

The Companies Act 2006

Company limited by guarantee and not having a share capital

Articles of association

of

Northamptonshire Partnership Homes Limited (Company Number 09019453)

Amended by a special resolution dated [DATE]

1 Exclusion of model articles

None of the regulations contained in the Companies (Model Articles) Regulations 2008 apply to the Company and these Articles alone are the articles of association of the Company.

2 Definitions and interpretation

In these Articles unless the context otherwise requires:

1989 Act means the Local Government and Housing Act 1989 and any statutory modification or re-enactment thereof for the time being in force;

2006 Act means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;

Articles means these Articles of Association;

Board means the Board of directors of NPH from time to time;

Board Members means the directors for the time being of NPH;

Business Day means any day which is not either a Saturday or a Sunday or a public holiday in England;

Chair means the chair of NPH appointed pursuant to Article 33.1 or in their absence any vice or deputy chair appointed pursuant to Article 33.5;

Clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

Companies Acts means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to NPH;

Council Board Member means a Board Member who is appointed pursuant to Article 17.1;

Council means West Northamptonshire Council or any successor body thereto;

Employee means a permanent employee of NPH;

Independent Board Member means a Board Member appointed pursuant to Article 18 (and is not a Tenant Board Member);

Local Authority Person means any person:

- (a) who is a member of the Council; or
- (b) who is an officer of the Council (which for these purposes shall not include employees with non-managerial posts apart from housing employees);

NPH means the company, Northamptonshire Partnership Homes Limited;

the seal means the common seal of NPH;

Secretary means the secretary of NPH or any other person appointed to perform the duties of the secretary of NPH including a joint assistant or deputy secretary;

Tenant means an individual who alone or jointly with others holds a tenancy or lease of or a licence to occupy a residential property from and occupies a property belonging to the Council that is managed by NPH;

Tenant Board Member means a Board Member appointed pursuant to Article 18 (and is not an Independent Board Member);

the United Kingdom means Great Britain and Northern Ireland.

- 2.1 References in these Articles to a document includes, unless otherwise specified, any document sent or supplied in electronic form.
- 2.2 References in these Articles to “**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.
- 2.3 Unless the context otherwise requires:
 - 2.3.1 words importing the singular include the plural and vice versa;
 - 2.3.2 words importing any gender include all other genders; and
 - 2.3.3 words importing natural persons include corporations.
- 2.4 Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the 2006 Act in force on the date of adoption of these Articles.
- 2.5 A reference to an article by number is to any relevant article of these Articles.
- 2.6 Headings used in these Articles shall not affect their construction or interpretation.
- 2.7 References to any statute or section of a statute shall include reference to any statutory amendment, extension, modification or re-enactment of such statute or section of a statute.

3 Name

The name of the company is Northamptonshire Partnership Homes Limited.

4 Registered office

NPH's registered office is to be located in England.

5 Objects

The objects of NPH shall be in the areas where the Council or NPH owns or manages housing stock to:

- 5.1 provide manage maintain improve demolish build or convert the housing stock owned or managed by the Council from time to time together with any other amenities or facilities for the benefit of residents of such housing stock either exclusively or together with persons who are not residents of such housing stock;
- 5.2 provide amenities and services of any description for residents of housing stock owned or managed by the Council from time to time either exclusively or together with persons who are not residents of such housing stock;
- 5.3 provide advice and assistance to all tenants leaseholders and licensees of the Council and applicants for housing and applicants for housing advice in respect of housing owned managed or provided by the Council;
- 5.4 carry out any activity which contributes to regeneration or development in the area of West Northamptonshire including but not limited to:
 - 5.4.1 securing that land and buildings are brought into effective use;
 - 5.4.2 contributing to or encouraging economic development;
 - 5.4.3 creating an attractive and safe environment;
 - 5.4.4 preventing crime and anti-social behaviour or reducing the fear of crime and anti-social behaviour;
 - 5.4.5 providing or improving housing or social and recreational facilities for the purpose of encouraging people to live or work in the said area or for the purpose of benefiting people or improving the health and well-being of people who live there;
 - 5.4.6 providing employment for local people;
 - 5.4.7 providing or improving training educational facilities or health services or promoting healthy and active lifestyles for local people;
 - 5.4.8 promoting and assisting local people to make use of or to provide to local people opportunities for education training or employment;

