



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Please complete,
legibly, preferably
in block type, or
bold block lettering

[] [] [] [] [] [] [] []

2224643

Name of company

* Insert full
name of Company

* TPAS LIMITED

I, RUSSELL POWER

of 190 HIGH ROAD, WILLESDEN, NW10

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]~~† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 151 HIGH ROAD

Declarant to sign below

NW10 2ST

the 10th day of FEBRUARY

One thousand nine hundred and EIGHTY - EIGHT

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

STEVEN ANTHONY EATON

SOLICITOR

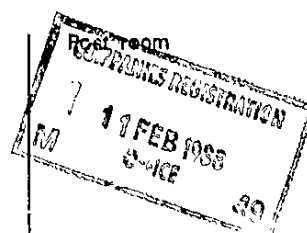
151 HIGH ROAD

NW10 2ST

Presenter's name address and
reference (if any):

RUSSELL POWER
190 HIGH ROAD
WILLESDEN
NW10 2PS

For official Use
New Companies Section



G

COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

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this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

* Insert full name
of company

Name of company

* TESTER TITESTATION ADVISORY SERVICE LIMITED TPAS SERVICE LIMITED
--

The intended situation of the registered office of the company on incorporation is as stated below

20 GROSVENOR GARDENS	
LONDON	
Postcode	SW1W 0DH

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

RUSSELL POWER	
BRENT LAW CENTRE	
190 HIGH ROAD, WILLESDEN, LONDON	
Postcode	NW10 2PS

Number of continuation sheets attached (see note 1)

5

Presenter's name address and
reference (if any):

RUSSELL POWER
BRENT LAW CENTRE
190 HIGH ROAD
WILLESDEN
LONDON NW10

For official Use
General Section

Post room

COIN	23 DEC 1987
M	OFFICE 29

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not
write in
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Name (note 3) SUSAN TARET ROBERTSHAW		Business occupation HOUSING MANAGER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 10 GULICK ST LONDON		Date of birth (where applicable) (note 6)	
Postcode N1 8HL			
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature S. Taret Robertshaw		Date 10/12/87	

† enter particulars
of other
directorships
held or previously
held (see note 5)
if this space is
insufficient use a
continuation sheet.

Name (note 3) MIKE IRVINE		Business occupation HOUSING POLICY ADVISER	
Previous name(s) (note 3)		Nationality IRISH	
Address (note 4) 8 CHESTNUT AVENUE CROUCH END LONDON		Date of birth (where applicable) (note 6)	
Postcode N8 8NY			
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature Michael Irvine		Date 10/12/1987	

Name (note 3) Hannah Dina Baruch		Business occupation VOLUNTEER WORKER	
Previous name(s) (note 3)		Nationality ISRAELI	
Address (note 4) 51, HAZELWOOD HOUSE KILGORE STREET, LEAMINGTON		Date of birth (where applicable) (note 6)	
Postcode CV8 2RP			
Other directorships † Leamington Council Committee LIA			
I consent to act as director of the company named on page 1			
Signature Hannah Baruch		Date 11/12/87	

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legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		JOHN ANTHONY WARD	
Previous name(s) (note 3)			
Address (notes 4 & 7)		20 GROSVENOR GARDENS	
		LONDON	
		Postcode	S.W.1
I consent to act as secretary of the company named on page 1			
Signature		John Ward	
		Date	10.12.87

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

	
Signature of agent on behalf of subscribers	Date 18.12.87

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 1
to Form No. 10

Company number

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Name of company

* TELECOM PARTICIPATION ASSOCIATION LIMITED TPAS LIMITED

Particulars of other directors (continued)

Name (note 3) RACHEL ELIZABETH WATERHOUSE	Business Occupation Company Director
Previous name(s) (note 3) FRANKLIN	Nationality British
Address (note 4) 252 BRISTOL ROAD BIRMINGHAM	Date of birth (where applicable) (note 6)
Postcode B5 7SL	

I consent to act as director of the company named above

Signature

Rachel E. Waterhouse

Date 10.12.87

Particulars of other directorships

Consumers' Association Ltd.

† delete if
inappropriate

continued overleaf †

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write in
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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 2
to Form No. 10

Company number

Name of company

* insert full name
of company

* ~~TECHNICAL INFORMATION ADVISORY~~
~~SECRET LIMITED~~ TPAS LIMITED

Particulars of other directors (continued)

Name (note 3) <u>Arene I. Sannon.</u>	Business Occupation <u>Consultant Advisor.</u>
Previous name(s) (note 3) <u>—</u>	Nationality <u>British</u>
Address (note 4) <u>6, Cavendish Close</u>	Date of birth (where applicable) (note 6) <u>27/1/51</u>
<u>Cavendish Road</u>	
<u>London,</u>	Postcode <u>NW6</u>
I consent to act as director of the company named above	
Signature <u>Arene I. Sannon</u>	Date <u>10/12/87</u>

Particulars of other directorships

NONE

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write in
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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 5
to Form No. 10

Company number

Name of company

* insert full name
of company

* FEWTON PATENT TYPE WORKS SECRETARY LIMITED TPAS LIMITED

Particulars of other directors (continued)

Name (note 3) STRACHAN		Business Occupation RETIRED
KATHLEEN		
Previous name(s) (note 3) BERRY		Nationality BRITISH
Address (note 4) 15, MONTAGUE STREET		Date of birth (where applicable) (note 6) 30/4/1931
COLOM, LANKS		
Postcode B38-9LP		
I consent to act as director of the company named above		
Signature <i>[Signature]</i>		Date 10/12/1987

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 4
to Form No. 10

Company number

Name of company

* Insert full name
of company

* ~~PERMANENT PROTECTION ASSURANCE SERVICE~~
~~LIMITED~~ **IPAS LIMITED**

Particulars of other directors (continued)

Name (note 3)	MRS DOROTHY HYNE.	Business Occupation	NONE
Previous name(s) (note 3)	NEE LONG.	Nationality	BRITISH.
Address (note 4)	310 DOWNHAM WAY. BROMLEY KENT	Date of birth (where applicable) (note 6)	
	Postcode	BR1 5NS.	

I consent to act as director of the company named above

Signature

Date 13.12.87.

Particulars of other directorships

NONE.

