



**Company Number:** 1261380

THE COMPANIES ACTS 1985 to 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

**THE CHESHIRE FOUNDATION HOUSING ASSOCIATION**

At an Extraordinary General Meeting of the Company duly convened and held at The Coach House, Gresham Road, Staines, Middlesex on Thursday 24 September 1998 the following Special Resolution was duly passed:

1. That the Memorandum of Association of the Company be and is amended with respect to its objects as follows:-
  - 1.1 by the adoption of the following sub-clause 3(A) in place of the existing sub-clause 3(A).

“(A) To help poor people or aged, disabled, handicapped (whether physically or mentally) or chronically sick people by:-

    - i) the construction, improvement or management of housing accommodation for those who are in need thereof and any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons;
    - ii) the provision of care, services, advice or assistance to those in need thereof and without prejudice to the generality of the forgoing the arrangement and carrying out of works of improvement repair or maintenance to houses occupied by them and provision of any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons”
  - 1.2 By the adoption of the following sub clause 4(F) immediately following 4(E)

4(F) To any beneficiary member of the Committee who may receive other benefits from the Association provided that the following conditions are met:-

- (a) agendas for meetings of the Committee must identify any items for discussion or decision in which members of the Committee may have a relevant interest;
- (b) if any member of the Committee has a relevant interest in any matter to be discussed or decided at a meeting of the Committee, they must declare their relevant interest at that meeting.
- (c) if the members of the Committee are to discuss or decide a question which involves giving a direct material benefit to an individual (whether uniquely or as one of a number selected from those eligible to benefit from the Association) any member of the Committee who has a relevant interest in the award of the benefit must be absent himself from the meeting whilst the question is discussed or decided, without taking part in the discussion or decision;
- (d) the minutes of the meeting at which any benefit is given to a member of the Committee must fully record the reasons for the decision and must in particular describe the selection criteria and procedures applied in reaching it; and
- (e) benefits of the kind described in (c) above must not be awarded more frequently than twice in any calendar year.”
- (f) Not more than two members of the Committee shall be beneficiary members

2. THAT the Articles of Association of the Company be and they are amended as follows:

2.1 In the two columns of article 1, insert:

”Beneficiary member ....

any tenant or occupier of a property owned or managed by the Association or any person in receipt of care services advice or assistance from the Association or any member of the family of such a person (as defined in Section 62 of the Housing Act 1996) who is a member of the Association.”

2.2 Amend the Articles of Association by replacing the words “Committee” or “Committee of Management” wherever they appear with the word “Board”

2.3 To the end of article 5 add “but so that the Board shall not admit a beneficiary member if this would raise the proportion of beneficiary members to over one third of the total number of members of the Association.”

2.4 Delete Article 6 and substitute

“A member shall cease to be a member if

- A) he resigns his membership by notice in writing to the Committee; or
- B) he dies; or
- C) he does not participate in any general meeting of the Association from one annual general meeting to the next inclusive nor delivers written apologies in advance of any such meeting; or
- D) being a beneficiary member he ceases to be in receipt of any care, service, advice or assistance from or occupy any property owned by the Association.

2.5 To the end of article 30 add “ No more than two members of the Committee shall be beneficiary members of the Association”.

2.6 In article 32 add after “prescribed maximum” “and the prescribed maximum of beneficiary members”.

2.7 In article 39 add after “every subsequent year” the words “one half of the beneficiary members or if there is only one beneficiary member that member and one-third of the other”.

2.8 In article 44 delete “three shall be a quorum” and replace it with “four shall be a quorum”.

**The Companies Acts 1985 to 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL**

**Memorandum**

**and**

**Articles of Association**

**of**

**THE CHESHIRE FOUNDATION HOUSING  
ASSOCIATION**

**Incorporated the 3rd day of June 1976**

(As amended by a Special Resolution passed on  
Thursday 24 September 1998.)

**CERTIFICATE OF INCORPORATION**

**No. 1261380**

I HEREBY CERTIFY that THE CHESHIRE FOUNDATION HOUSING ASSOCIATION the word "Limited" being omitted by Licence of the Secretary of State for Trade is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff the 3<sup>rd</sup> June 1976.