- 5.4.9 meeting the special needs of local people which arise because of their age gender race nationality ethnic origin religion sexual orientation or disability;
- 5.4.10 assisting, promoting and providing services for residents to enable them to take part in community activities and volunteering;
- 5.5 provide acquire construct improve or manage housing;
- 5.6 provide acquire manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation;
- 5.7 provide services of any description for the Council;
- 5.8 assess and process applications by residents of housing stock owned or managed by the Council to exercise the right to buy under Part V of the Housing Act 1985 for final approval by the Council;
- 5.9 enable or assist any residents of the housing stock owned or managed by either the Council or NPH to acquire or to acquire and enter into occupation of houses;
- 5.10 acquire construct develop repair or improve houses to be sold (freehold or leasehold) or otherwise disposed of on such terms as NPH shall determine; and
- 5.11 do all such other acts and things as may be incidental or conducive to the attainment of the foregoing objects.

6 Powers

- 6.1 Subject to Article 7 NPH shall have power to do anything that a natural or corporate person can lawfully do which is necessary or expedient in furtherance of its objects unless prohibited by these Articles.
- 6.2 Subject to Article 7 and without limiting the powers described in Article 6.1 NPH shall have power to:
 - 6.2.1 carry out works to land buildings or other property;
 - 6.2.2 contract with the Council and other bodies in furtherance of NPH's objects;
 - 6.2.3 insure and arrange insurance cover for NPH from and against all such risks as NPH may determine and to pay any premium in respect of such insurance;
 - 6.2.4 provide indemnities in accordance with Article 43;
 - 6.2.5 purchase or otherwise acquire or to encourage or promote and in any way support or aid the establishment and development of any subsidiary or any other body established for the purposes of carrying on any trade or business either for the purpose of raising funds for NPH or for the furtherance of the objects of NPH;

- 6.2.6 make donations grants or loans and provide services and assistance to such natural or legal persons on such terms as NPH may determine to further the objects of NPH **provided that** in the event that NPH shall take or hold any property which may be subject to any trusts NPH shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

7 Limitation on Board Members' powers and Council's reserve power

- 7.1 NPH shall not without the prior written consent of the Council, and subject to obtaining such consents as may be required by law, do any of the following:
 - 7.1.1 invest any monies of NPH not immediately required for the furtherance of its objects; or
 - 7.1.2 borrow money, issue loan stock or raise money through the granting of security (including by way of floating charge) upon the whole or any part of NPH's property or assets (whether present or future); or
 - 7.1.3 grant security to secure and guarantee the performance by NPH of any obligation or liability it may undertake or which may become binding on it; or
 - 7.1.4 approve remuneration of £12,500 or more per annum for an individual Board Member.
- 7.2 NPH shall not do any act or thing which causes or might cause the Council to be in breach of the CIPFA Prudential Code for Capital Finance in Local Authorities.
- 7.3 The Council may by special resolution direct NPH to take or refrain from taking specified action provided that any such resolution under this Article 7.3 shall not invalidate anything which NPH has done before the passing of the resolution.

8 Application of income and property

- 8.1 The income and property of NPH shall be applied solely towards the promotion of its objects as set forth in these Articles.
- 8.2 Notwithstanding the provisions of Article 8.1 NPH may make payment in good faith:
 - 8.2.1 of reasonable and proper remuneration (including pensions, contributory pension payments, payment of premiums to pension policies and terminal grants and gratuities) to any officer or employee of NPH in return for any services rendered to NPH;
 - 8.2.2 of fees remuneration or other benefit in money or money's worth to a company or other body corporate of which a Board Member may be a member holding not more than 2% of the share capital and controlling not more than 2% of the voting rights at general meetings of such company or body corporate;