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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 5
to Form No. 10

Company number

Name of company

* Insert full name
of company

* ~~FRANKE PATTERSON SECURITY SERVICE~~
~~LIMITED~~ TPAS LIMITED

Particulars of other directors (continued)

Name (note 3) <u>ANTHONY ST. JOHN RUSSELL TROTT</u>		Business Occupation <u>HOUSING CONSULTANT.</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>88 OLD STREET</u> <u>LONDON</u>		Date of birth (where applicable) (note 6)
	Postcode <u>EC1V 9AX</u>	
I consent to act as director of the company named above		
Signature <u>Anthony Trott</u>		Date <u>14/12/87</u>

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

2224643

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

TPAS . LIMITED

1. The Company's name is *TPAS* LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are to:-

[a] promote, initiate and develop tenant participation in housing management, training, supply and services;

[b] advise and assist local authorities, housing associations, housing co-operatives, other housing bodies and tenants associations:

[1] to initiate, develop and implement plans, policies and procedures for tenant participation in housing management, training, supply and services; and

[2] to improve housing management, training, supply and services to better meet the needs of tenants;

[c] advise and assist in developing properly accountable and representative tenants associations;

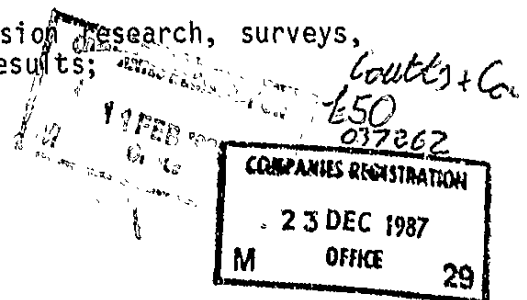
[d] identify the need for training and promote, initiate, develop and carry out training in all matters concerning tenant participation in housing management, training, supply and services;

[e] liaise and develop links with local authorities, housing associations, co-operatives and other housing bodies, tenants associations, government organisations and advice agencies and organisations of these bodies.

The Company shall ensure that its objects are carried out so that they complement services provided by existing organisations, and in particular so that they meet the needs of tenants who are women, who come from ethnic minorities, who have disabilities or who live in rural areas.

4. To promote its objects but not for any other purpose, the Company may:-

[a] promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;



- [b] write, make, commission, print, publish or distribute written materials, films, audio or visual tapes or other materials, or assist in these activities;
- [c] arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- [d] raise funds for the Company's use in any way it may think suitable and accept and receive money and funds by way of contributions, donations, grants, subscriptions, legacies, fees and any other lawful method;
- [e] purchase, lease, hire, receive in exchange or as a gift or acquire any real or personal property and any right or privilege which may be required;
- [f] sell, manage, lease, mortgage, dispose of or deal with all or any of the Company's property, with or without any payment, and subject to such conditions as the Company may think suitable, and generally to manage and spend all money belonging to the Company;
- [g] construct, maintain, remove, replace or alter any building, plant or machinery and carry any out other work which may be required;
- [h] provide, furnish, fit out, manage or maintain an office or offices and other premises that may be required;
- [i] employ and pay such employees and professional or other advisers as may be required;
- [j] grant pensions and retirement benefits to employees or former employees of the Company and to their dependents, and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependents;
- [l] borrow and raise money in such a way and on such terms and security as the Company may think suitable;
- [m] open and operate banking accounts and other facilities for banking, and draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- [n] invest and deal with the Company's money not immediately required for its objects in or upon such investments, securities or property and in any way that the Company may think fit;
- [o] purchase, subscribe for or otherwise acquire, hold and deal with shares, stocks, debentures, debenture stock and securities of any other company or corporation and establish, finance and otherwise assist any other company or corporation for any purpose so as to benefit the Company directly or indirectly;
- [p] undertake and execute any trust and agency business and support or subscribe to any charitable or public fund or institution, and if

thought desirable for such purpose to pay sums of money to any charitable or public fund or institution;

[q] establish, promote, amalgamate or co-operate with or become a part or member or affiliate or associate of or act as or appoint trustees, agents, nominees or delegates to control, manage and superintend any institutions, trusts, associations or bodies corporate or unincorporate carrying on or proposing to carry on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company;

[r] purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, trusts or associations with which the Company is authorised to amalgamate;

[s] transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, trusts or associations with which the Company is authorised to amalgamate;

[t] do all such other legal things as shall further the above objects or any of them.

5. The income and property of the Company shall be applied only to promote the objects set out in this Memorandum. No part shall be paid or transferred, directly or indirectly, to members of the Company except for payment in good faith:-

[a] of reasonable and proper wages to any employee (not being a member of its Management Committee) for any services given to the Company, and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Company;

[b] of reasonable and proper rent for premises let to the Company;

[c] of reasonable interest on money lent to the Company;

[d] of fees or other benefit to any company of which a member of the Committee is also a member and holding not more than 1/100th part of the capital.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-

[a] for the payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

[b] for the costs, charges and expenses of winding up; and

[c] for the adjustment amongst themselves of the rights of people who have contributed to the Company's assets.

8. If any property remains after the Company has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the members of the Company. It shall instead be given or transferred to some other institution or institution having similar objects to those of the Company and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as clause 5 of this Memorandum imposes on the Company. The institution or institutions which are to benefit shall be decided by the members of the Company at or before the time of dissolution.

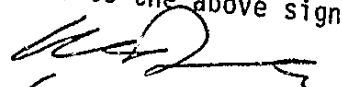
WE, the subscribers to this Memorandum, wish to be formed into a Company in accordance with this Memorandum.

Names and addresses of subscribers

S. Robert Row
 Rachel Waterhouse
 Anne Cannon
 Kathy Strockan
 John Wood
 Richard Hurst
 Hannah Banwell

10, QUICK ST LONDON N1.
 252 Bristol Road, Birmingham B5 7SL.
 6, Cavendish Close, London, NW6
 18, Montague St, COXN 888-911
 COXN 888-911
 20 Grosvenor Gardens London SW1
 8 Chestnut Avenue, London N18 5LP
 56, Hazelwood Hse, London SE8

Dated the 10th day of December 1977
 Witness to the above signatures:-


 R. T. POWER
 Solicitor
 170 High Road
 Waltham New

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

TPAS

LIMITED

INTERPRETATION

1. In these Articles, the words in the first column below have the meanings opposite to them in the second column, if consistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
These Articles	The Articles of the Company
The Committee	The Directors for the time being of the Company
The Secretary	The Secretary of the Company, or any other person appointed to perform his or her duties, including a joint, assistant or deputy Secretary
Tenant member	A member of the Company qualified by reason of Article 2 [a]
Landlord member	A member of the Company qualified by reason of Article 2 [b]
Representative	A person appointed to represent a member
Month	Calendar month
Clear days	That period, in relation to a notice, excluding the day when the notice is given and the day on which it is to take effect

Unless the contrary intention appears, words that suggest the singular shall include the plural and vice versa; words that suggest persons shall include corporations. Unless the context otherwise requires, words or expressions contained in these Articles have the same meanings as in the Act, including any statutory modification in force when these Articles become binding on the Company.