D. A. PENDLEBURY

Assistant Registrar of Companies

**DEPARTMENT OF TRADE**

**LICENCE granted by the Secretary of State pursuant to  
Section 19(1) of the Companies Act, 1948**

WHEREAS it has been proved to the satisfaction of the Secretary of State for Trade that THE CHESHIRE FOUNDATION HOUSING ASSOCIATION an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting object of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association.

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by seven members thereof on the twenty-ninth day of March 1976, and on the conditions annexed hereto; the Secretary of State in exercise of his powers under sub-section (1) of the said Section 19, does by this licence direct that THE CHESHIRE FOUNDATION HOUSING ASSOCIATION be registered as a company with limited liability, without the addition of the word "Limited" to its name.

Signed this 7<sup>th</sup> day of April 1976.

A. RUYTEN,  
Authorised by the Secretary of State.

1. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.
2. No addition, alteration or amendment shall be made to or in Clause 4 or Clause 7 of the Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

***Memorandum of Association***

*of*

**THE CHESHIRE FOUNDATION HOUSING ASSOCIATION**

1. The name of the Company (hereinafter called "the Association") is "THE CHESHIRE FOUNDATION HOUSING ASSOCIATION".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
  - (A) To help poor people or aged, disabled, handicapped (whether physically or mentally) or chronically sick people by:-
    - i) the construction, improvement or management of housing accommodation for those who are in need thereof and any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons;
    - ii) the provision of care, services, advice or assistance to those in need thereof and without prejudice to the generality of the forgoing the arrangement and carrying out of works of improvement repair or maintenance to houses occupied by them and provision of any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons
  - (B) To set up homes for such persons and to provide facilities to enable them to engage in fruitful activities and to become fitted for employment by suitable training.
  - (C) To promote, conduct and engage in research and experimental work calculated to be of benefit to such persons and to publish the useful results of such research and experiments.
  - (D) To promote, organise, arrange and participate in conferences and meetings on subjects touching the problems of the disabled and chronic sick and those who are or have been mentally handicapped.
  - (E) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its object, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.
  - (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be necessary for the promotion of its objects.
  - (G) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be necessary for its objects.
  - (H) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

- (I) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (J) 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 in any way connected with the purposes of the Association or calculated to further its objects.
- (K) To do all such other things as are necessary for the attainment of the above objects or any of them.

Provided that the Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association 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 Board or Governing Body of the Association 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 Board or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the chancery Division or the Charity Commissioners over such Board or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject too any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

- 4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein contained shall prevent any payment in good faith by the Association:-
  - (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board or Governing Body) for any services rendered to the Association;
  - (B) of interest on money lent by any member of the Association or of its Board or Governing Body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent. whichever is the greater;
  - (C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board or Governing Body;
  - (D) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board or Governing Body may be a member holding not more than one hundredth part of the capital of the Company;

- (E) to any member of its Board or Governing Body of out-of-pocket expenses.
  - (F) To any beneficiary member of the Board who may receive other benefits from the Association provided that the following conditions are met:-
    - (a) agendas for meetings of the Board must identify any items for discussion or decision in which members of the Board may have a relevant interest;
    - (b) if any member of the Board has a relevant interest in any matter to be discussed or decided at a meeting of the Board, they must declare their relevant interest at that meeting.
    - (c) if the members of the Board are to discuss or decide a question which involves giving a direct material benefit to an individual (whether uniquely or as one of a number selected from those eligible to benefit from the Association) any member of the Board who has a relevant interest in the award of the benefit must absent himself from the meeting whilst the question is discussed or decided, without taking part in the discussion or decision;
    - (d) the minutes of the meeting at which any benefit is given to a member of the Board must fully record the reasons for the decision and must in particular describe the selection criteria and procedures applied in reaching it; and
    - (e) benefits of the kind described in (c) above must not be awarded more frequently than twice in any calendar year.
  - (f) Not more than two members of the Board shall be beneficiary members
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
7. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association 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.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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**C. N. FOXLEY-NORRIS**, Tumble Wood, Northend Common, Henley on Thames, Retired  
R.A.F. Officer, Chairman Cheshire Foundation.