- 8.2.3 to any Board Member of reasonable out-of-pocket expenses;
 - 8.2.4 of reasonable and proper remuneration to the Council or to an employee thereof in return for any services rendered to NPH;
 - 8.2.5 of reasonable and proper rent for premises demised or let by the Council;
 - 8.2.6 of reasonable and proper remuneration (excluding pensions) to Board Members; or
 - 8.2.7 of reasonable and proper interest on money lent by the Council.
- 8.3 Notwithstanding the provisions of Articles 8.1 and 8.2 NPH may manage property in accordance with its objects (including the full range of activities it may undertake) notwithstanding the fact that a tenant lessee or licensee (or prospective tenant lessee or licensee) of such property may be a Board Member provided that no Board Member shall be entitled to speak in any debate or cast any vote in respect of any matter relating specifically to property of which they are a tenant lessee or licensee and to no other property of NPH and shall absent himself from such proceedings.

9 Equal opportunities

NPH shall at all times take into consideration the principles of equality of opportunity irrespective of age gender race nationality ethnic origin religion sexual orientation or disability.

10 Limited liability

The liability of the Council is limited.

11 Member's guarantee

The Council undertakes to contribute to the assets of NPH in the event of NPH being wound up while it is a member of NPH or within one year after it ceases to be a member of NPH for payment of the debts and liabilities of NPH contracted before it ceases to be a member of NPH and of the costs charges and expenses of winding up such amount as may be required not exceeding one pound.

12 Winding up

If upon the winding up or dissolution of NPH there remains after the satisfaction of all its debts and liabilities any property whatsoever such property shall be paid or transferred to the Housing Revenue Account (as defined in the 1989 Act) of the Council.

13 Admission of members

- 13.1 No person other than the Council shall be admitted to membership of NPH.
- 13.2 The Council shall nominate a person to act as its representative in the manner provided in Section 323 of the 2006 Act. Such representative shall have the right on behalf of the Council to attend meetings of NPH and vote thereat and to exercise all rights of membership on behalf of the Council. The Council

may from time to time revoke the nomination of such representative and nominate another representative in their place. All such nominations and revocations shall be in writing.

- 13.3 The rights of the Council shall be personal and shall not be transferable and shall be exercisable only by the Council or a duly authorised representative of the Council.

14 General meetings

- 14.1 NPH shall once in every period of twelve months hold a general meeting which for the purposes of these Articles shall be called the annual general meeting. All other general meetings shall be called extraordinary general meetings.
- 14.2 All general meetings shall be called with at least 21 clear days' notice.
- 14.3 A general meeting may be called on shorter notice if it is so agreed by the Council.
- 14.4 The notice convening a general meeting shall specify:
- 14.4.1 the time and place of the meeting;
 - 14.4.2 the general nature of the business to be transacted;
 - 14.4.3 in the case of an annual general meeting, that it is the annual general meeting.
- 14.5 The notice shall be given to the Council, the Board Members and to NPH's auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 14.6 Subject to the 2006 Act, no business shall be transacted at a general meeting except that specified in the notice convening the meeting.
- 14.7 A general meeting may take place simultaneously at different places and in any manner or through any medium or communication equipment (whether in use when these Articles are adopted or developed subsequently) which permits those attending to comprehend and comment on the proceedings.
- 14.8 A meeting held in accordance with Article 14.7 shall be deemed to take place where the Council then is. A resolution passed at any meeting held in the above manner shall be as valid and effectual as if it had been passed at a general meeting of NPH duly convened and held.
- 14.9 No business shall be transacted at any general meeting unless a quorum is present. The presence of the duly authorised representative of the Council shall constitute a quorum.
- 14.10 An entry in the minutes of any general meeting stating that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 14.11 The Chair shall chair the general meetings. Only the Council shall vote at general meetings.

14.12 The Board Members may call general meetings and on the requisition of the Council (acting by its duly appointed representative) shall forthwith proceed to convene a general meeting as required pursuant to the provisions of Section 304 of the 2006 Act. If there are not within the United Kingdom sufficient Board Members to call a general meeting any Board Member or the Council may call a general meeting.