MEMBERSHIP

2. Members

The members of the Company shall be organisations which satisfy the Committee that they accept and are sympathetic to the objects of the Company, and that either:

[a] their objects and activities relate wholly or principally to the organisation of tenants; or

[b] their objects and activities relate wholly or principally to the provision of housing.

3. Admission to membership

[a] Every application for membership shall be signed by an officer of the applicant organisation and delivered with the current subscription to the Secretary.

[b] If the Committee is satisfied that the applicant organisation meets either of the criteria set out in Article 2, it shall accept the application and admit the applicant organisation to membership as a Tenant or Landlord member. If it is not satisfied, it shall reject the application and, if requested, shall give reasons for its decision.

[c] The Committee shall have an absolute discretion in deciding whether to accept or reject an application and whether a member shall be a Tenant or Landlord member.

[d] The Committee may make, alter or cancel regulations concerning eligibility for membership which shall have effect until set aside by the Committee or by a General Meeting.

4. Representatives

Every member shall appoint a Representative to act for it at any meeting of the Company. A Representative may be removed at any time and another appointed instead. Appointments and removals shall be in writing and signed by an officer of the member concerned, and shall take effect on receipt by the Secretary.

5. Honorary members

The Committee may elect any person as an honorary member. They shall have all the privileges of membership except the right to vote at meetings and to be elected as members of the Committee.

6. Consent to membership

Every member of the Company shall sign a written consent to become a member. The rights of membership may not be transferred or transmitted to any other person.

7. Subscription

Every member of the Company shall pay a subscription at such rate or rates and at such time as the Committee shall decide.

8. Expulsion of member

If the Committee at any time considers that a member or Representative has damaged the Company's interests or has ceased to fulfil the criteria for membership, the following procedure shall apply:-

[a] the Committee shall give at least 14 days written notice to the member concerned that a resolution of suspension will be moved at a specified meeting of the Committee;

[b] the member shall be entitled to be present and speak at that meeting but may not vote;

[c] after hearing any comments made by the member, the Committee may resolve to suspend the rights of that member until the next General Meeting. However, that member will still have the right to requisition and to be given notice of General Meetings and to speak and vote there on any motion for its expulsion;

[d] if satisfied that the suspended member or Representative has damaged the Company's interests or has ceased to fulfil the criteria for membership, the next General Meeting may expel that member by a vote passed by at least 2/3 of the members present and voting.

9. Termination of membership

A member of the Company shall cease to be a member:-

[a] on written resignation to the Secretary;

[b] on expulsion in accordance with these Articles;

[c] on failing to pay the current subscription within 30 days of it becoming due.

GENERAL MEETINGS

10. Annual General Meeting

The Company shall hold an Annual General Meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one Annual General Meeting and the next. It shall be held at such time and place as the Committee shall think suitable.

11. General Meetings

The Committee may call a General Meeting at any time. The Committee shall call a General Meeting on receiving a requisition to that effect, signed by 10% of the members having the right to attend and vote at General Meetings. In default, the requisitionists may call a General Meeting in accordance with section 368 of the Act.

12. Length of notice

An Annual General Meeting and a General Meeting called to pass a Special Resolution shall be called by 21 clear days written notice. Any other General Meeting shall be called by 14 clear days written notice. But a General Meeting may be called by shorter notice if it is so agreed:-

[a] in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and

[b] in the case of any other General Meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent not less than 95% of the total voting rights at that meeting of all the members.

13. Contents of notice

Every notice calling a General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an Annual General Meeting, the notice shall specify the meeting as such. If a Special Resolution is to be proposed, the notice shall contain a statement to that effect.

14. Service of notice

Notice of General Meetings shall be given to every member and to the Auditors of the Company either personally or by first class post at any address given by him or her for that purpose. Any notice served by post shall be treated as having been served 24 hours after it was posted. In proving such service it shall be sufficient to show that the letter containing the notice was properly addressed, pre-paid and posted. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice of a General Meeting shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. Chairperson

The Chairperson, or in his or her absence the Vice-Chairperson, shall preside at every General Meeting. If at any meeting they are not present, the members present shall elect a Chairperson to preside.

16. Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be 30 members or 10% of the members (whichever is less) who have a right to attend and vote at that meeting. A meeting shall be treated as being quorate unless an objection is raised at that meeting or at any adjournment. If a quorum is not present within 30 minutes from the time appointed for holding a meeting, then:

[a] if the meeting was convened on the requisition of members it shall be dissolved;

[b] if the meeting was convened by the Committee it shall be adjourned to such day, time and place as the Committee shall decide. If a quorum is not present at the adjourned meeting within 30 minutes from the time appointed for holding the meeting, the members present shall be a quorum.

17. Adjournment

The Chairperson of the meeting may, with the consent of any meeting at which a quorum is present [and shall if directed by the meeting], adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18. Notice of adjourned meeting

Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. In any other case it shall not be necessary to give notice of an adjourned meeting or of the business to be transacted.

19. Voting

At every General Meeting every member shall have one vote, provided that no member shall be entitled to vote unless any subscription due has been paid.

20. Show of hands

A resolution which is put to the vote of a meeting shall be decided on a show of hands, unless a ballot is demanded:-

- [a] by the Chairperson of the meeting; or
- [b] by at least 5 members present and entitled to vote; or
- [c] by members who are present and represent not less than 10% of the total voting rights of all the members who have a right to vote at the meeting.

Unless a ballot is demanded, a declaration by the Chairperson of the meeting that, on a show of hands, 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 Company, shall be proof of the fact.

21. Ballot

A ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately. In any other case it shall be taken at a time and place and in a way that the Chairperson of the meeting shall direct. It shall not prevent the meeting from transacting any business other than the question on which a ballot was demanded. The result of the ballot shall be treated as being the resolution of the meeting at which the ballot was demanded.

22. Casting vote

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

COMMITTEE

23. Management of affairs

[a] The Committee shall manage the business of the Company and may pay all expenses incurred in the formation of the Company.

