

The Companies Act 1985 and 1989

Company No: 06081817

Incorporation date: 5 February 2007

**Memorandum
and
Articles of Association
of
Leeds Tenants Federation Limited**

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Sceptre Court
40 Tower Hill
London EC3N 4DX
t +44 (0) 20 7423 8000
f +44 (0) 20 7423 8001
<http://www.trowers.com>

The Companies Acts 1985 to 1989

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

Memorandum of Association

of

Leeds Tenants Federation Limited

The name of the Company is Leeds Tenants Federation Limited (the **Company**).

The registered office of the Company is to be in England and Wales.

The Objects of the Company are:

- 3.1 To support tenants and other residents in Leeds to participate in decisions about their homes and communities.
- 3.2 To represent such tenants and residents at a strategic level in city-wide and regional decision making.
- 3.3 To promote best practice in resident involvement across different housing tenures.
- 3.4 To carry out any other object which may lawfully be carried on by a company registered under the Act and which are of benefit to the communities in which the Company operates.

In carrying out its Objects the Company shall endeavour to ensure that it adheres to and promotes the principles of equality and diversity.

The Company has the following powers, which may be exercised only in promoting the Objects:

- 5.1 To work in partnership with social landlords registered with the Housing Corporation, the Council and the arms length management organisations established by the Council.
- 5.2 To represent the views of the Company's Member Organisations on the Management Committee and on committees, panels, working groups and partnership bodies of registered social landlords, the Council, the Council's managing agents and other statutory or non-statutory agencies and organisations.

- 5.3 To represent the interests of Leeds' tenants and residents in the delivery of services to communities, in the setting of service standards and service planning and the planning of investment, regeneration and housing strategy at local, neighbourhood, city-wide and regional level.
- 5.4 To develop recommendations to policy making bodies based on consultation with its membership.
- 5.5 To support and co-ordinate the activities of Member Organisations and to assist in the development of tenant participation across the city of Leeds.
- 5.6 To issue grants, donations, and services to Member Organisations, individuals and other bodies.
- 5.7 To issue publicity materials, organise conferences, seminars and events and run training sessions and educational courses.
- 5.8 To co-ordinate social and cultural events for members and to assist in the furtherance of health, and the relief of poverty and hardship.
- 5.9 To support, subscribe, join or maintain effective partnerships with organisations that have similar aims and objectives as the Company.
- 5.10 To borrow, raise funds, invite and receive contributions from any persons or organisations.
- 5.11 To purchase, take on lease, hire or otherwise acquire any property and the rights and privileges necessary.
- 5.12 To engage or employ personnel, as employees, consultants or advisers, as may be required.
- 5.13 To maintain a non-party political stance locally, nationally and internationally.
- 5.14 To do all such other lawful things as may be necessary for the attainment of the Company's Objects.
- 5.15 To pay premia to insure officers and employees against the cost of a successful defence to a criminal prosecution brought against them as officers or against personal liability incurred in respect of any act or omission which is or was alleged to be a breach of trust or breach of duty.
- 5.16 To pay properly authorised expenses, when actually incurred on the Company's business, to Management Committee Members, co-optees, members of committees established by the Management Committee, or to any other person or body determined by the Management Committee from time to time where incurred on the Company's business.

The liability of members is limited.

Every member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of

dissolution and the liabilities incurred by the Company while the contributor was a member.

7.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

7.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

The Company shall not trade for profit and nothing shall be transferred by way of profit to members.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS |
|---|
| [FULL NAME] [Address] |
| [FULL NAME] [Address] |

DATED the day of 2006

WITNESS to the above signatures:

[FULL NAME]

[Address]

The Companies Acts 1985 to 1989

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

**Articles of Association
of
Leeds Tenants Federation Limited**

Membership

- 1.1 The first members of the Company shall be the subscribers together with any person or organisation who was a member of the Leeds Tenants Federation prior to its incorporation as a Company and who signs the register of members or consents in writing to become a member.
- 1.2 Membership of the Company is open to:
- 1.2.1 all tenants and other residents in Leeds who are interested in promoting the Objects of the Company, and
- 1.2.2 all organisations recognised by the Management Committee which are interested in promoting the Objects of the Company,
and who (or which) in each case:
- 1.2.3 apply to the Company in the form required by the Management Committee,
- 1.2.4 are approved by the Management Committee, and
- 1.2.5 sign the Register of members or consents in writing to become a member either personally or (in the case of a Member Organisation) through an authorised representative.
- 1.3 No person shall be admitted to membership if admitting that person would result in 20% or more of the Company's members being local authority persons or organisations under the control of the Council within the meaning of the Local Government and Housing Act 1989.
- 1.4 The Company must maintain a register of members.

