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Company
Number

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE
and Not Having a Share Capital

Articles of Association of

SOLO HOUSING (East Anglia) LIMITED

SATURDAY



Interpretations

- 1 In these Articles:
"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.
"The Association" means the above-named company.
"The Executive Committee" means all those persons appointed to perform the duties of directors of the Association.
"Secretary" means any person appointed to perform the duties of the Secretary of the Association.
"Employee" means anyone holding a contract of employment with the Association to undertake eight or more hours paid work per week for the Association.
"The Seal" means the common seal of the Association.
"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.
- 2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

- 3 The first members of the Association shall be the Subscribers to the Memorandum of Association.
- 4 The Executive Committee may at its absolute discretion admit to membership individuals, corporate bodies, associations, firms, organisations and statutory bodies which support the objects of the Association, including organisations representing the interests of landlords within the area of benefit and bodies providing funding towards the work of the Association upon admission, each member shall receive a copy of the Memorandum and Articles of Association of the Association at no charge.
- 5 A corporate body or association which is a member shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Association all such rights and powers as the corporate body or association would exercise if it were an individual person. Each member organisation shall send to the Secretary of the Association written notification of their choice of representative and of any change thereto.

Register of Members

- 6 The Association shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member, and in the case of an organisation a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing within seven days of a change to their name or address.

Cessation of Membership

- 7 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
- 8 A member shall cease to be a member immediately that s/he or it:
- a) ceases to fulfill any of the qualifications for membership as specified by Article 4 or by the Executive Committee from time to time; or
 - b) resigns in writing to the Secretary; or
 - c) dies, if an individual or person; or
 - d) is wound up or goes into liquidation, if a corporate body or association; or
 - e) is expelled by the Executive Committee for conduct prejudicial to the Association, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
 - f) fails to attend (or send apologies for non-attendance) for two successive Annual General Meetings.

General Meetings

- 9 The Association shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
- 10 The business of an Annual General Meeting shall comprise:
- a) the consideration of the Report and Accounts presented by the Executive Committee;
 - b) the appointment and the fixing of the remuneration of the Auditor or Auditors;
 - c) the fixing of annual subscriptions, if any;
 - d) such other business as may have been specified in the notices calling the meeting.
- 11 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 12 The Executive Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Association, as provided by section 368 of the Act.
- 13 Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Association and other decisions so required from time to time by statute shall be made by a Special Resolution. No alteration may be made to the Memorandum or Articles of Association which shall cause the Association to cease to be a charity in law. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.

- (b) Decisions to dispense with the holding of Annual General Meetings, to dispense with the laying of accounts and reports before General Meetings, and/or to dispense with the appointment of auditors annually shall be made by an Elective Resolution. An Elective Resolution is one passed by a unanimous vote of all those entitled to attend and vote at a General Meeting. Any Elective Resolution passed may be revoked by a subsequent Ordinary Resolution.
- (c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.

Notices

- 14 All General Meetings shall be called by at least twenty-one clear days notice.
- 15 Notice of every General Meeting shall be given in writing to every member of the Association and to the Auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
- 16 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special or an Elective Resolution or a resolution to remove a member of the Executive Committee or the Auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- 17 Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
- 18 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at Annual General Meetings

- 19 No person other than a member duly registered, or the representative of an organisation which is a member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of her/his/its membership, shall be entitled to vote on any question at any General Meeting.
- 20 Every member present and every representative of a member organisation present shall have one vote on any question.
- 21 A member shall declare an interest in, and shall not debate or vote in respect or, any matter in which s/he has a personal material or financial interest without the permission of a majority of the other members present.
- 22 No business shall be transacted at an Annual General Meeting unless a quorum is present. Unless and until otherwise decided by an Annual General Meeting, seven members or one-fifth of the membership, whichever is the greater, shall be a quorum.
- 23 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Executive Committee may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only, subject to an absolute minimum of two members present.