[b] The Committee may use all the powers of the Company, except those powers which are required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act, or by these Articles, or by any regulation made by the Company in General Meeting. No such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

24. Repayment of expenses

Members of the Committee may be repaid by the Company for reasonable out of pocket expenses which they have properly incurred in connection with the affairs of the Company.

25. Payments and receipts

All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in a way that the Committee shall decide.

MEMBERS OF THE COMMITTEE

26. First members of the Committee

The first members of the Committee shall be those whose names are set out in the notice delivered to the Registrar of Companies under section 10 of the Act.

27. Retirement and re-election

At the end of every Annual General Meeting, all the members of the Committee shall retire from office but shall be eligible for re-election.

28. Composition of the Committee

The Committee shall consist of:

- [a] 7 Tenant Representatives elected by Tenant members;
- [b] 7 Landlord Representatives elected by Landlord members;
- [c] up to 6 Representatives co-opted pursuant to Article 31[a], provided that the Committee shall at all times have as co-opted members an equal number of Tenant and Landlord Representatives.

29. Elections

At every Annual General Meeting, Tenant and Landlord members shall elect their Representatives to the Committee. Nominations for election shall be in writing, signed by a Tenant or Landlord member as appropriate and given to the Secretary before the start of the meeting. If nominations exceed vacancies, election shall be by ballot.

30. Casual vacancies

Any casual vacancy among Tenant Representative members of the Committee shall be filled by the Tenant member which appointed that Representative appointing another. Any casual vacancy among Landlord Representative members of the Committee shall be filled by the Landlord member which appointed that Representative appointing another. Appointments and removals shall be in writing and signed by an officer of the member concerned, and shall take effect on receipt by the Secretary.

31. Co-opted members

[a] The Committee may co-opt up to 6 Representatives who may be women, or come from different ethnic groups, or have disabilities or live in rural areas, who shall represent such interests as members of the Committee.

[b] The Committee may co-opt anyone to be a non-voting member of the Committee. They shall be entitled to receive notice of and to attend and speak at meetings of the Committee but not to vote.

32. Termination of office

A member of the Committee shall cease to be a member:-

- [a] on written resignation to the Secretary;
- [b] on retirement in accordance with Article 27;
- [c] on ceasing to be a Representative;
- [d] on removal from office by a resolution of the Company in accordance with sections 303 and 304 of the Act;
- [e] if he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of that contract as required by section 317 of the Act;
- [f] if he or she becomes prohibited from being a member of the Committee by reason of a disqualification order made by a court under section 295 of the Act;
- [g] becomes bankrupt or makes any composition with his or her creditors generally.

The provisions of section 293 of the Act shall not apply to the Company.

PROCEEDINGS OF THE COMMITTEE

33. Officers

At its first meeting after the Annual General Meeting, and whenever a vacancy exists, the Committee shall elect a Chairperson and Secretary and such other officers as it may think fit from among the members of the Committee. An officer shall hold office until he or she:-

- [a] resigns by written notice to the Secretary;
- [b] is removed from office by a resolution of the Committee;
- [c] ceases to be a member of the Committee.

The first Chairperson shall be a Tenant Representative and the first Secretary shall be a Landlord Representative. These two offices shall alternate annually between Tenant and Landlord Representatives. The Committee shall fill any temporary vacancy with the same class of member as the member who ceased to hold office.

34. Regulation of business

The Committee shall meet, adjourn and otherwise regulate its business as it may decide. Unless the Committee decides otherwise, 6 members of the Committee, including at least 3 Tenant Representatives and at least 3 Landlord Representatives, shall be a quorum.

35. Voting at meetings

Questions arising at any meeting shall be decided by a majority of votes. If the votes are equal, the chairperson of the meeting shall have a second casting vote.

36. Chairperson

The Chairperson shall preside at Committee meetings. If at any meeting he or she is absent, the members present shall elect a chairperson to preside.

37. Calling meetings

The Secretary may, and on the request of a member of the Committee shall, call a meeting of the Committee by 14 days written notice given to its members, either personally or by first class post. In the case of urgent business, the Secretary may call a meeting by shorter notice.

38. Delegation of powers

The Committee may delegate any of its powers to sub-committees consisting of any persons that the Committee shall think suitable. The Committee may make, amend and revoke regulations for the purpose of defining the membership, functions and powers of any sub-committee which shall report its acts and proceedings to and conform to any regulations imposed by the Committee.

39. Vacancies

The Committee may act in spite of any vacancy, but if the number of members of the Committee is reduced to less than the number prescribed as the quorum, the Committee may only act for the purpose of filling up vacancies in the Committee or summoning a General Meeting.

40. Validity of acts

Acts done by the Committee or by any person acting as a member of the Committee shall be valid in spite of any defect in the appointment or continuance in office of any person acting as a member of the Committee.

41. Minutes

The Committee shall cause proper minutes to be made:-

[a] of all appointments of officers made by the Committee;

[b] of all proceedings and resolutions of meetings of the Company, the Committee and any sub committee of the Committee, and of the names of persons present at such meetings.

Minutes of any meeting, if signed by the chairperson of that meeting, or by the chairperson of the next meeting, shall be conclusive evidence of the facts stated therein.

42. Resolution in writing

A resolution in writing, signed by all the members of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. It may consist of several documents in like form, each signed by one or more of the members of the Committee.

43. Acts of the Secretary

A provision requiring an act to be done by or to a member of the Committee and the Secretary shall not be satisfied if it is done by or to the same person acting in both capacities.

THE SEAL

44. The Committee shall provide for the safe custody of the Common Seal of the Company. It shall only be used with the authority of the Committee. Every document to which the Seal shall be affixed shall be signed by two members of the Committee.

ACCOUNTS

45. Books of account

The Committee shall cause accounts to be kept in accordance with section 221 of the Act. They shall include records of:-

- [a] all sums of money received and spent by the Company and details of the transactions involved;
- [b] all sales and purchases by the Company;
- [c] the assets and liabilities of the Company.

46. Location of books

The accounting records shall be kept at the Company's Registered Office or, subject to section 222 of the Act, at such other place as the Committee shall decide. They shall always be open to inspection by members of the Company during normal office hours.

47. Preparation of accounts

In accordance with sections 227, 239 and Schedule 4 of the Act, the Committee shall cause to be prepared, printed and laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts [if any] and reports as are referred to in those sections.

48. Copies to be sent to members

A copy of every balance sheet [including every document required by law to be annexed thereto] which is to be laid before the Company in General Meeting, together with a copy of the Auditors report and Committee report, shall be sent to every member not less than 21 days before the date of the meeting.

