

Articles of Association as hereunder set out are as amended by Special Resolutions passed at an Extraordinary General Meeting held on 22nd October 2007

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION OF LEWISHAM TENANTS FUND

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
The Company	Lewisham Tenants Fund
The Fund	The Lewisham Tenants Fund
The Articles	These Articles of Association and the regulations of the Company
The Management Committee	The Management Committee of the Company whose members are the directors of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa.

- 1.4 The words "person" or "people" include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.
2. The Constitution of the Company; Rights of Inspection by Members
 - 2.1 The Company is established for the Objects shown in the Memorandum of Association.
 - 2.2 A copy of the Memorandum and Articles and any rules the Management Committee make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Management Committee.
3. Membership
 - 3.1 Full membership with voting rights at Annual General Meetings shall be the Full Members as at 1st September 2007, where full members are those who have completed application forms and are permanent tenants.
 - 3.2 Further members may be appointed from nominees of the tenants associations or organisations of properties in the London Borough of Lewisham owned and operated by registered social landlords who have permanent tenancies.
 - 3.3 Associate membership conferring observer status only with the right to attend and speak at General Meetings but not to vote shall be open to the following:
 - (a) Other tenant representatives from properties owned and operated by registered social landlords in the area of the London Borough of Lewisham.
 - (b) Other tenants of properties owned and operated by registered social landlords in the London Borough of Lewisham.
 - (c) One officer or deputy appointed by the London Borough of Lewisham responsible for monitoring the activities of the Company.

PROVIDED that:-

the names and correspondence addresses of the persons nominated pursuant to (a) and (b) above shall be notified in writing to the Secretary of

the Company before their associate membership becomes effective

4. Register of Members

- 4.1 The Company must keep at the Office a register of members showing their name, address and date and class of membership.
- 4.2 On signing this register, people qualifying for full membership under these Articles become full members
- 4.3 The register is available for inspection.

5. No transfer of Membership

- 5.1 None of the rights of any full member of the Company may be transferred or transmitted to any other person.

6. Ending of Membership

- 6.1 A full member stops being a full member of the Company if:
 - (a) he/she resigns from membership by giving notice in writing to the Company
 - (b) membership is ended under Article 7;
 - (c) ceases to be a permanent tenant of a registered social landlord within the borough of Lewisham
- 6.2 An associate member stops being an associate member of the Company if he/she ceases to be the representative of the body which nominated him/her PROVIDED that, the Management Committee may pass a resolution allowing anyone no longer eligible for associate membership to remain a member unless the body which he/she represented requests otherwise.

7. Removal from Membership

- 7.1 The Management Committee may by a simple majority of those present and voting suspend the rights of any member by giving him or her notice in writing of such suspension stating the reason therefor. Suspension of a member may be for any reason including the failure of the member to conduct him or herself in a reasonable manner at meetings or in any premises used by the Company.
- 7.2 Within 28 days of receiving notice of suspension the member concerned may lodge an appeal which shall be in writing and be sent to or deposited at the Office. If no appeal is received within that time, the membership of the

person concerned shall forthwith automatically cease. If an appeal is received within the above time limit, the appeal shall be considered at the next meeting of the Management Committee. The member has the right to be heard at the meeting when the Management Committee shall either allow or dismiss the appeal. If the appeal is dismissed the person concerned shall forthwith cease to be a member.

8. General Meetings

8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting held in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next.

9. Extraordinary General Meetings

9.1 All general meetings excepts annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Management Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three full members or 10% of the full members of the Company (whichever is the greater request it.

11. Notice of Meetings

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

11.2 However, even if shorter notice is given than that shown in Article 11. 1, the meeting will be treated as having been correctly called if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at it;
- (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote, but this majority must represent at least 95% of the total membership of the Company members who have voting rights.

12. Ordinary and Special Business at General Meetings
 - 12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Management Committee and Auditors, a report as to the membership of the Management Committee for the ensuing year, the appointment of Auditors, and the fixing of the payments to the Auditors.
13. Quorum
 - 13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. The quorum shall be five full members or 10% of the full membership as defined in 3.1 above, whichever is greater.
14. Adjournment if no Quorum
 - 14.1 If the meeting is called by the demand of full members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Management Committee may decide.
 - 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the full members present (being not less than two) will be a quorum.
15. Chairperson
 - 15.1 The Chairperson (if any) of the Management Committee shall be entitled to preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Management Committee present must elect one of their number to be Chairperson of the meeting.
16. Election of Chairperson by Members
 - 16.1 If at any meeting no member of the Management Committee is willing to act as Chairperson or if no member of the Management Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to preside at the meeting.

17 Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18 Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. No proxy votes are allowed.

19 Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken at such time as the Chairperson stipulates. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21 Voting and Speaking

21.1 Every full member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

22 Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend and vote at general meetings.