- 24 At every Annual General Meeting the Chairperson of the Association shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chairperson of that meeting, preferably the Deputy Chair, whose function shall be to conduct the business of the meeting in an orderly manner.
- 25 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 26 At any Annual General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by representatives of at least two member organisations present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
- 27 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member and representative shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
- 28 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
- 29 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
- 30 Subject to the provisions of this Article, a resolution in writing signed by all the persons for the time being entitled to attend and vote at an Annual General Meeting shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members. A copy of any resolution passed in accordance with this Article shall be sent to the Association's auditors. If within seven days of receiving such copy the auditors inform the Association that the resolution concerns them and they require the question to be brought to a General Meeting, then the resolution shall not have effect but shall be brought to a General Meeting of the Association duly convened. If the auditors do not so inform the Association then the resolution shall have effect seven days after the copy was received by the auditors, or immediately upon the auditors informing the Association that they do not require a General Meeting to be called.
- 31 The Association may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Executive Committee

- 32 The Association shall have a Executive Committee comprising not less than six persons.
- 33 The initial Executive Committee of the Association from incorporation until the first Annual General Meeting shall be appointed by the Subscribers of the Memorandum of Association.
- 34 Members of the Executive Committee shall be appointed as follows:
- a) not more than twelve persons who are members or are the representatives of organisations which are members of the Association shall be elected individually at the Annual General Meeting by the members present;

- b) certain member organisations shall be designated by the Executive Committee as "nominating bodies", each of which shall be entitled to appoint one person to serve on the Executive Committee and/or Regional Committees as non-voting members.

In addition the Executive Committee may at any time co-opt up to three other persons who are members of the Association or who are representatives of organisations which are members to serve on the Executive Committee, provided that at no time shall more than two persons from the same member organisation serve concurrently.

- 35 Under no circumstances shall any employee of the Association or any person aged less than eighteen years be a member of the Executive Committee.
- 36 The nomination and election of Executive Committee members at the Annual General Meeting shall be undertaken in such manner as the Executive Committee may from time to time direct, provided that all members shall be entitled to nominate and vote at every election.
- 37 An Executive Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
- 38 Executive Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Executive and/or Regional Committee or General Meetings of the Association or in connection with the business of the Association.
- 39 The office of Executive Committee member shall be immediately vacated if s/he:
- (a) resigns her/his office in writing to the Association; or
 - (b) being an elected member, ceases to be a member of the Association or is the representative of an organisation which ceases to be a member or is removed or replaced as the representative of a member organisation; or
 - (c) being the nominee of a nominating body, has her/his nomination revoked by that body; or
 - (d) in the opinion of a majority of the Executive Committee, fails to declare her/his interest in any contract as referred to in Article 37; or
 - (e) is absent from two successive meetings of the Executive Committee without special leave of absence from the Executive Committee or bona fide apology and they pass a resolution that s/he has by reason of such absence vacated office; or
 - (f) becomes bankrupt or, in the opinion of the Executive Committee, incapable on medical or psychological grounds of carrying out the duties of a Executive Committee member; or
 - (g) is removed from office by resolution of the Association in General Meeting in accordance with Section 303 of the Act; or
 - (h) is prohibited by law from serving as a director of a company or as a trustee of a charity.

Honorary Officers

- 40 Members of the Executive Committee shall elect from their own number a Chairperson, Deputy Chair, Treasurer and Secretary who shall have such functions and duties as may be decided from time to time by the Executive Committee. Any such honorary officer appointed by the Executive Committee may be removed or replaced by the Executive Committee at any time.

Powers and Duties of the Executive Committee

- 41 The business of the Association shall be managed by the Executive Committee who may pay all expenses of the formation of the Association as they think fit and may exercise all such powers of the Association as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting.
- 42 No regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.

- 43 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time by resolution direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Executive Committee must be signed by at least two Executive Committee members.
- 44 Without prejudice to its general powers, the Executive Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association, subject to such consents as may be required by law.

Proceedings of the Executive Committee

- 45 Members of the Executive Committee may meet together at least four times each year for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.
- 46 Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 47 An honorary officer may and the Secretary on the requisition of two or more Executive Committee members shall summon a meeting of the Executive Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Executive Committee to any of its members for the time being absent from the United Kingdom.
- 48 The quorum necessary for the transaction of the business of the Executive Committee shall be four members of the Executive Committee, to include either Chair or Deputy Chair.
- 49 The Executive Committee may act regardless of any vacancy in their body, but if and so long as their number is less than the minimum prescribed in these Articles, the Executive Committee may act for the purposes of increasing the number of Executive Committee members to that number, or of summoning a General Meeting of the Association, but for no other purpose.
- 50 At every Executive Committee meeting the Chairperson of the Association shall preside but, if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting and the Deputy Chair is not available, the Executive Committee members present shall declare the meeting inquorate and can conduct the business on an informal basis or declare the meeting closed.
- 51 The Executive Committee shall cause accurate records to be made, in books provided for that purpose, of:
- (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the Executive Committee members, officers, members and other persons present at all General, Executive Committee, Regional and Sub-Committee meetings of the Association;
 - (c) minutes of all proceedings and resolutions at all General, Executive Committee, Regional and Sub-Committee meetings of the Association;
 - (d) all applications of the Seal to any document.
- 52 All such records and minutes shall be open to inspection during normal working hours by any member of the Association and by any person authorised by the Association in General Meeting provided that certain records and minutes may be classified as confidential by the Executive Committee and shall only be available to Current Executive Committee members.
- 53 The Executive Committee may delegate any of their powers to Regional Committees consisting of such members of their body and/or the Association as they think fit. Any Regional Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee which regulations shall always include provision for regular and prompt reports to the Executive Committee. Regional Committee meetings will be convened every quarter, attended by at least two Executive Committee members.