AUDIT

49. The Company's accounts shall be audited annually. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 393 of the Act.

INDEMNITY

50. Every member, auditor and agent of the Company shall be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by doing their duty or supposed duty in their respective offices. None of them shall be answerable for the acts, receipts, neglects or defaults of the others or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any money or property belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices. The provisions of this Article shall only have effect in so far as they are not avoided by section 310 of the Act.

Names and addresses of Subscribers

10 Robert Adam

Rachel Waterhouse

Ann Danner

Kathy Macdonald

John Ward

Michael Irvine

Heather Barker

10, Quirk St London N11.

252 Bristol Road, Birmingham B57SL

6, Cavendish Close, London, NW6.

18, MONTAGUE ST., COV-LE. BBS-9AL
LANCS.

20 Grosvenor Gardens, London SW1

8 Chestnut Avenue, London N8.

51, Hackney Way, E7 11 5P,
London E8 5EP

Dated the 10th day of December 1977

Witness to the above signatures:-

 R. T. Power

Solicitor

15

190 High Road

Willesden NW10.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2224643

I hereby certify that

TPAS LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 25 FEBRUARY 1988

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer

20-1-1

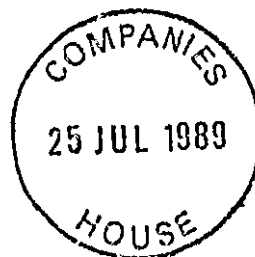
TPAS AGM 3rd June 1989

Resolution to be put to the first Annual General Meeting of TPAS Limited to amend the Articles of Association.

Article 28: Composition of the Committee to be amended to increase the number of Tenants' Representatives elected by Tenant Members from 7 to 8 and to increase the number of Landlord Representatives elected by Landlord Members from 7 to 8.

This Resolution is put by Simon McIntosh, Cambridge City Council.

Simon McIntosh



TPAS/June89/AGM/Resolution

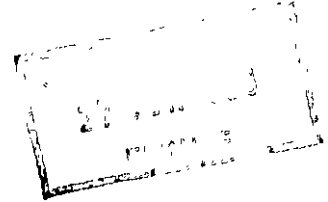
2224043

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

TPAS LIMITED

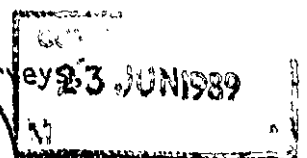
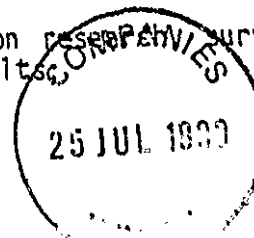


1. The Company's name is TPAS LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are to:-
 - [a] promote, initiate and develop tenant participation in housing management, training, supply and services;
 - [b] advise and assist local authorities, housing associations, housing co-operatives, other housing bodies and tenants associations:
 - [1] to initiate, develop and implement plans, policies and procedures for tenant participation in housing management, training, supply and services; and
 - [2] to improve housing management, training, supply and services to better meet the needs of tenants;
 - [c] advise and assist in developing properly accountable and representative tenants associations;
 - [d] identify the need for training and promote, initiate, develop and carry out training in all matters concerning tenant participation in housing management, training, supply and services;
 - [e] liaise and develop links with local authorities, housing associations, co-operatives and other housing bodies, tenants associations, government organisations and advice agencies and organisations of these bodies.

The Company shall ensure that its objects are carried out so that they complement services provided by existing organisations, and in particular so that they meet the needs of tenants who are women, who come from ethnic minorities, who have disabilities or who live in rural areas.

4. To promote its objects but not for any other purpose, the Company may:-

[a] promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results.



[b] write, make, commission, print, publish or distribute written materials, films, audio or visual tapes or other materials, or assist in these activities;

[c] arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

[d] raise funds for the Company's use in any way it may think suitable and accept and receive money and funds by way of contributions, donations, grants, subscriptions, legacies, fees and any other lawful method;

[e] purchase, lease, hire, receive in exchange or as a gift or acquire any real or personal property and any right or privilege which may be required;

[f] sell, manage, lease, mortgage, dispose of or deal with all or any of the Company's property, with or without any payment, and subject to such conditions as the Company may think suitable, and generally to manage and spend all money belonging to the Company;

[g] construct, maintain, remove, replace or alter any building, plant or machinery and carry any out other work which may be required;

[h] provide, furnish, fit out, manage or maintain an office or offices and other premises that may be required;

[i] employ and pay such employees and professional or other advisers as may be required;

[j] grant pensions and retirement benefits to employees or former employees of the Company and to their dependents, and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependents;

[l] borrow and raise money in such a way and on such terms and security as the Company may think suitable;

[m] open and operate banking accounts and other facilities for banking, and draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;

[n] invest and deal with the Company's money not immediately required for its objects in or upon such investments, securities or property and in any way that the Company may think fit;

[o] purchase, subscribe for or otherwise acquire, hold and deal with shares, stocks, debentures, debenture stock and securities of any other company or corporation and establish, finance and otherwise assist any other company or corporation for any purpose so as to benefit the Company directly or indirectly;

[p] undertake and execute any trust and agency business and support or subscribe to any charitable or public fund or institution, and if

thought desirable for such purpose to pay sums of money to any charitable or public fund or institution;

[q] establish, promote, amalgamate or co-operate with or become a part or member or affiliate or associate of or act as or appoint trustees, agents, nominees or delegates to control, manage and superintend any institutions, trusts, associations or bodies corporate or unincorporate carrying on or proposing to carry on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company;

[r] purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, trusts or associations with which the Company is authorised to amalgamate;

[s] transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, trusts or associations with which the Company is authorised to amalgamate;

[t] do all such other legal things as shall further the above objects or any of them.

5. The income and property of the Company shall be applied only to promote the objects set out in this Memorandum. No part shall be paid or transferred, directly or indirectly, to members of the Company except for payment in good faith:-

[a] of reasonable and proper wages to any employee (not being a member of its Management Committee) for any services given to the Company, and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Company;

[b] of reasonable and proper rent for premises let to the Company;

[c] of reasonable interest or money lent to the Company;

[d] of fees or other benefit to any company of which a member of the Committee is also a member and holding not more than 1/100th part of the capital.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-

[a] for the payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

[b] for the costs, charges and expenses of winding up; and

[c] for the adjustment amongst themselves of the rights of people who have contributed to the Company's assets.

