

NATIONAL HOUSE BUILDING COUNCIL

ANNUAL GENERAL MEETING OF THE COUNCIL

to be held at The Savoy London, Strand, London, WC2.  
on Friday 21st November 1986, at 11.00 a.m.

CHANGES TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Reason for Referral

1. The Council is asked to approve an amendment to NHBC's Memorandum of Association to enable it to operate in the Channel Islands and the Isle of Man.

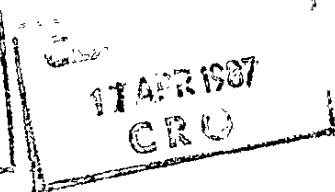
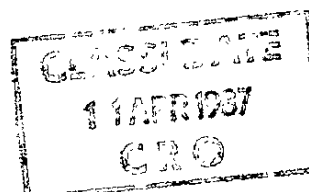
Background

2. The States of Jersey approached NHBC earlier this year to ask if NHBC would extend its scheme to Jersey; approximately 200 houses per annum would be covered.
3. Subsequently, NHBC received a similar request from a development company in the Isle of Man for the NHBC scheme to cover 200 dwellings on three sites.
4. Both the Finance and the Executive Committees have approved this proposal.

Recommendation

5. That Clause 3(A) of the Memorandum of Association should be amended by adding the words underlined:

"The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building of all forms of home accommodation)."



NATIONAL HOUSE BUILDING COUNCIL

Extract of Minutes of the Annual General Meeting  
held on 21st November 1986

10. Changes to Memorandum and Articles of Association

The Chairman introduced Paper NH86/557 and called for formal approval to allow the Council to conduct the scheme in the Channel Islands and the Isle of Man. Mr. M. Freshney proposed the amendment as set out in Paper NH86/557. This was seconded by Mr. J.C. Sharp.

..... DISCUSSION FOLLOWED .....

The matter was then put to the vote and carried.

No 320784

THE COMPANIES ACTS 1948 to 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

## Memorandum

(As amended by Special Resolutions  
passed respectively on the 25th day of July, 1968,  
the 6th day of September, 1973  
on the 7th day of December, 1981  
and on the 21st day of November, 1986)

AND

NEW

## Articles of Association

(Adopted by Special Resolutions  
passed respectively on the 6th day of September, 1973,  
on the 7th day of December, 1981,  
on the 12th day of December, 1984  
and on the 22nd day of November 1985)

NATIONAL HOUSE-BUILDING  
COUNCIL

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Incorporated the 17th day of November, 1936

COMPANY REGISTRATION	
11 APR 1987	
M	OFFICE 1

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval  
of the Secretary of State changed its name, is now  
incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

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WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION  
(the word "Limited" being omitted by Licence of  
the Board of Trade) was incorporated as a limited  
company under the Companies Act, 1929, on the  
17th November, 1936.

AND WHEREAS by special resolution of the Company  
and with the approval of the Board of Trade it  
has changed its name

NOW THEREFORE I hereby certify that the Company  
is a limited company incorporated under the name  
of THE NATIONAL HOUSE-BUILDERS REGISTRATION  
COUNCIL.

GIVEN under my hand at London, this 9th  
August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed  
respectively on the 25th day of July 1968  
and on the 6th day of September 1973).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".
2. The registered office of the Council will be situate in England.
3. (A) The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building of all forms of home accommodation).  
(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-
  - (1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

- (2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.
- (3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.
- (4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.
- (5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

- (6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.
- (7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.
- (8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.
- (9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.
- (10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.



- (11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).
- (12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.
- (13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.
- (14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.
- (15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

- (16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.
- (17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.
- (18) To borrow or raise money on such terms and on such security as may be thought fit.
- (19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (21) To do all such other things as are incidental or conducive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

- (I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

- (III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

- (a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;
- (b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;
- (c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Council for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Department of Trade and Industry to the Council in pursuance of Section 18 of the Companies Act 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed  
on the 6th day of September, 1973)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

- (i) "the Council" means National House Building Council;
- (ii) "the Act" means the Companies Act, 1948;
- (iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;
- (iv) "the Executive Committee" means the Executive Committee for the time being of the Council;
- (v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;
- (vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;
- (vii) "the Finance Committee" means the Finance Committee for the time being of the Council;
- (viii) "the Office" means the registered office for the time being of the Council;

- (ix) "the Seal" means the common seal of the Council;
- (x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;
- (xi) "month" means calendar month and "year" means calendar year;
- (xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;
- (xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 7th day of December 1981;
- (xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;
- (xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;
- (xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;
- (xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);
- (xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

- (xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);
- (xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);
- (xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);
- (xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);
- (xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;
- (xxiv) words importing the singular include the plural and vice-versa;
- (xxv) words importing the masculine gender include the feminine gender;
- (xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

#### OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

#### REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B) (1) of its Memorandum of Association, the Council:-

- (A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;
- (B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and
- (C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.



MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

<u>Name of Nominating Body</u>	<u>Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body</u>
The Royal Insitute of British Architects	3
The Royal Insitution of Chartered Surveyors	4
The Building Employers Confederation	14
The Building Societies Association	4
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1

<u>Name of the Nominating Body</u>	<u>Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body</u>
The Institution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

<u>Name of the Nominating Body</u> <u>(or joint names of the two</u> <u>joint Nominating Bodies)</u>	<u>Maximum number of</u> <u>persons capable of</u> <u>holding membership</u> <u>pursuant to a</u> <u>nomination under this</u> <u>paragraph (B) by the</u> <u>Nominating Body (or</u> <u>to a joint nomination</u> <u>under this paragraph</u> <u>(B) by the two joint</u> <u>Nominating Bodies</u>
The Royal Incorporation of Architects in Scotland ) and ) The Royal Institute of ) British Architects )	Joint Nomination      1
The Scottish Branch of The Royal Institution of Chartered Surveyors	1
The Scottish House- Builders Association	6
The Building Societies' Association	3
The Scottish Branch of the Chartered Institute of Building	1
The Law Society of Scotland	1
The Association of Consulting Engineers	1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

<u>Name of the Nominating Body</u>	<u>Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body</u>
The Federation of Building Trade Employers or Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this                      day of                      19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this                      day of                      19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Director General of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

- (i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and
- (ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.



CESSATION OF MEMBERSHIP

15. (A) . Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (Full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this                      day of                      19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

- (i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;
- (ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;
- (iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;
- (iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;
- (v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (C) of Article 38, that person ceases for any reason to be a member of the Executive Committee;
- (vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

- (vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;
- (viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;
- (xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;
- (x) if, being the Director General, he ceases for any reason to be the Director General.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS  
AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

- (i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;
- (ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and
- (iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.



(E) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

- (i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and
- (ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

#### THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

- (C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institute of British Architects.
- (D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institution of Chartered Surveyors.
- (E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Building Employers Confederation.
- (F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Union of Construction Allied Trades and Technicians.
- (G) The person (if any) who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Consumers' Association.
- (H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.
- (I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.
- (J) The Director General.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

- (A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.
- (B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-
  - (i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;
  - (ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;
  - (iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting,

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

- (iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;
- (v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

- (D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Director General) shall be appointed to any office for reward of the Council.

#### THE CHAIRMAN

42. . The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8(A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister; and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.



44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

#### HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF  
MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

- (A) if for any reason he ceases to be a member of the Council;
- (B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;
- (C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;
- (D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;
- (E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

## POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

## PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

#### THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

- (A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).
- (B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).
- (C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

#### THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

- (i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;
- (ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and
- (iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF  
MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.



69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

#### PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

- (A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).
- (B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).
- (C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

- (i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;
- (ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

- (iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

#### DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

#### POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

#### PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

#### THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

- (A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).
- (B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).
- (C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).
- (D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Director General.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100.(A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

#### THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.



DISQUALIFICATION FROM AND CESSATION OF  
MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

- (A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;
- (B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;
- (C) if, holding his said office pursuant to paragraph (D) of Article 98:-
  - (i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or
  - (ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or
  - (iii) he shall for any reason cease to be a member of the Scottish Committee;
- (D) if, holding his said office pursuant to paragraph (E) of Article 98:-
  - (i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or
  - (ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or
  - (iii) he shall for any reason cease to be a member of the Northern Ireland Committee;
- (E) if, holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Director General.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

#### POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

- (A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;
- (B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;
- (C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;
- (D) all powers and discretions of the Council regarding the investment of its funds; and
- (E) all other powers and discretions of the Council which directly affect the finances of the Council.

#### PROVIDED ALWAYS that:-

- (i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

#### PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109. (A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

#### SUB-COMMITTEES AND DELEGATION OF POWERS

117. (A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committee or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

- (i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and
- (ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

#### THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

#### THE DIRECTOR GENERAL

120. (A) The senior executive officer of the Council shall be known as the Director General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.



(C) The Director General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Director General as at the Effective Day shall be deemed to have been appointed as the Director General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director General at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

#### THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

#### ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

- (A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
- (B) all sales and purchases of goods by the Council; and
- (C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

#### AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

#### NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and
- (B) the Auditors for the time being of the Council; and
- (C) the Ministers.

No other person shall be entitled to receive notices of General Meetings.

## INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any of such Committee as aforesaid, and every Auditor, Director General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

## WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

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WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this  
14th day of November 1936.

(sd.) E.H.S MARKER  
Comptroller of the Companies  
Department authorised on  
that behalf by the President  
of the Board of Trade.