



Private company limited by guarantee without share capital

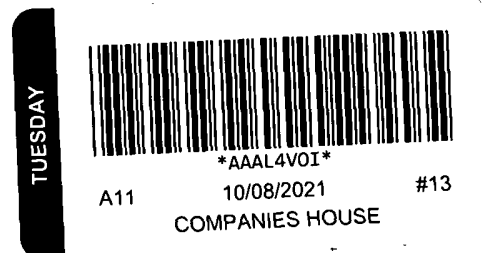
Articles of Association

of

Tir Tai Limited

Company number 06891152

Dated: July 2021



CONTENTS

1	Model articles not to apply	4
2	Defined terms	4
3	Liability of members	5
4	Objects clause	5
5	Powers	6
6	Members	6
7	Directors' general authority	6
8	Members' reserve power	6
9	Directors may delegate	7
10	Committees	7
11	Directors to take decisions collectively	7
12	Unanimous decisions	7
13	Calling a directors' meeting	8
14	Participation in directors' meetings	8
15	Quorum for directors' meetings	9
16	Chairing of directors' meetings	9
17	Casting vote	9
18	Conflicts of interest	9
19	Authorisation of directors' conflicts of interest	10
20	Records of decisions to be kept	11
21	Directors' discretion to make further rules	11
22	The board	11
23	Appointment and Removal of Directors	12
24	Termination of director's appointment	12
25	Directors' remuneration	13
26	Directors' expenses	13
27	Company secretary	13
28	Attendance and speaking at general meetings	13
29	Quorum for general meetings	14
30	Chairing general meetings	14
31	Attendance and speaking by directors and non-members	14
32	Adjournment	15
33	Voting: general	15

34	Errors and disputes	15
35	Poll votes	15
36	Content of proxy notices.....	16
37	Delivery of proxy notices	17
38	Proxies and corporate representatives	17
39	Amendments to resolutions	17
40	Written resolutions and amendments to the articles	18
41	Means of communication to be used.....	18
42	Company seals.....	19
43	No right to inspect accounts and other records.....	19
44	Provision for employees on cessation of business	19
45	Indemnity	19
46	Insurance.....	20
47	Application of Income and Property	20
48	Surplus Assets	21

1 MODEL ARTICLES NOT TO APPLY

The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008, as amended prior to the date of adoption of these Articles shall not apply to the company. References to **the articles** shall be to the following articles of association as amended from time.

2 DEFINED TERMS

2.1 In the articles, unless the context requires otherwise:

Act	means the Companies Act 2006;
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
board	means the board of directors of the company from time to time;
chair	has the meaning given in article 17;
chair of the meeting	has the meaning given in article 31;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
Company	means Tir Tai Limited a company registered in England and Wales under registration number 06891152;
director	means a director of the company, and includes any person occupying the position of director, by whatever name called;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in section 1168 of the Companies Act 2006;
hard copy form	has the meaning given in section 1168 of the Companies Act 2006;
instrument	means a document in hard copy form;

ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
Parent	means Clwyd Alyn Housing Association Limited, a society registered under the Co-operative and Community Benefit Societies Act 2014 with registered number 22360R, or any company to which the Parent transfers membership and which as a result of that transfer holds a majority of the votes in the Company;
participate	in relation to a directors' meeting, has the meaning given in article.15;
proxy notice	has the meaning given in article 36;
special resolution	has the meaning given in section 283 of the Companies Act 2006;
subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
writing	means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.

3 LIABILITY OF MEMBERS

3.1 The liability of each member is limited to £1.00 (one pound) being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up whilst the member is a member or within one year after the member ceases to be a member, for:

- 3.1.1 payment of the Company's debts and liabilities contracted before the member ceases to be a member;
- 3.1.2 payment of the costs, charges and expenses of winding up; and
- 3.1.3 adjustment of the rights of the contributories among themselves.

4 OBJECTS CLAUSE

4.1 The Company's objects shall be for the benefit of the community the business of:

- 4.1.1 providing housing;

- 4.1.2 providing accommodation;
- 4.1.3 providing assistance to help house people;
- 4.1.4 providing associated facilities and amenities;
- 4.1.5 managing houses held on leases or other lettings or blocks of flats;
- 4.1.6 facilitating and providing services in respect of the maintenance repair and improvement of houses for owners or occupiers of houses;
- 4.1.7 providing services for housing associations, other voluntary organisations and public bodies (including government departments) concerned with housing, or matters connected with housing; and
- 4.1.8 any other object that can be carried out by a company registered as a social landlord with Welsh Government.

5 POWERS

- 5.1 The Company has the power to do all such lawful things which is calculated to further its objects or is conducive or incidental to doing so.