8. If any property remains after the Company has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the members of the Company. It shall instead be given or transferred to some other institution or institutions having similar objects to those of the Company and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as clause 5 of this Memorandum imposes on the Company. The institution or institutions which are to benefit shall be decided by the members of the Company at or before the time of dissolution.

WE, the subscribers to this Memorandum, wish to be formed into a Company in accordance with this Memorandum.

Names and addresses of subscribers

S. J. Robertshaw	10 Quick Street, London N.1
Rachel Waterhouse	252 Bristol Road, Birmingham B5 7SL
Irene Bannon	6 Cavendish Close, London NW6
Kathy Strachan	18 Montague Street, Colne B88 9LP
John Ward	20 Grosvenor Gardens, London SW1
Michael Irvine	8 Chestnut Avenue, London N8
Hannah Baneth	56 Hazelwood House, London SE8 5RP

Dated the 10th day of December 1987
Witness to the above signatures:-

Russell Power
Solicitor
190 High Road
Willesden NW10

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

TPAS LIMITED

INTERPRETATION

1. In these Articles, the words in the first column below have the meanings opposite to them in the second column, if consistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
These Articles	The Articles of the Company
The Committee	The Directors for the time being of the Company
The Secretary	The Secretary of the Company, or any other person appointed to perform his or her duties, including a joint, assistant or deputy Secretary
Tenant member	A member of the Company qualified by reason of Article 2 [a]
Landlord member	A member of the Company qualified by reason of Article 2 [b]
Representative	A person appointed to represent a member
Month	Calendar month
Clear days	That period, in relation to a notice, excluding the day when the notice is given and the day on which it is to take effect

Unless the contrary intention appears, words that suggest the singular shall include the plural and vice versa; words that suggest persons shall include corporations. Unless the context otherwise requires, words or expressions contained in these Articles have the same meanings as in the Act, including any statutory modification in force when these Articles become binding on the Company.

MEMBERSHIP

2. ~~Members~~

The members of the Company shall be organisations which satisfy the Committee that they accept and are sympathetic to the objects of the Company, and that either:

[a] their objects and activities relate wholly or principally to the organisation of tenants; or

[b] their objects and activities relate wholly or principally to the provision of housing.

3. Admission to membership

[a] Every application for membership shall be signed by an officer of the applicant organisation and delivered with the current subscription to the Secretary.

[b] If the Committee is satisfied that the applicant organisation meets either of the criteria set out in Article 2, it shall accept the application and admit the applicant organisation to membership as a Tenant or Landlord member. If it is not satisfied, it shall reject the application and, if requested, shall give reasons for its decision.

[c] The Committee shall have an absolute discretion in deciding whether to accept or reject an application and whether a member shall be a Tenant or Landlord member.

[d] The Committee may make, alter or cancel regulations concerning eligibility for membership which shall have effect until set aside by the Committee or by a General Meeting.

4. Representatives

Every member shall appoint a Representative to act for it at any meeting of the Company. A Representative may be removed at any time and another appointed instead. Appointments and removals shall be in writing and signed by an officer of the member concerned, and shall take effect on receipt by the Secretary.

5. Honorary members

The Committee may elect any person as an honorary member. They shall have all the privileges of membership except the right to vote at meetings and to be elected as members of the Committee.

6. Consent to membership

Every member of the Company shall sign a written consent to become a member. The rights of membership may not be transferred or transmitted to any other person.

7. Subscription

Every member of the Company shall pay a subscription at such rate or rates and at such time as the Committee shall decide.

8. Expulsion of member

If the Committee at any time considers that a member or Representative has damaged the Company's interests or has ceased to fulfil the criteria for membership, the following procedure shall apply:-

[a] the Committee shall give at least 14 days written notice to the member concerned that a resolution of suspension will be moved at a specified meeting of the Committee;

[b] the member shall be entitled to be present and speak at that meeting but may not vote;

[c] after hearing any comments made by the member, the Committee may resolve to suspend the rights of that member until the next General Meeting. However, that member will still have the right to requisition and to be given notice of General Meetings and to speak and vote there on any motion for its expulsion;

[d] if satisfied that the suspended member or Representative has damaged the Company's interests or has ceased to fulfil the criteria for membership, the next General Meeting may expel that member by a vote passed by at least 2/3 of the members present and voting.

9. Termination of membership

A member of the Company shall cease to be a member:-

- [a] on written resignation to the Secretary;
- [b] on expulsion in accordance with these Articles;
- [c] on failing to pay the current subscription within 30 days of it becoming due.

GENERAL MEETINGS

10. Annual General Meeting

The Company shall hold an Annual General Meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one Annual General Meeting and the next. It shall be held at such time and place as the Committee shall think suitable.

11. General Meetings

The Committee may call a General Meeting at any time. The Committee shall call a General Meeting on receiving a requisition to that effect, signed by 10% of the members having the right to attend and vote at General Meetings. In default, the requisitionists may call a General Meeting in accordance with section 368 of the Act.

12. Length of notice

An Annual General Meeting and a General Meeting called to pass a Special Resolution shall be called by 21 clear days written notice. Any other General Meeting shall be called by 14 clear days written notice. But a General Meeting may be called by shorter notice if it is so agreed:-

[a] in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and

[b] in the case of any other General Meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent not less than 95% of the total voting rights at that meeting of all the members.

13. Contents of notice

Every notice calling a General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an Annual General Meeting, the notice shall specify the meeting as such. If a Special Resolution is to be proposed, the notice shall contain a statement to that effect.

14. Service of notice

Notice of General Meetings shall be given to every member and to the Auditors of the Company either personally or by first class post at any address given by him or her for that purpose. Any notice served by post shall be treated as having been served 24 hours after it was posted. In proving such service it shall be sufficient to show that the letter containing the notice was properly addressed, pre-paid and posted. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice of a General Meeting shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. Chairperson

The Chairperson, or in his or her absence the Vice-Chairperson, shall preside at every General Meeting. If at any meeting they are not present, the members present shall elect a Chairperson to preside.

16. Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be 30 members or 10% of the members (whichever is less) who have a right to attend and vote at that meeting. A meeting shall be treated as being quorate unless an objection is raised at that meeting or at any adjournment. If a quorum is not present within 30 minutes from the time appointed for holding a meeting, then:

[a] if the meeting was convened on the requisition of members it shall be dissolved;

[b] if the meeting was convened by the Committee it shall be adjourned to such day, time and place as the Committee shall decide. If a quorum is not present at the adjourned meeting within 30 minutes from the time appointed for holding the meeting, the members present shall be a quorum.

