these Articles and the Act; and
 - 57.3.7 supervision of the Company's seal.
- 57.4 The Company Secretary must produce or give up all the Company's books, registers, documents and property whenever requested by a resolution of the Board, or of a general meeting.
- 57.5 At its first meeting after incorporation, the Board will appoint the Chairperson of the Company, the Company Secretary and any other Office Bearers the Board considers necessary. Thereafter a Chairperson and any other Office Bearers will be appointed on an annual basis at the next scheduled Board Meeting held after each annual general meeting.

Role of the Chair

The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, these Articles and the standing orders of the Company. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson are that:

- 57.5.1 the Board works effectively with the senior staff;

- 57.5.2 an overview of business of the Company is maintained;
 - 57.5.3 the agenda for each meeting is set;
 - 57.5.4 meetings are conducted effectively;
 - 57.5.5 minutes are approved and decisions and actions arising from meetings are implemented;
 - 57.5.6 the standing orders, code of conduct for Board Members and other relevant policies and procedures affecting the governance of the Company are complied with;
 - 57.5.7 where necessary, decisions are made under delegated authority for the effective operation of the Company between meetings;
 - 57.5.8 the Board monitors the use of delegated powers;
 - 57.5.9 the Board receives professional advice when it is needed;
 - 57.5.10 the Company is represented at external events appropriately;
 - 57.5.11 appraisal of the performance of Board Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Company; and
 - 57.5.12 the training requirements of Board Members, and the recruitment and induction of new Board Members is undertaken.
- 57.6 The Chairperson must be elected from the Board Members (excluding Co-opted Board Members). The Chairperson must be prepared to act as Chairperson until the end of their office term (unless he/she resigns the post). The Chairperson can only be required to resign if a majority of the remaining Board Members present at a Board Meeting agree to this.
- 57.7 If the Chairperson is not present at a Board Meeting or is not willing to act, the Board Members present will elect another Board Member to be chairperson for the Board Meeting. If the Chairperson arrives at the meeting late, he/she will take over as chairperson of the Board Meeting as soon as the current agenda item is concluded.
- 57.8 If the votes of the Board Members are divided equally for and against an issue, the Chairperson will have a second and deciding vote.
- 57.9 The Chairperson can resign his/her office in writing to the Company Secretary and must resign if he/she leaves the Board or is prevented from standing for or being elected to the Board under article 43.1. The Board will then elect another Board Member as Chairperson.

- 57.10 The Chairperson can be re-elected but must not hold office continuously for more than five years.

NOTICES

- 58.1 Any notice which requires to be given to a Member under these Articles shall be given either in writing or by way of an Electronic Communication. Such a notice may be given personally to the Member or be sent by post in a pre- paid envelope addressed to the Member at the address last intimated by him/her to the Company or (in the case of a Member who has notified the Company of an address to be used for the purpose of Electronic Communications) may be given to the Member by way of an Electronic Communication.
- 58.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting. For the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 58.3 Any notice contained in an Electronic Communication shall be deemed to have been given on the day it is sent. For the purpose of proving that any Electronic Communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 58.4 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 requisite, of the purposes for which it was called.

INDEMNITY

- 59.1 Every Board Member or other Office Bearer or auditor of the Company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office. That may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 59.2 The Company shall be entitled to purchase and maintain for any Board Member insurance against any loss or liability which any Board Member or other Office Bearer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 (2) of the Act.

THE BOARD'S MINUTES, SEAL, REGISTERS AND BOOKS

Minutes

60. Subject to the provisions of the Act, minutes of every general meeting, Board Meeting and committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the chairperson of the meeting at which they are presented. All minutes signed by the chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

Execution of Documents and Seal

- 61 The Company shall execute deeds and documents in accordance with the provisions of the Act and the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Company may have a seal which the Company Secretary must keep in a secure place unless the Board decides that someone else should look after it. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by a Board Member and the Company Secretary or a second Board Member and recorded in the register.