15 Written resolutions of the Council

15.1 A written resolution approved by the Council is as valid as if it had been passed at a general meeting provided that any such decision taken by the Council pursuant to this Article 15 is recorded in writing and delivered to the registered office of NPH for entry into NPH's minute book.

15.2 Subject to the provisions of the 2006 Act, any decision taken in accordance with this Article 15 shall take effect on the date on which it is made or at such later time as may be specified by the Council when making the decision.

16 Composition of the Board

16.1 The number of Board Members shall be 12.

16.2 Four Board Members shall be Council Board Members.

16.3 Four Board Members shall be Tenant Board Members.

16.4 Four Board Members shall be Independent Board Members.

16.5 No more than five Board Members shall be Tenants.

16.6 No more than four Board Members shall be Local Authority Persons.

16.7 In the event that the number of Board Members shall be less than the numbers specified in this Article 16 the remaining Board Members shall use reasonable endeavours to appoint further Board Members and may act notwithstanding this Article.

17 Appointment and removal of Board Members by the Council

17.1 The Council shall from time to time appoint four persons as Council Board Members.

17.2 Notwithstanding any other provisions in these Articles the Council shall have the power at any time by notice in writing to NPH to appoint and remove any:

17.2.1 Council Board Member;

17.2.2 Independent Board Member; or

17.2.3 Tenant Board Member; or

17.2.4 any other Board Member.

17.3 Appointment or removal pursuant to Articles 17.1 or 17.2 shall be effected by notice in writing signed by the Council and shall take effect upon delivery

to the registered office of NPH or at such later time than such delivery as may be specified in the notice.

18 Appointment of Tenant Board Members and Independent Board Members

- 18.1 In every notice for an annual general meeting the Board shall state the Tenant Board Members and Independent Board Members continuing in office and those candidates intending to offer themselves for election and recommend individuals for appointment or reappointment as Tenant Board Members or Independent Board Members at the meeting.
- 18.2 Each Tenant Board Member and Independent Board Member shall be appointed in accordance with any Board membership policies adopted by the Board from time to time and shall be elected for a fixed term of office expiring at the conclusion of an annual general meeting (each a “**fixed term**”). The fixed term shall be for a term of three annual general meetings, unless the Board has set a lower number of annual general meetings for the relevant Board Member on their appointment. The fixed term shall include any period during which a relevant Board Member is absent from the Board following removal under Article 20.6 if such Board Member is subsequently reappointed. No fixed term shall be set which would cause the relevant Board Member to serve beyond their ninth consecutive annual general meeting.
- 18.3 At every annual general meeting each Board Member elected under Article 18.2 who has served their fixed term shall retire from office. Subject to any Board membership policies and any restrictions within these Articles, any Board Member who retires from office at an annual general meeting under this Article 18.3 shall be eligible for re-appointment.
- 18.4 Any Board Member retiring under Article 18.3 having completed nine years’ continuous service shall not be eligible for re-appointment.
- 18.5 If at elections the number of candidates for election as Board Members does not exceed the number of vacancies on the Board, the Chair shall declare those candidates as duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the Board Members as the Chair directs and in accordance with any procedures agreed by the Board from time to time, subject at all times to compliance with Article 16 and NPH’s policy for Board Member election adopted by the Board from time to time (following such consultation with Tenants as the Board may deem appropriate).
- 18.6 The Chair shall announce the results of the process referred to in Article 18.5 at each relevant annual general meeting and the individuals so elected shall be duly appointed as Board Members with effect from the close of such meeting.
- 18.7 No person shall be appointed as an Independent Board Member unless they have been recommended to the Council by the Board in accordance with Article 18.1 and the Council, in its sole discretion, has provided its prior written consent to the appointment.
- 18.8 Subject to the Council’s prior written consent, prior to every annual general meeting, the Board may undertake a recruitment process for the number of Independent Board Members and Tenant Board Members to be appointed thereat. The mode and manner of such selection process shall be as the Board

may from time to time agree subject at all times to compliance with Article 16 and NPH's policy for Board member selection adopted by the Board from time to time.