6 MEMBERS

- 6.1 The following shall be members of the Company:
 - 6.1.1 the Parent; and
 - 6.1.2 such other persons as the Parent may admit to membership.
- 6.2 The board shall not be entitled to terminate the membership of the Parent.
- 6.3 Save as aforesaid in Article 6.2, the board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard by the board before a final decision is made.

7 DIRECTORS' GENERAL AUTHORITY

- 7.1 Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8 MEMBERS' RESERVE POWER

- 8.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9 DIRECTORS MAY DELEGATE

9.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- 9.1.1 to such person or committee;
- 9.1.2 by such means (including by power of attorney);
- 9.1.3 to such an extent;
- 9.1.4 in relation to such matters or territories; and
- 9.1.5 on such terms and conditions;

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10 COMMITTEES

10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

11 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

11.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 12.

11.2 If:

- 11.2.1 the company only has one director; and
- 11.2.2 no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

12 UNANIMOUS DECISIONS

12.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

- 12.2 Such a decision may take the form of a resolution in writing, which may consist of several copies each signed by one or more eligible directors or to which the eligible directors have otherwise indicated agreement in writing.
- 12.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 12.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

13 CALLING A DIRECTORS' MEETING

- 13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- 13.2 Notice of any directors' meeting must indicate:
- 13.2.1 its proposed date and time;
 - 13.2.2 where it is to take place; and
 - 13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting. A director may waive the requirement that notice of a meeting of the directors or of a committee of the directors be given to him at any time before or after the date on which the meeting is held by notifying the company to that effect. Where a director gives such notice after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14 PARTICIPATION IN DIRECTORS' MEETINGS

- 14.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 If all the directors participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is.

15 QUORUM FOR DIRECTORS' MEETINGS

- 15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for the transaction of business of the directors shall be two and shall include at least one director that has been appointed by the Parent.
- 15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 15.3.1 to request that the members appoint further directors; or
 - 15.3.2 to appoint such number of further directors as are required to make up the quorum required.

16 CHAIRING OF DIRECTORS' MEETINGS

- 16.1 The Parent may appoint a director to chair their meetings.
- 16.2 The person so appointed for the time being is known as the chair.
- 16.3 The Parent may require the directors to terminate the chair's appointment at any time upon giving written notice to the company.
- 16.4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17 CASTING VOTE

- 17.1 If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- 17.2 But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18 CONFLICTS OF INTEREST

- 18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, then provided that the director has disclosed his interest in such actual or proposed transaction or arrangement with the company in accordance with the Companies Acts or the provisions of these articles, he may nevertheless be counted as participating in the decision-making process for quorum and voting purposes in respect of any such matter in which the director is in any way interested, and shall not, save as otherwise agreed, be accountable to the company for any benefit which he derives under or in consequence of any such transaction or arrangement.
- 18.2 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- 18.3 Subject to article 18.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- 18.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19 AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST

- 19.1 For the purposes of section 175 of the Act, as amended, consolidated or re-enacted from time to time the directors shall have the power to authorise any relationship, situation or other matter which would or might otherwise constitute or give rise to a breach by a director of the duty to avoid conflicts of interest set out in that section of the Act (a Conflict Situation). Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 19.2 For the purposes of sections 175 and 180(4) of the Act and for all other purposes, it is acknowledged that a director may be or become subject to a Conflict Situation or Conflict Situations (as defined in the Act) as a result of his also being or having been (or being party to an agreement or arrangement or understanding or circumstances under which he may become) an employee, director, trustee, member, partner, officer or representative of, or a consultant to, or a direct or indirect investor in and/or otherwise involved with or interested in, any of the company, its subsidiaries, any of its holding companies or any subsidiary of any of its holding companies (as such terms are defined in section 1159 of the Act) or any of its members.
- 19.3 No director shall be in breach of the duty to avoid conflicts of interest in section 175 of the Act as a result of, and no authorisation is required in respect of, any Conflict Situation envisaged by article 19.2 having arisen or existing in relation to him.
- 19.4 Authorisation of a matter under this article 19 shall be effective only if:
- 19.4.1 the matter in question shall have been proposed in writing for consideration by the directors, or in such other manner as the directors may determine;
 - 19.4.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together, the interested directors); and
 - 19.4.3 the matter was agreed to without the interested directors voting or would have been agreed to if the votes of the interested directors had not been counted.
- 19.5 Unless otherwise determined by the directors (excluding the interested directors), any authorisation of a matter under this article 19 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

19.6 Any authorisation of a matter under this article 19 shall be on such terms and/or conditions as the directors (excluding the interested directors) may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the directors (excluding the interested directors) at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation, and/or the exclusion of the interested directors from all information and discussion of the matter in question. A director shall comply with any obligations imposed on him by the directors (excluding the interested directors) pursuant to any such authorisation.