- 1.5 A member shall cease to be a member if they:
- i resign their membership in writing,
 - ii fail to renew their membership within 90 days after the date set for such renewals,
 - iii cease to meet the membership criteria approved by the Company,
 - iv they become a local authority person or become an organisation controlled by a relevant local authority and as a result 20% or more of the Company's members are local authority persons or organisations under the control of the Council within the meaning of the Local Government and Housing Act 1989,
 - v die or ceases to exist.

1.6 Membership of the Company is not transferable.

General meetings

- 2.1 Members are entitled to attend general meetings. In the case of a Member Organisation attendance shall be through an authorised representative. Persons who are not members may attend general meetings at the invitation of the Management Committee but shall not be entitled to take part in deliberations (unless asked by the chair of the meeting to do so) nor vote on any matter.
- 2.2 General meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold up to four general meetings, including an annual general meeting, each year.
- 2.3 The Management Committee may call general meetings and, on the requisition of members at least 10% of the members, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.
- 2.4 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but any general meeting may be called by shorter notice if it is so agreed:
- i in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - ii in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent of the total voting rights at the meeting of all members.

- 2.5 The notice of a general meeting shall specify the time and place of the meeting and the nature of the business to be transacted. In the case of an annual general meeting, the notice shall make clear that it is an annual general meeting.
- 2.6 The quorum for general meetings shall be 15 members who shall be present in person or through an authorised representative in the case of a Member Organisation.
- 2.7 Except where otherwise provided by the Act, every resolution shall be decided by a majority of the votes cast.
- 2.8 Except for the chair who shall have a second or casting vote, every member present in person (or through an authorised representative) shall have one vote on each resolution.
- 2.9 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.10 The chair, or if the chair is unable or unwilling to do so some other member elected by those present, shall preside at a general meeting.

Management Committee

- 3.1 The Management Committee shall comprise a maximum of 18 Management Committee Members (excluding co-optees).
- 3.2 At no time shall the number of local authority persons sitting on the Management Committee be 20% or more of the total number of Management Committee Members.
- 3.3 Only members of the Company shall be entitled to sit on the Management Committee.
- 3.4 The Management Committee may appoint co-optees to serve on the Management Committee on such terms as the Management Committee resolves and may remove such co-optees. A co-optee may act in all respects as a Management Committee Member, but they cannot take part in the deliberations nor vote on any matter except where the Management Committee has given them the specific power to do so.
- 3.5 The Management Committee shall agree a regular cycle of meetings and in all other respects may regulate their meetings as they see fit.
- 3.6 The quorum for the transaction of business at Management Committee meetings shall be one third of all Management Committee Members entitled to attend the meeting and vote.
- 3.7 Unless otherwise provided for in standing orders of the Company, questions arising at a meeting of the Management Committee shall be decided by a majority of votes and in the case of an equality of votes the chair shall have a second or casting vote.
- 3.8 A resolution in writing signed by:

- i three quarters of all the Management Committee Members entitled to receive notice of a meeting of the Management Committee or of a committee of the Management Committee, and
- ii the chair of the Company or of the relevant committee, and

shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or (as the case may be) a committee of the Management Committee duly convened and held and may consist of several documents in the like form each signed by one or more Management Committee Members.