- 18.9 Subject to the Council's prior written consent, if during the Chair or vice or deputy Chair's fixed term as Chair or vice or deputy Chair they are subject to the requirement to retire as a Board Member (in accordance with Article 18.3) they shall (if willing and able to act) be deemed to have been reappointed (in accordance with Article 18.2).

19 Casual vacancies

- 19.1 Subject to Article 16 and the Council's prior written consent the Board may appoint a person who is willing to act to be a Board Member to fill a vacancy.
- 19.2 The Board may only fill vacancies occurring among Tenant Board Members where the procedure for selecting Tenant Board Members set out in NPH's policy for Board Member selection adopted by the Board from time to time has been followed and there has been no nomination within three months of the vacancy arising.
- 19.3 A Board Member appointed under this Article 19 shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting they shall vacate office at the conclusion thereof. If reappointed, the Board Member shall continue for the residual term of the Board Member that they are replacing.

20 Disqualification and removal of Board Members

A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:

- 20.1 ceases to be a Board Member by virtue of any provision of the 2006 Act or becomes prohibited by law from being a company director; or
- 20.2 is or becomes a person disqualified from elected membership of a local authority; or
- 20.3 is or becomes bankrupt or makes any formal arrangement or composition with their creditors generally; or
- 20.4 is, in the opinion of a registered medical practitioner who is treating that person (and who gives written notice to NPH confirming such opinion), physically or mentally incapable of acting as a director and may remain so for more than three months; or
- 20.5 resigns their office by written notice to NPH; or
- 20.6 is removed from office by a resolution or written notice signed by not less than three quarters of all the other Board Members from time to time (such resolution or notice being capable of withdrawal or cancellation by not less than three quarters of such other Board Members and resulting in reappointment of the relevant Board Member); or

- 20.7 shall for more than three consecutive months have been absent without the approval of the Board from all meetings of the Board (including meetings of any committee of which that Board Member is a member) held during that period and the Board resolves that their office be vacated; or
- 20.8 shall in any period of 12 consecutive months have been absent without the approval of the Board from more than 50% of the meetings of the Board (including meetings of any committee of which that Board Member is a member) held during that period and the Board resolves that their office be vacated; or
- 20.9 in the case of a Tenant Board Member they cease to be a Tenant provided that this Article 20.9 shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant for a period of not more than six months as a result of the demolition of or works carried out to that Tenant Board Member's home; or
- 20.10 is a Tenant Board Member and is in the opinion of the Board in serious breach of their obligations as a Tenant; or
- 20.11 is or becomes a Tenant leading to a breach of the limit in Article 16.5; or
- 20.12 is or becomes a Local Authority Person leading to a breach of the limit in Article 16.6; or
- 20.13 is an Independent Board Member and is or becomes a Tenant, a Local Authority Person or an Employee; or
- 20.14 is removed by the Council pursuant to Article 17.2; or
- 20.15 has completed an aggregate of nine years' service on the Board as a Board Member since the first annual general meeting of their appointment.

21 Powers of the Board

- 21.1 Subject to:
 - 21.1.1 the provisions of the 2006 Act;
 - 21.1.2 any resolution from time to time of the Council in accordance with these Articles; and
 - 21.1.3 these Articles,

the business of NPH shall be managed by the Board who may exercise all the powers of NPH.
- 21.2 No alteration of these Articles and no resolution of the Council shall invalidate any prior act of the Board which would have been valid if that alteration or resolution had not been made.
- 21.3 The powers given by this Article 21 shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

21.4 The Board may by power of attorney or otherwise appoint any person to be the agent of NPH for such specified purposes and on such specified conditions as the Board may determine including defined authority for the agent to delegate all or any of their powers.

22 Borrowing powers

Subject to Article 7 the Board may exercise all the powers of NPH to borrow money without limit as to amount and upon such terms and in such manner as the Board considers fit and to grant any mortgage charge or other security over the undertaking and property of NPH or any part thereof and to issue any debenture whether outright or as security for any debt liability or obligation of NPH or of any third party.

23 Delegation of Board Members' powers

23.1 The Board may delegate in writing any of its powers to any committee consisting of three or more Board Members together with such other persons as the Board sees fit but so that Board Members shall always constitute a majority. The chair and vice chair of any such committee shall be appointed by the Board.