**J.H. INSKIP**, Clerks, Rectory Lane, Bramshott, Nr. Liphook, Hants., Queen's Counsel.

**R.E. ELLIOTT**, Little Hendra, Shire Lane, Chorleywood, Herts., Retired Banker.

**LEONARD CHESHIRE**, Cavendish, Suffolk, R.A.F., Retired.

**BARRY RICHARDS**, Hartley Manor, Hartley, Longfield, Kent, Independent.

**H.E. MARKING**, 6A Montagu Mews North, W.1. Solicitor.

**PETER ROWLEY**, 38 Devonshire Place Mews, London. W1N 1FJ., Solicitor.

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Dated this 29<sup>th</sup> day of March, 1976.

Witness to the above Signatures:-

C.J. SHORT,  
15 Chichester Avenue,  
Ruislip,  
Middlesex.  
Secretary.

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**THE CHESHIRE FOUNDATION HOUSING ASSOCIATION**

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**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act.. ..	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association..	The above-named Association.
The Board ..	The Board for the time being of the Association.
The Office ..	The registered office of the Association.
The Seal ..	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month ..	Calendar month.
In writing ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Beneficiary member	any tenant or occupier of a property owned or managed by the Association or any person in receipt of care services advice or assistance from the Association or any member of the family of such a person (as defined in Section 62 of the Housing Act 1996) who is a member of the Association."

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is one hundred, but the Board may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Association, but so that the Board shall not admit a beneficiary member if this would raise the proportion of beneficiary members to over one third of the total number of members of the Association.

6. A member shall cease to be a member if

- A) he resigns his membership by notice in writing to the Board; or
- B) he dies; or
- C) he does not participate in any general meeting of the Association from one annual general meeting to the next inclusive nor delivers written apologies in advance of any such meeting; or
- D) being a beneficiary member he ceases to be in receipt of any care, service, advice or assistance from or occupy any property owned by the Association.

7. The rights of a member are not transferable or transmissible on his death.

### **GENERAL MEETINGS**

8. The Association 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 Board, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

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

10. The Board may whenever they think 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.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every 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) as are under these presents or under the Act entitled to receive such notices from the Association 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 meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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

## PROCEEDINGS AT GENERAL MEETINGS

13. 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 balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. 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 three members personally present shall be a quorum.

15. 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 Board 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 shall be a quorum.

16. The Chairman (if any) of the Board 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 present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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. Save as aforesaid, the member shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. 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 or by at least three members present in person or by proxy, or by a member or members present in person or by proxy 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 a 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

19. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

## VOTES OF MEMBERS

23. Subject as hereinafter provided, every member shall have one vote, whether on a show of hands or on a poll.

24. Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative as provided by section 139 of the Act. No person shall act as a proxy who is not entitled to be present and vote in his own right.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"THE CHESHIRE FOUNDATION HOUSING ASSOCIATION"

"I

"of

"a member of THE CHESHIRE FOUNDATION

"HOUSING ASSOCIATION hereby appoint

"of

"and failing him,

"to vote for me and on my behalf at the (Annual or

"Extraordinary, or Adjourned, as the case may be)

"General Meeting of the Association to be held on

"the        day of        and at every adjournment

"thereof.

"As witness my hand this        day of        19    ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.



## **BOARD**

30. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than seven nor more than twenty-five. No more than two members of the Board shall be beneficiary members of the Association.

31. The first members of the Board shall be nominated by writing under the hands of the subscribers to the Memorandum of Association or a majority of them.

32. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum and the prescribed maximum of beneficiary members be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

33. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

## **POWERS OF THE BOARD**

34. The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting but no regulation made by the Association shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

34A. The Board may delegate and shall be deemed always to have had power to delegate any of their powers so far as respects any Scheme providing Housing (either self-contained or shared whether or not constituting a hostel or Home) comprised in the Association for so long a period as they may determine to a local Committee (hereinafter in this Article called a "Local Committee"). A Local Committee shall derive its authority from the Board who may revoke that authority at any time and shall consist of such members as the Board may determine.