Registers

- 62 The Company must keep at its registered office a Register containing:
- 62.1 the names, addresses and categories of membership of the Members and where provided for the purposes of Electronic Communication, fax numbers and email addresses;
 - 62.2 the date each person was entered in the Register as a Member and the date at which any person ceased to be a Member of the Company;
 - 62.3 a statement of other property in the Company whether in loans or loan stock held by each Member; and
 - 62.4 the names and addresses of the Office Bearers of the Company, their positions and the dates they took and left office.
- 63.1 The Company must also keep at its registered office:
- 63.1.1 a register of loans and to whom they are made;
 - 63.1.2 a register showing details of all loans and charges on the Company's land; and
 - 63.1.3 all other registers as may be required under the Act.
- 63.2 The inclusion or omission of the name of any person from the original Register of Members shall, in the absence of evidence to the contrary, be conclusive that the

person is or is not a Member of the Company.

Registered name

- 64 The registered name of the Company must be clearly shown on the outside of every office or place where the Company's business is carried out. The name must also be engraved clearly on the Company's seal and printed on all its business letters, notices, adverts, official publications, website and legal and financial documents.

Documentation

- 65 The Company's books of account, registers, securities and other documents must be kept at the Company's registered office or any other place the Board decides is secure.
- 66 At the last Board Meeting before the annual general meeting, the Company Secretary must confirm in writing to the Board that Articles 60 to 65 have been followed or, if they have not been followed, the reasons for this. The Company Secretary's confirmation or report must be recorded in the minutes of the Board Meeting.

ACCOUNTS

- 67 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain day to day entries of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company.
- 68 The Board must send the Company's accounts and balance sheet to the Company's auditor. The auditor must then report to the Company on the accounts it has examined. In doing this, the auditor must follow the conditions set out in the Act and Part 6 of the Housing (Scotland) Act 2010.
- 69 The Company must provide The Scottish Housing Regulator and such other organisations as the Board determines appropriate with a copy of its accounts and the auditor's report within six months of the end of the period to which they relate.

THE AUDITOR

- 70 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act.

ANNUAL RETURNS AND BALANCE SHEET

- 71 Every year, within the time allowed by law, the Company Secretary shall send to the Registrar of Companies the confirmation statement in the prescribed form, together with all such documentation required by the Act.
- 72 If requested, the Company must provide a free copy of the latest confirmation

statement and auditor's reports to Members or people with a financial interest in the Company.

73 The Company must always keep a copy of the latest balance sheet and auditor's report available for inspection at its registered office.

74 The Company must comply with the requests of The Scottish Housing Regulator for annual returns.

DONATIONS

75 The Board shall set and review periodically its policy for the donation of funds to charities. Such donations must further the objects of the Company and the Board shall report to the Ordinary Members on such donations.

INVESTMENTS

76 The Company's funds may be invested by the Board 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.

INSPECTING THE REGISTER

77 Any Member or person having a financial interest in the Company can inspect their own account and the books containing the names of Members. The books must be available for inspection at the place they are kept at all reasonable hours. The Board may set conditions for inspecting the books.

DISPUTES

78 Every dispute between the Company or the Board and:

78.1 a Member;

78.2 a person aggrieved who has ceased to be a Member within the previous six months;
or

78.3 a person claiming under these Articles,

shall be dealt with in accordance with any procedures determined by the Board from time to time but without prejudice to all rights which any person may have to raise an action on the matter in any court with competent jurisdiction including without prejudice the Sheriff Court in the Sheriffdom in which the Company's registered office is located.

COPIES OF ARTICLES

79 The Company Secretary shall, on demand, provide a copy of these Articles free of charge to any Member who has not previously been given a copy and, upon payment

of such reasonable fee as the Company may require to any other person.

CLOSING DOWN THE COMPANY

80.1 Subject to Article 80.2, the Company may be dissolved in the following ways:

80.1.1 by an order or resolution to wind up the Company as set out in the Act,
Insolvency Act 1986 and/or Section 105 of the Housing (Scotland) Act 2010;
or

80.1.2 by special resolution of the Ordinary members.

80.2 The prior approval of the Office of the Scottish Charity Regulator is required before the Company can be dissolved. The Company must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Company intends to dissolve.

80.3 If any property remains after the Company has paid its debts, this property will be transferred to such other charitable registered social landlord as determined by The Scottish Housing Regulator.

AMENDING THESE ARTICLES

81.1 These Articles can be changed or deleted and new Articles can be introduced if three quarters of the votes at a special general meeting are in favour of the amendment(s) all in accordance with the Act and these Articles.

81.2 The Company can change its name if three quarters of the votes at a special general meeting are in favour of the change.