23.2 Committees to which the Board delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

23.3 The Board may delegate in writing to the Chair or to any vice Chair or to any officer of NPH such of their powers as they consider desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

24 Alternate Board Members

No Board Member shall be entitled to appoint any person as an alternate Board Member.

25 Board Members' expenses

Board Members may be paid all travelling hotel and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings of NPH or otherwise in connection with the discharge of their duties.

26 Board Member Remuneration

26.1 Subject to Article 7, the Board, at its discretion, has the power to approve Board Member remuneration. The level of remuneration will be approved by the Board and will be reviewed at least every three years.

26.2 The payment of Board Members will be published in the Company's Annual Report and the Annual Published Accounts.

27 Board Members' appointments and interests

- 27.1 A Board Member may not have any financial interest personally or as a member of a firm or as a director or senior employee (being an employee with managerial status) or in any contract or other transaction of NPH unless it is permitted by these Articles and is not prohibited by Article 7.
- 27.2 Each Board Member shall ensure that the Secretary has at all times an up to date list of:
- 27.2.1 all bodies trading in which they have an interest as:
 - (a) a director or senior employee, or
 - (b) a member of a firm, or
 - (c) the owner or controller of more than 2% of the issued share capital in a body corporate having a share capital, or
 - (d) the holder or controller of more than 2% of the voting rights in general meeting of any body corporate;
 - 27.2.2 all interests as an official or elected member of any statutory body;
 - 27.2.3 all interests as the occupier of any property owned or managed by NPH;
 - 27.2.4 any other significant or material interest.

28 Proceedings of Board Members

- 28.1 Subject to:
- 28.1.1 these Articles;
 - 28.1.2 any regulations established from time to time by NPH; and
 - 28.1.3 compliance with all relevant statutory requirements, the Board may regulate its proceedings as it determines.

29 Calling a Board meeting

- 29.1 The Board shall meet at least four times in each calendar year.
- 29.2 A Board meeting may be requested by the Council (acting in its corporate capacity) at any time by giving notice of the meeting to the Board or by requesting the company secretary (if any) to give such notice.
- 29.3 Subject to Article 29.2 a Board meeting may be called by not less than a majority (7) of the total number of Board Members by giving notice of the meeting to the Board or by authorising the company secretary (if any) to give such notice.
- 29.4 Notice of any Board meeting must indicate:

- 29.4.1 its proposed date and time;
 - 29.4.2 where it is to take place;
 - 29.4.3 the proposed agenda for the meeting; and
 - 29.4.4 if it is anticipated that Board Members 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.
- 29.5 Notice of a Board meeting must be given to each Board Member and must be in writing.
- 29.6 The Council may at any time prior to the commencement of the Board Meeting request items of business to the proposed agenda which shall be transacted at the relevant Board Meeting.

30 Board meetings and participation

- 30.1 Subject to these Articles, Board Members participate in a Board meeting, or part of a Board meeting, when:
- 30.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 30.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 30.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.
- 30.3 If all the Board Members participating in a meeting are not in the same place, such a 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 then is.
- 30.4 Subject to the 2006 Act, all business transacted in accordance with this Article 30 by the Board Members or by a committee of the Board shall for the purposes of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or of a committee.

31 Quorum for Board meetings

- 31.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 31.2 Subject to Article 34, the quorum for the transaction of business at a Board meeting shall be seven including at least:
- 31.2.1 one Tenant Board Member; and
 - 31.2.2 one Council Board Member,

provided that if there are no Tenant Board Members currently on the Board then the quorum requirement shall be reduced to none in respect of Tenant Board Members.

31.3 If a quorum is not present within half an hour from the time appointed for a Board meeting the Board meeting shall if requested by a majority of those Board Members present be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members present may determine.

31.4 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting then notwithstanding Article 31.2 the Board Members present shall constitute a quorum.