- 54 All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Executive Committee member.
- 55 A resolution in writing, signed by all the Executive Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more Executive Committee members.
- 56 The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.
- 57 The Articles of Association allow for special meetings to be called either by an Honorary Officer or the required number of members of the Executive Committee. These special meetings may take place via email using the process outlined below. Each special meeting will be set in motion to address one issue only. If additional issues need to be addressed, a separate meeting for each issue will be called. The special meeting will be chaired by Chair of the Executive Committee. If unavailable, the chair will be the Vice Chair of the Executive Committee. The Meeting Secretary will be the Chief Executive. In his or her absence the Meeting Secretary will be designated by the Chair. The order of business will be as follows:
- a) The Chair will send an email to all the members stating the reason for calling the meeting and providing an outline of the issue to be discussed. The Email Meeting procedures will be attached to this initial email.
 - b) The Chair will confirm the email address to be used for correspondence to conduct the meeting.
 - c) The Meeting Secretary will ascertain that a quorum (a majority of the voting members of the body) is available to participate in the meeting. Lack of a quorum will put the meeting on hold until such time as a quorum can be assembled.
 - d) When a quorum is available, the Chair will declare the meeting open and communicate that to the body. The Meeting Secretary will then assign a unique ID Number to the special meeting - this will include the date of the commencement of the meeting.
 - e) Motions will be presented, seconded and opened for discussion by following the same rules and procedures followed in regular meetings with the exceptions noted above.
 - f) Once a motion has been seconded, the Chair will then start a discussion period which will be open for a specific number of days, as determined by the Chair for the motion in question.
 - g) In order to keep everybody informed and to monitor progress of the meeting, emails pertaining to the issue being resolved will be addressed to the Meeting Secretary and have, in the subject line, the unique ID Number assigned by the Meeting Secretary.
 - h) At the end of the discussion period, the Chair will then start the voting period by submitting the motion to a vote by the members. The voting period will last for a specific period determined by the Chair or until the number of returned votes is sufficient to determine the outcome of the vote.
 - i) Each voting member will send his/her email vote to the Meeting Secretary. The Meeting Secretary will tally the votes and announce the results at the end of the voting period along with a list showing the vote of each member.
 - j) If a motion to hold a secret ballot had previously been passed, the Meeting Secretary will then announce only the results of the vote.
 - k) Once the voting results are announced, the Chair will declare the special meeting closed.
 - l) A written record of the vote will be recorded in the minutes of the meeting.

Secretary

- 58 The Executive Committee shall appoint a Secretary of the Association upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Executive Committee, except reasonable out-of-pocket expenses.

- 59 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Executive Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

- 60 If the Association has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be applied shall be signed by a Executive Committee member and shall be countersigned by the Secretary or by a second Executive Committee member. Every such application of the Seal shall be minuted.

Accounts

- 61 The Executive Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Association and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association;
 - (c) the assets and liabilities of the Association.
- 62 Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Association's affairs and explain its transactions. The accounts shall be kept at the Registered Office of the Association or, subject to section 222 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Association in General Meeting.
- 63 The Executive Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
- 64 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Association in General Meeting, together with a copy of the Auditor's report and Executive Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Association; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

- 65 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, with due reference to the regulations demanded by major funders and/or charity legislation.
- 66 Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Application of Surplus

- 67 Clause 5 of the Memorandum of Association relating to the not-for-profit nature of the Association shall have effect as if its provisions were repeated in these Articles. Any surplus of the Association shall be applied as follows, in such manner and in such proportion as may be decided by a General Meeting of the Association:
- i) to creating a general reserve for the continuation and development of the Association;
 - ii) to making payment for charitable purposes in furtherance of the objects of the Association.

Indemnity

- 68 Subject to the provisions of section 310 of the Act, in the execution of the objects of the Association no member of the Executive Committee or the Secretary, Auditor or other officer of the Association shall be liable for any loss to the property of the Association arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than willful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Dissolution

- 69 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if its provisions were repeated in these Articles.