The Board shall have power to remove any or all of the members of a Local Committee, and in particular but without prejudice to the generality of its authority over a Local Committee, the Board may from time to time issue to a Local Committee such Regulations as it may determine. A Local Committee shall in the exercise of any powers hereby delegated to it conform to any such Regulations. The Board may at any time in its absolute discretion add to, amend or revoke the Regulations and a Local Committee shall be bound by any directions given or issued to it by the Board whether or not such directions are in conformity with the Regulations for the time being prescribed by the Board in relation to the said Scheme providing Housing for which a Local Committee may be responsible.

35. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## **SECRETARY**

36. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of section 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **THE SEAL**

37. The seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of:

- a) either the Chairman of the Board and one other Member of the Board or
- b) two Members of the Board neither of whom is the Chairman or
- c) at least one Member of the Board and the Secretary

and the said Chairman and Member or the said two Members of the Board or the said Member and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD**

38. The office of a member of the Board shall be vacated:

- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- b) If he becomes of unsound mind.
- c) If he ceases to be a member of the Association
- d) If by notice in writing to the Association he resigns his office.
- e) If he ceases to hold office by reason of any order made under section 188 of the Act.
- f) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- g) If he ceases to be a member by virtue of section 185 of the Act.

## **ROTATION OF MEMBERS OF THE BOARD**

39. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one half of the beneficiary members or if there is only one beneficiary member that member and one-third of the other one-third of the members of the Board for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

40. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.

41. The Association may, at the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Board and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

### **PROCEEDINGS OF THE BOARD**

44. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

45. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

46. The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be the Chairman of the meeting.

47. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

48. The Board may delegate any of their powers to sub-committees consisting of such member or members of the Board as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Any sub-committee so appointed shall have power if so authorized by the Board to co-opt other members (being members of the Association) to serve upon it.

49. All acts bona fide done by any meeting of the Board or of any sub-committee of the Board, or by any person acting as a member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, 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 Board.

50. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of sub-committees of the Board, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

51. A resolution in writing signed by all the members for the time being of the Board or of any sub-committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

### **ACCOUNTS**

52. The Board shall cause proper books of account to be kept with respect to:-

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

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

53. The books of accounts shall be kept at the Office, or, subject to Section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

54. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board, of the accounts and books of the Association or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

55. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any 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 provisions of section 158 (1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

### **AUDIT**

56. Once at least in every year the accounts of the Association 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.

57. Auditors shall be appointed and their duties regulated in accordance with section 159 to 161 of the Act and sections 13 and 14 of the Companies Act 1967, the members of the Board being treated as the Directors mentioned in those sections.

## **NOTICES**

58. A notice may be served by the Association 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.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **DISSOLUTION**

61. Clause 7 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these presents.

### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

C.N. FOXLEY-NORRIS, Tumble Wood, Northend Common, Henley-on-Thames,  
Retired R.A.F. Officer, Chairman Cheshire Foundation.

J.H. INSKIP, Clerks, Rectory Lane, Bramshott, Nr. Liphook, Hants.  
Queen's Counsel.

R.E. ELLIOTT, Little Hendra, Shire Lane, Chorleywood, Herts.  
Retired Banker.

LEONARD CHESHIRE, Cavendish, Suffolk,  
R.A.F. Retired.

BARRY RICHARDS, Hartley Manor, Hartley, Longfield, Kent.  
Independent

H.E. MARKING, 6A Montagu Mews North, W.1.  
Solicitor.

PETER ROWLEY, 38 Devonshire Place Mews, London. W1N 1FJ.  
Solicitor.

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Dated this 29<sup>th</sup> day of March, 1976.

Witness to the above Signatures-

C.J. SHORT,  
15 Chichester Avenue,  
Ruislip,  
Middlesex.  
Secretary.