- 3.9 At each annual general meeting of the Company, half of the Management Committee Members shall retire. Those to retire shall be those who have been longest in the office since they were last elected to the Management Committee. If the choice is between people who became Management Committee Members on the same day, those to retire shall be chosen by lot if not agreed. Retiring Management Committee Members shall be capable of re-election.
- 3.10 Prior to each annual general meeting the Management Committee shall prepare a statement setting out its requirements for the skills, qualities and experience which it needs from Management Committee Members. The statement shall set out the extent to which those requirements are met by those Management Committee Members in office, and those retiring and intending to re-offer themselves for election. The Management Committee's statement shall be sent to all Member Organisations, and Member Organisations shall be invited by the Company to nominate candidates for election to the Management Committee for the vacancies due to arise at that annual general meeting. Each Member Organisation shall be entitled to nominate one candidate.
- 3.11 Each candidate shall be required to prepare a statement in accordance with standing orders adopted by the Company from time to time supporting their nomination. Notice of nominations from Member Organisations under Article 3.10 together with each relevant candidate's statement shall be delivered to the Company at least 7 days prior to the annual general meeting. Candidates' statements will be circulated at the annual general meeting prior to elections being held.
- 3.12 Elections shall be held at each annual general meeting for candidates to be appointed to the Management Committee. Elections shall be held in accordance with the election procedure agreed by the Management Committee from time to time. At an election every member present in person or by proxy shall have one vote.
- 3.13 In casting their votes in an election, every member shall endeavour to ensure that the Management Committee possesses the skills, qualities and experience which the Company has stated it requires.
- 3.14 Whenever the Management Committee comprises fewer than 18 the Management Committee shall have the power to appoint further Management Committee Members (in addition to the Management Committee's power to co-opt). A person so appointed shall remain a Management Committee Member until the next annual general meeting following their appointment. Prior to appointing a person under this Article the Management Committee shall first invite nominations for candidates for appointment

from its Member Organisations and shall, where appropriate, give preference to such candidates when making an appointment.

- 3.15 A person appointed to fill a casual vacancy under Article 3.14 shall not count towards those Management Committee Members who are due to retire under Article 3.19.
- 3.16 Every Management Committee Member shall sign a statement and/or code of conduct confirming their obligations as a Management Committee Member, the form of which shall be determined by the Management Committee from time to time. A Management Committee Member who fails to sign such statement or code of conduct within one month of the date of their election or appointment to the Management Committee may be removed from office by the resolution of a majority of all other Management Committee Members.
- 3.17 No one can become or remain a Management Committee Member at any time if:
- 3.17.1 they are disqualified from acting as a director of a company for any reason, or
- 3.17.2 they have been convicted of an indictable offence within the last five years or they have been convicted of any other offence which in the opinion of the Management Committee brings the Company into disrepute or which is not considered by the Management Committee to be compatible with the role of a Management Committee Member, and the Management Committee resolves (by a majority) that they should be removed, or
- 3.17.3 they are not a member of the Company, or
- 3.17.4 they have absented themselves from four consecutive meetings of the Management Committee without special leave of absence from the Management Committee, or
- 3.17.5 they are, or may be, suffering from Mental Disorder (as defined by Section 1 of the Mental Health Act 1983 (as amended)) and:
- i are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or equivalent legislation, or
 - ii an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs, or
 - iii in the opinion of a registered medical practitioner they are suffering from a mental disorder by reason of which they are incapable of carrying out the duties of a Management Committee Member, or
- 3.17.6 they become a local authority person leading to a breach of the limit set out in Article 3.2,
- and any Management Committee Member who at any time ceases to qualify under this Article shall immediately cease to be a Management Committee Member.

- 3.18 Management Committee Members may be removed from the Management Committee where they have breached the Company's code of conduct or their general obligations as a Management Committee Member:
- 3.18.1 by a special resolution at a general meeting, or
- 3.18.2 by a resolution passed by three quarters of all other Management Committee Members present at a Management Committee meeting provided the following conditions are satisfied:
- i at least fourteen days' notice of the proposed resolution has been given to all Management Committee Members, and
 - ii the notice sets out in writing the alleged breach(es) of the Management Committee Members' code of conduct and/or general obligations, and
 - iii the Management Committee is satisfied that the allegation(s) is or are true.

Powers of the Management Committee

- 4.1 The business of the Company shall be directed by the Management Committee.
- 4.2 Apart from those powers which must be exercised in general meeting:
- 4.2.1 by statute; or
- 4.2.2 under these rules
- all the powers of the Company may be exercised by the Management Committee for and in the name of the Company.
- 4.3 The Management Committee shall have power to delegate, in writing, the exercise of any of its powers to any committee(s), officer(s) or employee(s) of the Company or to any other person(s) identified by the Management Committee on such terms as it determines. Such delegation may include any of the powers and discretions of the Management Committee.