23. Management by Members of the Management Committee

23.1 The business of the Company shall be managed by the Management Committee constituted in accordance with article 29. They may pay all the expenses of promoting and registering the Company. They may exercise all powers of the Company which are not, by the Act or by these Articles, required to be exercised by a general meeting of the Company.

24 Powers of the Management Committee

24.1 The Management Committee may subject to such consents as the law requires exercise all the powers of the company to:

- (a) mortgage or charge its property or any part of it;
- (b) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;
- (c) effect any insurance including insurance to indemnify any member of the Management Committee for any liability as director or as trustee or otherwise PROVIDED that any such insurance shall not extend to any claim arising from any act or omission which the member or members of the Management Committee concerned knew to be a breach of duty or breach of trust or which was committed by them in reckless disregard of whether it was a breach of duty or a breach of trust or not.

25 Cheques and Bills etc

25.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Management Committee decides from time to time and cheques shall be signed by signatories authorised from time to time by the Management Committee one (at least)

of whom shall be a member of the Management Committee.

26 Indemnity of Members of the Management Committee

26.1 In the management of the affairs of the Company no member of the Management Committee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

26.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled every member of the Management Committee 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 was given in his favour 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 and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

27 Payment of reasonable expenses to members of the Management Committee

27.1 The members of the Management Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration.

28 The Keeping of the Minutes

28.1 The Management Committee must have minutes entered in the minute books:

- (a) of all appointments of officers by the Management Committee;
- (b) of the names of the members of the Management Committee present at each of its meetings and of any committee of the members of the Management Committee;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Company;
 - (ii) The Management Committee;
 - (iii) Committees or subcommittees of the Management Committee.

- 28.2 All members of the Management Committee present at the kinds of meetings mentioned in (i) and (ii) must sign their name in the book to be kept for that purpose.
- 29 The Make-up of the Management Committee
- 29.1 The existing Management Committee as at 1st September 2007 shall be the existing Directors of the Company and registered as such at Companies House. Further directors will be elected by the members in a general meeting to a maximum of 12 members at any one time.
- 29.2 In addition the Management Committee will appoint up to 4 independent directors who will be full voting members of the Management Committee, taking the total to 16. Full membership of the Company will run co-terminus with their appointment. Independent directors will have expertise in at least one of the following:
- (a) Finance
 - (b) Human resources
 - (c) Law
 - (d) Strategic and business planning
- 30 Observers at Management Committee Meetings
- 30.1 The following persons shall be entitled to attend meetings of the Management Committee with the right to speak but not to vote:
- (a) a monitoring officer or deputy appointed by the London Borough of Lewisham whose name shall be notified in writing to the Secretary of the Company
 - (b) And such other persons invited by the Management Committee from time to time
- 31 Ending of Management Committee Membership
- 31.1 A member of the Management Committee shall cease to be a member if he or she:
- (a) is employed by the Company or holds any office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (c) becomes of unsound mind; or
 - (d) resigns the office by notice in writing to the Company but only if at

least three members of the Management Committee will remain in office when the resignation takes effect; or

- (e) has his or her appointment under article 3.1 withdrawn or is replaced as its representative by the appointing Housing Panel.
- (f) being directly or indirectly interested in any contract with the Company fails to declare the nature of that interest in manner required by section 317 of the Act.

32 Removal of a Member of the Management Committee at a General Meeting

32.1 At a general meeting, the Company may remove any member of the Management Committee before the end of his or her period of office notwithstanding anything in these Articles or any agreement between the Company and the member.

32.2 Removal shall be by the Company passing an ordinary resolution to that effect at a general meeting. At least 28 day's notice must be given to the Company of the intention to move a motion to remove a member of the Management Committee and at least 21 days' notice to the membership. Once the Company receives such notice it shall immediately send a copy to the member of the Management Committee concerned. He or she shall have a right to be heard at the general meeting. He or she shall also have the right to make a written statement of reasonable length. If the statement is received in time it shall be circulated with the notice of the meeting, otherwise the member may require it to be read out at the meeting.

33 Meetings of the Management Committee

33.1 The Management Committee must meet at least once every three months.

33.2 The Management Committee may conduct its meetings in such a manner (being not inconsistent with these articles) as it wishes. Fourteen days notice of meetings shall be given to members of the Management Committee save in cases of overriding urgency when, so far as is practicable seven days notice shall be given.

33.3 Questions arising at any meeting must be decided by a majority of votes. Every member shall have one vote including the Chairperson. If the votes are equal, the Chairperson shall have a casting vote.

33.4 A member of the Management Committee may, and the Secretary if requested by a member of the Management Committee must, summon a meeting of the Management Committee.