17. Adjournment

The Chairperson of the meeting may, with the consent of any meeting at which a quorum is present [and shall if directed by the meeting], adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18. Notice of adjourned meeting

Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. In any other case it shall not be necessary to give notice of an adjourned meeting or of the business to be transacted.

19. Voting

At every General Meeting every member shall have one vote, provided that no member shall be entitled to vote unless any subscription due has been paid.

20. Show of hands

A resolution which is put to the vote of a meeting shall be decided on a show of hands, unless a ballot is demanded:-

- [a] by the Chairperson of the meeting; or
- [b] by at least 5 members present and entitled to vote; or
- [c] by members who are present and represent not less than 10% of the total voting rights of all the members who have a right to vote at the meeting.

Unless a ballot is demanded, a declaration by the Chairperson of the meeting that, on a show of hands, 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 Company, shall be proof of the fact.

21. Ballot

A ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately. In any other case it shall be taken at a time and place and in a way that the Chairperson of the meeting shall direct. It shall not prevent the meeting from transacting any business other than the question on which a ballot was demanded. The result of the ballot shall be treated as being the resolution of the meeting at which the ballot was demanded.

22. Casting vote

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

COMMITTEE

23. Management of affairs

[a] The Committee shall manage the business of the Company and may pay all expenses incurred in the formation of the Company.

[b] The Committee may use all the powers of the Company, except those powers which are required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act, or by these Articles, or by any regulation made by the Company in General Meeting. No such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

24. Repayment of expenses

Members of the Committee may be repaid by the Company for reasonable out of pocket expenses which they have properly incurred in connection with the affairs of the Company.

25. Payments and receipts

All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in a way that the Committee shall decide.

MEMBERS OF THE COMMITTEE

26. First members of the Committee

The first members of the Committee shall be those whose names are set out in the notice delivered to the Registrar of Companies under section 10 of the Act.

27. Retirement and re-election

At the end of every Annual General Meeting, all the members of the Committee shall retire from office but shall be eligible for re-election.

28. Composition of the Committee

The Committee shall consist of:

- [a] 8 Tenant Representatives elected by Tenant members;
- [b] 8 Landlord Representatives elected by Landlord members;
- [c] up to 6 Representatives co-opted pursuant to Article 31[a], provided that the Committee shall at all times have as co-opted members an equal number of Tenant and Landlord Representatives.

29. Elections

At every Annual General Meeting, Tenant and Landlord members shall elect their Representatives to the Committee. Nominations for election shall be in writing, signed by a Tenant or Landlord member as appropriate and given to the Secretary before the start of the meeting. If nominations exceed vacancies, election shall be by ballot.

30. Casual vacancies

Any casual vacancy among Tenant Representative members of the Committee shall be filled by the Tenant member which appointed that Representative appointing another. Any casual vacancy among Landlord Representative members of the Committee shall be filled by the Landlord member which appointed that Representative appointing another. Appointments and removals shall be in writing and signed by an officer of the member concerned, and shall take effect on receipt by the Secretary.

31. Co-opted members

[a] The Committee may co-opt up to 6 Representatives who may be women, or come from different ethnic groups, or have disabilities or live in rural areas, who shall represent such interests as members of the Committee.

[b] The Committee may co-opt anyone to be a non-voting member of the Committee. They shall be entitled to receive notice of and to attend and speak at meetings of the Committee but not to vote.

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A member of the Committee shall cease to be a member:-

- [a] on written resignation to the Secretary;
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- [d] on removal from office by a resolution of the Company in accordance with sections 303 and 304 of the Act;
- [e] if he or she is directly or indirectly interested in any contract with the Company and fails to declare the nature of that contract as required by section 317 of the Act;
- [f] if he or she becomes prohibited from being a member of the Committee by reason of a disqualification order made by a court under section 295 of the Act;
- [g] becomes bankrupt or makes any composition with his or her creditors generally.

The provisions of section 293 of the Act shall not apply to the Company.

PROCEEDINGS OF THE COMMITTEE

33. Officers

At its first meeting after the Annual General Meeting, and whenever a vacancy exists, the Committee shall elect a Chairperson and Secretary and such other officers as it may think fit from among the members of the Committee. An officer shall hold office until he or she:-

- [a] resigns by written notice to the Secretary;
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The first Chairperson shall be a Tenant Representative and the first Secretary shall be a Landlord Representative. These two offices shall alternate annually between Tenant and Landlord Representatives. The Committee shall fill any temporary vacancy with the same class of member as the member who ceased to hold office.

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The Committee shall meet, adjourn and otherwise regulate its business as it may decide. Unless the Committee decides otherwise, 6 members of the Committee, including at least 3 Tenant Representatives and at least 3 Landlord Representatives, shall be a quorum.

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The Secretary may, and on the request of a member of the Committee shall, call a meeting of the Committee by 14 days written notice given to its members, either personally or by first class post. In the case of urgent business, the Secretary may call a meeting by shorter notice.

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The Committee may act in spite of any vacancy, but if the number of members of the Committee is reduced to less than the number prescribed as the quorum, the Committee may only act for the purpose of filling up vacancies in the Committee or summoning a General Meeting.

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Acts done by the Committee or by any person acting as a member of the Committee shall be valid in spite of any defect in the appointment or continuance in office of any person acting as a member of the Committee.

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The Committee shall cause proper minutes to be made:-

[a] of all appointments of officers made by the Committee;

[b] of all proceedings and resolutions of meetings of the Company, the Committee and any sub committee of the Committee, and of the names of persons present at such meetings.

Minutes of any meeting, if signed by the chairperson of that meeting, or by the chairperson of the next meeting, shall be conclusive evidence of the facts stated therein.

42. Resolution in writing

A resolution in writing, signed by all the members of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. It may consist of several documents in like form, each signed by one or more of the members of the Committee.

43. Acts of the Secretary

A provision requiring an act to be done by or to a member of the Committee and the Secretary shall not be satisfied if it is done by or to the same person acting in both capacities.

THE SEAL

44. The Committee shall provide for the safe custody of the Common Seal of the Company. It shall only be used with the authority of the Committee. Every document to which the Seal shall be affixed shall be signed by two members of the Committee.

ACCOUNTS

45. Books of account

The Committee shall cause accounts to be kept in accordance with section 221 of the Act. They shall include records of:-

- [a] all sums of money received and spent by the Company and details of the transactions involved;
- [b] all sales and purchases by the Company;
- [c] the assets and liabilities of the Company.