Executive Committee

- 5.1 The Company shall have an Executive Committee which shall be appointed by the Management Committee and which shall be responsible for the day-to-day running of the Company. The Executive Committee shall comprise the chair, deputy chair, secretary and treasurer of the Company together with such other persons as the Management Committee may decide.
- 5.2 The Executive Committee shall have such powers as are determined by the Management Committee and shall function in accordance with standing orders of the Company agreed by the Management Committee from time to time.

Records and Accounts

Every year, within the time specified by Act, the secretary shall send the Company's annual return to Companies House. The annual return shall be accompanied by the auditor's reports, if required, for the period of the return and the accounts and balance sheets to which it refers.

Secretary

Pursuant to Section 283 of the Companies Act 1985 the Company shall have a secretary who shall be appointed by the Management Committee (and who may be an employee of the Company). The Management Committee may also appoint a deputy secretary to act as a secretary in the secretary's absence for any reason.

Treasurer

The Management Committee shall elect one of their number to act as treasurer.

Management Committee Secretary

The Management Committee shall elect one of their number to act as Management Committee Secretary who shall be appointed for a period of one year, [but who may be removed at any time during their period of appointment by the Management Committee in accordance with standing orders adopted by the Management Committee for that purpose]. The Management Committee Secretary shall carry out such administrative functions as may be determined by the Management Committee from time to time.

Chair

The Management Committee shall elect one of their number to act as chair who shall be appointed for a period of one year, [but who may be removed at any time during their period of appointment by the Management Committee in accordance with standing orders adopted by the Management Committee for that purpose]. Unless he/she is unwilling to do so, the chair shall preside over every meeting at which they are present. The Management Committee may also appoint a deputy chair.

Notices

- 11.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.
- 11.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 11.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 11.3.2 two clear days after being sent by first class post to that address,

- 11.3.3 three clear days after being sent by second class or overseas post to that address,
- 11.3.4 on the date of publication of a newspaper containing the notice,
- 11.3.5 on being handed to the member (or in the case of a Member Organisation to its authorised representative) personally or, if earlier,
- 11.3.6 as soon as the member acknowledges actual receipt.
- 11.4 A technical defect in the giving of notice of which the Management Committee Members are unaware at the time does not invalidate decisions taken at a meeting.

Dissolution

- 12.1 The Company may be dissolved by a resolution passed by no less than three-quarters of all members.
- 12.2 If the Company is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to a body having the same or similar objects to those of the Company.

Amendments to Memorandum and Articles of Association

Without prejudice to any provision of the Act, the Memorandum and Articles may be rescinded or amended only by a resolution approved by at least a majority of the Management Committee Members and by no less than three quarters of the votes cast at a general meeting of the Company.

Interpretation

In the Memorandum in and in these Articles:

the Act means the Companies Act 1985,

Articles means these articles of association,

authorised representative means an individual who is authorised by a Member Organisation to act on its behalf at meetings of the Company and whose name is given to the secretary,

chair and deputy chair means the persons appointed by the Management Committee to act as such and appointed under Article 10,

clear day means 24 hours from midnight following the relevant event,

Council means Leeds City Council or any statutory successor,

Executive Committee means the committee appointed under Article 5.1,

housing association means a housing association as defined in Section 1 of the Housing Associations Act 1985,

local authority person means any person:

- i who is or has been an elected member of the Council in the preceding four years,
- ii who is an officer of the Council, or
- iii who is or has been both an employee and either a director, manager, secretary or other similar officer (including directors) of a company which is under control of the Council,

Management Committee means the Management Committee established under Article 3,

Management Committee Members means persons who are appointed to the Management Committee,

member and **membership** refer to membership of the Company,

Member Organisation means an incorporated or unincorporated organisation which has been admitted to membership of the Company,

Memorandum means the Company's Memorandum of Association,

month means calendar month,

the Objects means the Objects of the Company as defined in clause 3 of the Memorandum,

secretary means the secretary of the Company appointed under Article 7,

treasurer means the treasurer of the Company appointed under Article 8,

written or **in writing** refers to a legible document on paper including a fax message,

year means calendar year,

14.2 Expressions defined in the Act have the same meaning.

14.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[FULL NAME]

[Address]

[FULL NAME]

[Address]

DATED the day of 2006

WITNESS to the above signatures:

[FULL NAME]

[Address]