33.5 Notice of a meeting need not be given to any member of the Management Committee who is out of the United Kingdom.

34 Officers of the Management Committee

- 34.1 The Management Committee may elect from among their members a Chairperson, Secretary, Treasurer and any other officers that it wishes to hold office until the next annual general meeting. Retiring officers may be re-elected.

35 Quorum of the Management Committee

- 35.1 The Company in general meeting may fix the quorum necessary for business to be done at a Management Committee meeting. The quorum must be a minimum of three being two tenants representatives and one independent member (see 29.1, 29.2) and shall be three unless otherwise determined.

36 Vacancies on the Management Committee

- 36.1 The Management Committee may act despite any vacancy in their number. But if the number of members falls below the quorum they may act only to summon a general meeting of the Company.

37 A Resolution may be Approved by Signature Without a Meeting

- 37.1 A resolution in writing signed by all the members of the Management Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the Management Committee or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Management Committee or sub-committee.

38 Validity of Acts Done at Meetings

- 38.1 It may be discovered that there was some defect in the appointment of a member of the Management Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Management Committee is as valid as if there were no defects or disqualification.

SUB COMMITTEES

39 Delegation of Management Committee Powers to Sub-Committees

- 39.1 The Management Committee may delegate the administration of any of its powers to Committees consisting of two or more of its members. A sub-committee must conform to any regulations that the Management Committee imposes on it.
- 39.2 The members of the Management Committee on the sub-committee may (unless the Management Committee directs otherwise) co-opt any person or people to serve on the sub-committee but only members of the Management Committee shall be entitled to vote.

- 39.3 All acts and proceedings of the sub-committee must be reported to the Management Committee as soon as possible.
- 40 Chairperson of Sub-Committees
- 40.1 A sub-committee may elect a Chairperson of its meetings if the Management Committee does not itself nominate one.
- 40.2 If at any meeting the Chairperson of the sub-committee is not present within 10 minutes after the appointed starting time, the members may choose one of their number to be Chairperson of the meeting.
- 41 Meetings of Sub-Committee
- 41.1 A sub-committee may meet and adjourn whenever it chooses.
- 41.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 41.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Management Committee.

COMPANY SECRETARY

- 42 Appointment and Removal of the Company Secretary
- 42.1 The members of the Management Committee shall appoint the Company Secretary and decide his or her period of office, pay (if not a member of the Management Committee) and conditions of service. They may also remove the Company Secretary. Any Company secretary who is paid may not also be a member of the Management Committee.
- 43 Actions of Directors and Company Secretary
- 43.1 The Act says that some actions may be taken both by a member of the Management Committee (a Director) and by the Company Secretary. If one person is both a member of the Management Committee and the Company Secretary; it is not enough for him or her to do the action first as a Management Committee member and then as Company Secretary.
- 44 The Seal
- 44.1 If the Company shall decide to use a Company Seal the Management Committee must provide safe custody of the Seal.
- 44.2 The Seal may only be used at the authority of the Management Committee or of a sub-committee authorised by the Management Committee to use it.

- 44.3 Everything to which the Seal is affixed must be:
- (a) signed by a member of the Management Committee;
 - (b) countersigned by the Secretary or by a second member of the Management Committee or by some other persons appointed by the Management Committee for that purpose.

ACCOUNTS

- 45 Proper Accounts must be kept and filed
- 45.1 Accounts shall be prepared and filed in accordance with the provisions of Part VIII of the Act.
- 46.2 The books of account must show:
- (a) all amounts received and spent by the Company, and for what;
 - (b) all sales and purchases by the Company;
 - (c) the assets and liabilities of the Company.
- 45.3 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions.
- 45.4 The books of account must be kept at such places as may be decided by the Management Committee. The books of account must always be open to inspection by members of the Management Committee.
- 46 Copies for Members
- 46.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:
- (a) A copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.
 - (b) A copy of the Auditor's report.
 - (c) A copy of the report of the members of the Management Committee.
- 47 Service of Notices
- 47.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice

may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

48 Accidental Omission of Notice

48.1 In the event that a person entitled to receive a notice of a meeting does not get it because of accidental omission or for some other reason this shall not invalidate the proceedings at the meeting concerned.

49 Who is entitled to Notice of General Meetings

49.1 Notice of every general meeting must be given to

- (a) every full and associate Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- (b) the Auditors of the Company;
- (c) all those with rights who by virtue of Article 30.1 above are entitled to attend meetings the Management Committee

49.2 No-one other than the above shall be entitled to receive a notice of general meetings.

50 Alteration of the Articles

50.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of full members of which 21 days notice has been given of the intention to pass a special resolution. At least 75% of those present and voting must vote in favour of the resolution if it is to be valid. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

50.2 Any alteration must be notified to the Registrar of Companies and (if appropriate) the Charity Commission.