32 Board Members to take decisions collectively

Save as expressly provided in these Articles questions arising at a Board meeting shall be decided by a majority of votes and each Board Member present in person shall be entitled to one vote. In the case of an equality of votes at any Board meeting the Chair shall have a second or casting vote.

33 Chair

33.1 Subject to Articles 33.2 and 33.3, the Board shall appoint one of their number to be the Chair of the Board on such terms as the Board see fit. The Board may terminate the Chair's appointment at any time.

33.2 An Independent Board Member shall be appointed as the Chair **provided that** if no Independent Board Member is willing and able to act as the Chair of the Board the Chair shall be appointed from the remaining Board Members.

33.3 If no existing Board Member is prepared to become the Chair in accordance with Article 33.2, the Board shall seek to recruit a new Chair externally.

33.4 The Chair shall be appointed for a fixed term expiring at the conclusion of an annual general meeting (each a "**fixed term**"). The fixed term shall be for a term of three annual general meetings unless the Board has set a lower number of annual general meetings. The Chair shall cease to be the Chair on expiry of the fixed term but may be appointed for a further fixed term **provided that** no fixed term shall be set which would cause the Chair to serve for more than six consecutive years from the first annual general meeting following their appointment.

33.5 Unless they are unwilling to do so the Chair shall preside at every meeting of the Board at which they are present. If there is no Chair or if the Chair is unwilling to preside or is not present within five minutes after the time

33.6 appointed for the meeting the Board Members present may appoint one of their number to be chair of the meeting.

33.7 Subject to Article 33.6, the Board may appoint one of their number to be vice or deputy Chair to act in the absence of the Chair on such terms as the Board shall think fit.

- 33.8 The vice or deputy Chair shall be appointed for a fixed term expiring at the conclusion of an annual general meeting (each a “fixed term”). The fixed term shall be for a term of two annual general meetings unless the Board has set a lower number of annual general meetings. The vice or deputy Chair shall cease to be the vice or deputy Chair on expiry of the fixed term but may be appointed for a further fixed term provided that no fixed term shall be set which would cause the vice or deputy Chair to serve for more than four consecutive years from the first annual general meeting following their appointment.

34 Conflicts of interest

- 34.1 Any Board Member having an interest in any arrangement between NPH and another person or body shall before the matter is discussed by the Board or any committee of which they are a member disclose that interest to the meeting.
- 34.2 Unless the interest is of the type specified in Articles 34.3 and 34.4 the Board Member concerned shall not remain present during the discussion of that item unless requested to do so by the remaining members of the Board or committee of the Board. Unless permitted by Articles 34.3 and 34.4 the Board Member concerned may not vote on the matter in question but no decision of the Board or any committee of the Board shall be invalidated by the subsequent discovery of an interest which should have been declared.
- 34.3 Provided the interest has been properly disclosed pursuant to Article 34.1 a Board Member may with the authorisation of the remaining Board or committee Members at the meeting remain present during the discussion and may vote on the matter under discussion where the interest arises only by virtue of the fact that:
- 34.3.1 the Board Member is a Tenant and the matter in question affects all or a substantial group of Tenants; or
 - 34.3.2 the Board Member is a director or other officer of a company or body which is a subsidiary undertaking of NPH (as such term is defined in Section 1162 of the 2006 Act); or
 - 34.3.3 the Board Member is a director or other officer of a company or body which is a subsidiary undertaking of the Council (as such term is defined in Section 1162 of the 2006 Act) other than NPH; or
 - 34.3.4 the Board Member is an official or elected member of any statutory body.
- 34.4 A Board Member shall not be treated as having an interest:
- 34.4.1 of which the Board Member has no knowledge and of which it is unreasonable to expect them to have knowledge; or
 - 34.4.2 in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 25 or in any resolution relating to the remuneration of Board Members generally.

34.5 If a question arises at a meeting of the Board as to the right of a Board Member to vote the question may before the conclusion of the meeting be referred to the Chair or in their absence the chair of the meeting and their ruling shall be final and conclusive. Where a question arises as to the right of the Chair to vote the question may before the conclusion of the meeting be referred to the Board (excluding the Chair) to decide whose ruling shall be final and conclusive.