81.3 If the Company changes the Articles in terms of article 81.1 or changes its name in terms of article 81.2 it must notify The Scottish Housing Regulator in writing within 28 days of the change being made.

81.4 When an amendment of these Articles affects the Objects of the Company the prior approval of the Office of the Scottish Charity Regulator is required. The Company must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Company intends to amend its Objects. Any other amendment of these Articles requires to be notified to them within three months of the change having been made.

81.5 The prior approval of the Office of the Scottish Charity Regulator is required to the change of name of the Company. The Company must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Company intends to change its name.

81.6 The Company can change its registered office but must:

81.6.1 notify The Scottish Housing Regulator of the change in registered office

within 28 days of the change having been made; and

- 81.6.2 notify the Registrar of Companies of the change within 14 days of the change being made; and
- 81.6.3 notify the Office of the Scottish Charity Regulator within 3 months of the change being made.

INTERPRETING THESE ARTICLES

- 82.1 In these Articles, the following definitions and rules of interpretation shall apply:
 - 82.1.1 "**Act**" means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;
 - 82.1.2 "**Articles**" means these articles of association as originally adopted or as altered from time to time;
 - 82.1.3 "**Associate Member**" means a person entered into the Associate category of membership as referred to in Article 7.1.2;
 - 82.1.4 "**Board**" means the board of management of the Company from time to time referred to in article 37.1;
 - 82.1.5 "**Board Meeting**" means a meeting of the Board;
 - 82.1.6 "**Board Member**" means any director for the time being of the Company and shall (save where expressly excluded) include Co-opted Board Members;
 - 82.1.7 "**Chairperson**" means the chairperson of the Company referred to in article 57.5;
 - 82.1.8 "**charitable**" means both charitable under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts;
 - 82.1.9 "**clear days**" excludes, in relation to the period of a notice, the day after the notice is posted (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting;
 - 82.1.10 "**Close Relative**" means someone who is the spouse or civil partner of a person, or (being either of the same or different sex) who cohabits with that person, or is that person's parent, grandparent, child, stepchild, grandchild, brother or sister;
 - 82.1.11 "**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;

- 82.1.12 **"Co-opted Board Member"** means a Board Member co-opted to the Board in terms of article 42.1;
- 82.1.13 **"Electronic Communication"** has the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
- 82.1.14 **"Group"** means the Company, and any Subsidiary from time to time;
- 82.1.15 **"Member"** means any person who is admitted to membership of the Company in accordance with the provisions of these Articles;
- 82.1.16 **"Office Bearer"** means the Chairperson, Company Secretary and any such other office bearer of the Company appointed under article 57.5;
- 82.1.17 **"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;
- 82.1.18 **"Ordinary Member"** means a person entered into the Ordinary category of membership as referred to in Article 7.1.1;
- 82.1.19 **"Other Representatives/Tenants' Representatives"** means those Members and Board Members who shall either be tenants of the Company or shall be natural persons with an interest in those parts of Scotland in which the Company carries on its undertaking and shall not be Organisations;
- 82.1.20 **"Register of Members"** means the register of members referred to in article 62;
- 82.1.21 **"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
- 82.1.22 **"Subsidiary"** means any organisation which is from time to time a subsidiary of the Company within the meaning of Section 164 of the Housing (Scotland) Act 2010;
- 82.1.23 **"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.
- 82.2 Words in the singular also include the plural. Words in the plural also include the singular.
- 82.3 A reference to law or statute is a reference to that law or statute as re- enacted, amended or replaced.

APPENDIX 1

PROXY FORM

You must use the wording shown below to appoint a representative to vote at a meeting for you. Please see article 27.1 for more details.

I (insert name) am a member of (insert name)_____ Limited.

My address is: (please insert).

I hereby appoint (insert name) who lives at (insert address) to be my representative and vote for me at the Company's meeting on (insert date) and any other dates that meeting continues on.

Your name

Your signature

APPENDIX 2

CANCELLATION OF PROXY

You must use the wording shown below to reverse your application to send a representative to vote at a meeting for you. Please see article 27.5 for more details.

I (insert name) am a member of (insert name)_____ Limited.

My address is: (please insert).

I hereby revoke the appointment of (insert name) as my representative to vote for me at the Company's meeting on (insert date) made by me on the (insert date).

I no longer authorise the person referred to above to represent me at the meeting referred to above.

Your name