19.7 If a director receives or has received any information otherwise than by virtue of his position as a director of the company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:

19.7.1 disclose any such information to the company, the directors or any other director or employee of the company; or

19.7.2 use or apply any such information in connection with the performance of his duties as a director;

provided that to the extent that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach by the director of the duty to avoid conflicts of interest set out in section 175 of the 2006 Act, this article 19.7 shall apply only if such situation or relationship has been authorised by the directors under this article.

19.8 A director shall not, save as otherwise agreed by him, be accountable to the company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors under this article and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

20 RECORDS OF DECISIONS TO BE KEPT

20.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

21 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

21.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

22 THE BOARD

22.1 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum and the minimum number is one.

22.2 A majority of directors shall always be capable of appointment by the Parent.

- 22.3 The Parent may at any time and from time to time appoint or remove from office any person to be a director.

23 APPOINTMENT AND REMOVAL OF DIRECTORS

- 23.1 Notwithstanding any other provision of these articles, they may at any time and from time to time:

23.1.1 appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these articles as the maximum number of directors); or

23.1.2 remove any director from office.

- 23.2 Every such appointment or removal shall be effected by notice in writing to the company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf the Parent.

- 23.3 In any case where, as a result of bankruptcy, the company has no members and no directors, the trustee in bankruptcy or other transmittee(s) of the last member to have a bankruptcy order made against him has the right, by notice in writing, to appoint a natural person (including himself) who is willing to act and is permitted to do so to be a director.

24 TERMINATION OF DIRECTOR'S APPOINTMENT

- 24.1 A person shall be ineligible for appointment to the board and if already appointed ceases to be a director as soon as:

24.1.1 he is removed as a director by the Parent

24.1.2 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

24.1.3 that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that person's office be vacated;

24.1.4 a bankruptcy order is made against that person;

24.1.5 a composition is made with that person's creditors generally in satisfaction of that person's debts;

24.1.6 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

24.1.7 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

24.1.8 that person is an employee of any member in the company and ceases to be employed as such for any reason;

24.1.9 that person is or becomes a person disqualified from elected membership of a local authority;

25 DIRECTORS' REMUNERATION

25.1 Directors may undertake any services for the Company that the directors decide.

25.2 Directors are entitled to such remuneration and on such terms and conditions as may be approved from time to time by the Parent.

25.3 Unless the Parent resolves otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of any associated company.

26 DIRECTORS' EXPENSES

26.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

26.1.1 meetings of directors or committees of directors;

26.1.2 general meetings; or

26.1.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

27 COMPANY SECRETARY

27.1 The directors may appoint a company secretary for such term, at such remuneration and upon such conditions as they think fit. Any Company secretary may be removed or replaced by the directors.

28 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

28.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

28.2 The Parent may call a general meeting.

28.3 A person is able to exercise the right to vote at a general meeting when:

28.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

28.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

28.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

28.5 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

28.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

29 QUORUM FOR GENERAL MEETINGS

29.1 The quorum for general meetings shall be set by the Parent.

30 CHAIRING GENERAL MEETINGS

30.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

30.2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

30.2.1 the directors present; or

30.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

30.3 The person chairing a meeting in accordance with this article is referred to as the chair of the meeting.

31 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

31.1 Directors may attend and speak at general meetings, whether or not they are members.

31.2 The chair of the meeting may permit other persons who are not:

31.2.1 members of the company; or

31.2.2 otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.

32 ADJOURNMENT

- 32.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 32.2.1 the meeting consents to an adjournment; or
 - 32.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chair of the meeting must:
- 32.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 If a general meeting is adjourned, then notice of the time and place to which it is adjourned shall be given:
- 32.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

33 VOTING: GENERAL

- 33.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

34 ERRORS AND DISPUTES

- 34.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 34.2 Any such objection must be referred to the chair of the meeting, whose decision is final.

35 POLL VOTES

- 35.1 A poll on a resolution may be demanded:

- 35.1.1 in advance of the general meeting where it is to be put to the vote, or
- 35.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2 A poll may be demanded by:
 - 35.2.1 the chairman of the meeting;
 - 35.2.2 the directors;
 - 35.2.3 any member (present in person or by proxy) having the right to attend and vote at the meeting or by a duly authorised representative of a corporation.
 - 35.2.4 A demand for a poll may, before the poll is taken, be withdrawn. A demand so withdrawn shall not invalidate the result of a vote on a show of hands declared before the demand was made.
- 35.3 Polls must be taken immediately and in such manner as the chair of the meeting directs.