35 Validity of Board actions

All acts done by the Board or by a committee of the Board or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any Board Member was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

36 Written resolutions of the Board

A resolution in writing signed by not less than three quarters of all the Board Members entitled to receive notice of a meeting of the Board including sufficient Board Members to satisfy the quorum requirements in Article 31.4 shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.

37 Co-optees

37.1 The Board may co-opt a person who is willing to act as a co-optee to the Board on such terms and subject to such conditions as the Board may resolve. Any person co-opted to the Board shall be known for the purposes of these Articles as a co-optee. Any provision of these Articles which applies to Board Members shall apply equally to co-optees, save that:

37.1.1 no co-optee may vote on any matter discussed by the Board; and

37.1.2 no co-optee may be appointed as Chair of the Board.

37.2 No co-optee may be appointed if such appointment would cause the number of co-optees to exceed three. If for any reason the number of co-optees exceeds this number at any time, the number of co-optees shall be reduced until this limit is satisfied. The identities of the co-optees to be removed shall be determined in the absolute discretion of the Board.

38 Secretary

NPH may have a Secretary who shall be appointed by the Board for such term at such remuneration and upon such conditions as they may determine and any Secretary so appointed may be removed by them.

39 Minutes

The Board shall cause minutes to be made in books kept for the purpose of:

39.1 all appointments of officers made by the Board Members; and

39.2 all proceedings at meetings of NPH and of the Board and committees of the Board and of the Council in its capacity as the sole member of NPH including the names of the Board Members present at any such meeting.

40 Records, accounts and returns

NPH shall comply with the provisions of the 2006 Act in respect of:

40.1 the keeping and auditing of accounting records;

40.2 the provision of accounts and annual reports of the Board; and

40.3 the making of an annual return.

41 The seal

41.1 The seal shall only be used with the specific or general authority of the Board or of a duly authorised committee of the Board. The Board may determine who may sign any instrument to which the seal is affixed and unless otherwise so determined any such instrument shall be signed either by a Board Member and by the Secretary or by two Board Members or by a Board Member and by a witness who signs to attest the signature of such Board Member.

41.2 NPH may exercise the powers conferred by Section 49 of the 2006 Act with regard to having an official seal for use abroad and such powers shall be vested in the Board Members.

42 Notices

42.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board or of a committee of the Board need not be in writing.

42.2 NPH may give any notice to the Council either personally or by sending it by post in a prepaid envelope addressed to the Council at their main administrative address or by leaving it at that address.

42.3 The Council present by duly authorised representative at any meeting of NPH shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

42.4 Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

42.5 Subject to these Articles anything sent or supplied by or to NPH under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to NPH.

43 Indemnity

43.1 Subject to Article 43.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

43.1.1 each relevant officer shall be indemnified out of NPH's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer:

(a) in the actual or purported execution and/or discharge of their duties, or in relation to them; and

(b) in relation to NPH's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to NPH's (or any associated company's) affairs; and

43.1.2 NPH may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in Article 43.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

43.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

43.3 In this Article:

43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

43.3.2 a "**relevant officer**" means any Board Member or other officer or former Board Member or other officer of the NPH or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the 2006 Act, but excluding in each case any person engaged by NPH (or associated company) as auditor (whether or not they are also a Board Member or other officer), to the extent they act in their capacity as auditor).

44 Insurance

44.1 The Board may decide to purchase and maintain insurance, at the expense of NPH, for the benefit of any relevant officer in respect of any relevant loss.

44.2 In this Article:

44.2.1 a "**relevant officer**" means any Board Member or other officer or former Board Member or other officer of NPH or an associated company (including any such company which is a trustee of an

occupational pension scheme (as defined by section 235(6) of the 2006 Act, but excluding in each case any person engaged by NPH (or associated company) as auditor (whether or not they are also a Board Member or other officer), to the extent they act in their capacity as auditor),

- 44.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties or powers in relation to NPH, any associated company or any pension fund or employees’ share scheme of NPH or associated company, and
- 44.2.3 companies are “**associated**” if one is a subsidiary of the other or both are subsidiaries of the same body corporate.