46. Location of books

The accounting records shall be kept at the Company's Registered Office or, subject to section 222 of the Act, at such other place as the Committee shall decide. They shall always be open to inspection by members of the Company during normal office hours.

47. Preparation of accounts

In accordance with sections 227, 239 and Schedule 4 of the Act, the Committee shall cause to be prepared, printed and laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts [if any] and reports as are referred to in those sections.

48. Copies to be sent to members

A copy of every balance sheet [including every document required by law to be annexed thereto] which is to be laid before the Company in General Meeting, together with a copy of the Auditors report and Committee report, shall be sent to every member not less than 21 days before the date of the meeting.

AUDIT

49. The Company's accounts shall be audited annually. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 393 of the Act.

INDEMNITY

50. Every member, auditor and agent of the Company shall be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by doing their duty or supposed duty in their respective offices. None of them shall be answerable for the acts, receipts, neglects or defaults of the others or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any money or property belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices. The provisions of this Article shall only have effect in so far as they are not avoided by section 310 of the Act.

Names and addresses of Subscribers

S. J. Robertshaw	10 Quick Street, London N.1
Rachel Waterhouse	252 Bristol Road, Birmingham B5 7SL
Irene Bannon	6 Cavendish Close, London NW6
Kathy Strachan	18 Montague Street, Colne BB8 9LP
John Ward	20 Grosvenor Gardens, London SW1
Michael Irvine	8 Chestnut Avenue, London N8
Hannah Baneth	56 Hazelwood House, London SE8 5RP

Dated the 10th day of December 1987
Witness to the above signatures:-

Russell Power
Solicitor
190 High Road
Willesden NW10

COMPANY NO: 2224643

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

TPAS LIMITED

PASSED ON THE SECOND DAY OF JUNE 1990

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT THE GRANBY HOTEL, HARROGATE ON THE SECOND DAY OF JUNE 1990 THE FOLLOWING RESOLUTIONS WERE DULY PASSED:-

1. Re: Article 2 (b)

To delete Article 2 (b) and replace it with the following:

"their objects and activities relate wholly or principally to the provision by them of housing on a non-profit making basis".

2. Re: Article 4

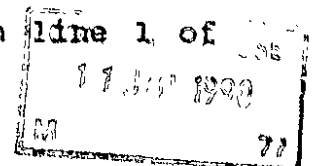
To delete Article 4 and replace it with the following:

"(a) Every member shall appoint a Representative to act for it at any meeting of the Company and may remove and appoint another Representative at any time. Appointments and removals shall be in writing and signed by an officer of the member concerned and shall take effect when approved by the Committee".

"(b) The committee may, in accordance with regulations made by the Company in General Meeting, refuse to approve the appointment of a Representative, and may remove a Representative, on receipt of a notice of appointment and at any other time. The Committee shall immediately give written notice to the member concerned requesting it to appoint a replacement".

3. Re: Article 8

To delete the words "or representatives" from line 1 of Article 8 and from line 1 of Article 8(d).



4. Re: Article 27

To delete Article 27 and replace it with the following:

"At the end of every Annual General Meeting, one half of those elected under Article 28 (a), one half of those elected under Article 28 (b) and one half of those co-opted under Article 29 (c) shall retire from office but shall be eligible to be re-elected or co-opted. Those to retire shall be the ones in each category who have been longest in office since they were last elected or co-opted. As between members of the Committee who were last elected or co-opted on the same day, and unless they agree among themselves, those to retire shall be chosen by drawing lots."

5. Re: Article 28

To add the following at the end of Article 28 (b):

"provided that no more than 4 representatives of landlord members which are local authorities may be elected;"

To consider and if thought fit pass the following resolutions which are proposed as ordinary resolutions:

6. Re: Appointment of Representatives

That a regulation be made under Article 23b stating that:

Members which are not themselves local authorities may not appoint as their representative a member or officer of a local authority. The committee are instructed not to approve the appointment of a representative if their appointment contravenes this regulation.

SIGNED: ..  ..

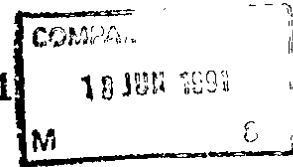
OF COMPANY

DATE: 4th July 1990

Company No: 2224643

The Companies Act 1985
Special Resolutions
of

TPAS Limited
Passed on the 8th day of June 1991



At a general meeting of the above named company duly convened and held at the Swallow Hotel in Peterborough on the 8th day of June 1991.

The following resolutions were duly passed:

1. To delete the following wording in Article 29:

"Nominations for elections shall be in writing, signed by a tenant member or a landlord member as appropriate and given to the secretary before the start of the meeting"

and replace it with the following:

"Nominations for elections shall be in writing, signed by a tenant member or a landlord member as appropriate and given to the secretary at least one week before the AGM"

2. To delete the following wording in Article 5:

"The Committee may elect any person as an honorary member"

and replace with the following:

"The Committee may elect any organisation as an honorary member provided it is a national representative body concerned with social housing or tenant involvement"

Signed:
Director/Secretary
10th June 1991

The Companies Act 1985
Special Resolutions
of
TPAS Limited
Passed on the 20th June 1993

At a general meeting of the above named company duly convened and held at the Britannia International Hotel, London Docklands on the 20th day of June 1993.

The following resolutions were duly passed:-

1. To amend Article 28 a to read:

"Eight tenant representatives who have been members of TPAS for at least six months elected by tenant members."
2. To amend Article 28 b to read:

"Eight landlord representatives who have been members of TPAS for at least six months elected by landlord members provided that no more than four representatives of landlord members which are local authorities may be elected."
3. To add the following to the end of Article 30:

"If a landlord or a tenant member is unable to find a representative who is willing and able to attend the TPAS committee, the vacancy should be offered to the tenant or landlord member who recorded the highest number of votes out of the unsuccessful candidates in the AGM election."



Signed: _____

Director/Secretary

20th June 1993

Company No: 2224643

The Companies Act 1985
Special Resolutions
of
TPAS Limited
Passed on the 10th July 1994

At a general meeting of the above named company duly convened and held at the Rainada Heathrow Hotel on 10th July 1994, the following resolution was passed.

1. To amend *Article 48* to read:

"A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting, together with a copy of the Auditors Report and Committee Report, shall be sent to every member within 21 days of the meeting".

Signed



Secretary



10th July, 1994