36 CONTENT OF PROXY NOTICES

- 36.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:
 - 36.1.1 states the name and address of the member appointing the proxy;
 - 36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 36.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
 - 36.1.5 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - 36.1.6 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - 36.1.7 Unless a proxy notice indicates otherwise, it must be treated as:
 - 36.1.8 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 36.1.9 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

37 DELIVERY OF PROXY NOTICES

- 37.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 37.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 37.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

38 PROXIES AND CORPORATE REPRESENTATIVES

- 38.1 The failure of any proxy or corporate representative to vote in accordance with any instructions given by the member by whom such proxy or corporate representative is appointed shall not invalidate the result of any vote in which the proxy or corporate representative has participated and the Company and the directors shall be under no duty to enquire as to the instructions given to any such proxy or corporate representative.

39 AMENDMENTS TO RESOLUTIONS

- 39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 39.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
 - 39.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 39.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

40 WRITTEN RESOLUTIONS AND AMENDMENTS TO THE ARTICLES

- 40.1 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the Ac). A written resolution of the members must be approved by the Parent.
- 40.2 The articles of association of the Company may be only be changed or rescinded with the approval signified by a resolution of at least two thirds of board members and with the prior written consent of the Parent and by a resolution of the Company in accordance with the Act. An amendment to the articles of the Company shall not be valid until registered in accordance with the requirements of the Act.

41 MEANS OF COMMUNICATION TO BE USED

- 41.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 41.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 41.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 41.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 41.4.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five working days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five working days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 41.4.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 41.4.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 41.4.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 41.5 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

42 COMPANY SEALS

- 42.1 Any common seal may only be used by the authority of the directors.
- 42.2 The directors may decide by what means and in what form any common seal is to be used.
- 42.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 42.4 For the purposes of this article, an authorised person is:
- 42.4.1 any director of the Company;
 - 42.4.2 the Company secretary (if any); or
 - 42.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

43 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 43.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

44 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 44.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

45 INDEMNITY

- 45.1 The company may indemnify any relevant officer out of the assets of the company from and against any loss, liability or expense incurred by him or them in relation to the company (including any liability incurred in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act) **provided that** this article shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act . This article does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly. This article is also without prejudice to any indemnity to which any person may otherwise be entitled.

45.2 To the extent permitted by, and subject to the restrictions in, the Act and without prejudice to any indemnity to which he may otherwise be entitled, the board shall have the power to provide funds to meet any expenditure incurred or to be incurred by any relevant officer in defending any criminal or civil (including regulatory) proceedings, or in connection with an application under the Act, or to enable him to avoid incurring such expenditure.

45.3 Without prejudice to the provisions of article 46, the directors may exercise all the powers of the company to purchase and maintain insurance for the benefit of any person who is a relevant officer or an employee or former employee of the Company or any associated Company or who is or was a trustee of a retirement benefits scheme or another trust in which a relevant officer or an employee or former employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against by the Company.

45.3.1 In these articles:

45.3.2 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;

45.3.3 **relevant officer** means any current or former director, secretary or other officer of the company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), other than any person (whether an officer or not) engaged by the company (or associated company) as an auditor, to the extent he acts as an auditor.

46 INSURANCE

46.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

46.2 In this article:

46.2.1 a **relevant director** means any director or former director of the company or an associated company;

46.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

46.2.3 companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

47 APPLICATION OF INCOME AND PROPERTY

47.1 Subject to Article 46, the income and property of the company shall be applied solely towards the promotion of its objects as set forth in these articles of association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company or the directors of its board.

- 47.2 The Company shall be entitled to make such payments and grant such benefits as are permitted under Part I of Schedule 1 to the Housing Act 1996 including, without prejudice to the generality of the foregoing, paying expenses to its members and to directors of its board.

48 SURPLUS ASSETS

- 48.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any surplus assets of the Company, after all its debts and liabilities have been paid, shall on or before the dissolution of the Company be applied or transferred to:

48.1.1 the Parent; or

48.1.2 any registered charity or charities recognised as such under s200 of the Corporation Tax Act, 2010 (as amended from time to time) and having similar objects or purposes to the objects of the Company

- 48.2 Except as is already provided for in Article 48.1, the surplus assets of the Company shall not be paid to or distributed among the members of the Company.

- 48.3 In so far as effect cannot be given to Article 48.1, the surplus assets shall be transferred or given to a registered social landlord (provided that they are a registered charity or a registered society) in Wales with objects similar to the Company.

- 48.4 This Article is subject always to the provisions of paragraph 15 of Schedule 1 to the Housing Act 1996 (as may be amended, consolidated, modified, extended, re-enacted or replaced from time to time).