

**ST LEGER HOMES OF DONCASTER LIMITED**

**Company No. 05564649**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**COMPANY LIMITED BY GUARANTEE  
THE COMPANIES ACT 1985, 1989 AND 2006**

**Date of Incorporation:**

**15 September 2005**

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**MEMORANDUM AND ARTICLES  
OF ASSOCIATION**

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# MEMORANDUM OF ASSOCIATION

1. **NAME**

The name of the company is St Leger Homes of Doncaster Limited (“the Organisation”).

2. **REGISTERED OFFICE**

The Organisation’s registered office is to be located in England.

3. **OBJECTS**

The objects of the Organisation shall be to:

- (1) provide, manage, maintain, improve, demolish or convert the housing stock owned or managed by Doncaster Borough Council or any successor body thereto (“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;
- (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;
- (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 local authority housing;
- (4) carry out any activity which contributes to the regeneration or development (within the meaning of Section 126 of the Housing Grants Construction and Regeneration Act 1996) including but not limited to:-
  - (a) securing that land and buildings are brought into effective use;
  - (b) contributing to or encouraging economic development;
  - (c) creating an attractive and safe environment;
  - (d) preventing crime or reducing the fear of crime;
  - (e) 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 who live there;
  - (f) providing employment and training;

- (g) providing or improving training, educational facilities or health services for local people;
  - (h) assisting local people to make use of opportunities for education, training or employment;
  - (i) meeting the special needs of local people which arise because of disability, age, sexuality or because of their sex or the racial group to which they belong.
- (5) provide, construct, improve or manage housing to be kept available for letting or hostels;
  - (6) provide, manage, maintain or improve accommodation required from time to time for the benefit of persons who require temporary accommodation;
  - (7) assess applicants for housing assistance including the allocation of dwellings on behalf of the Council;
  - (8) carry out housing benefit and universal credit verification of persons on behalf of the Council;
  - (9) assess 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;
  - (10) enable or assist any residents of the housing stock owned or managed by either the Council or the Organisation to acquire, or to acquire and enter into occupation of, houses;
  - (11) provide services of any description for the Council or any other person to whom the Council itself could provide such services; and
  - (12) promote Tenant and Leaseholder participation in the work of the Organisation.

#### 4. **POWERS**

Subject to Clause 5, the Organisation may in order to further the Objects (but not otherwise) do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum and in particular it has powers:

##### **Property**

- (1) to construct, alter, improve, maintain, equip, furnish and/or demolish any buildings, structures or property;
- (2) to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- (3) to sell, lease, licence, exchange, dispose of or otherwise deal with property;

- (4) to provide accommodation for any other organisation on such terms as the Board decides (including rent free or at nominal or non-commercial rents);

#### **Staff and Volunteers**

- (5) to employ staff or engage consultants and advisers on such terms as the Board may approve and to provide pensions to staff, their relatives and dependants;
- (6) to recruit or assist in recruiting and managing voluntary workers;

#### **Funds, Bids and Grants**

- (7) to bid for and receive grants and to raise and receive funds;

#### **Trading**

- (8) to trade in the course of carrying out its objects and to charge for services;

#### **Publicity**

- (9) to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Organisation and other similar organisations;
- (10) to promote or carry out research and publish the results of it;

#### **Contracts**

- (11) to co-operate with and enter into contracts with any person, including the Council;

#### **Bank or Building Society Accounts**

- (12) to draw, make, accept, endorse discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Organisation;

#### **Borrowing and Loans**

- (13) subject to the prior written consent of the Council and to such consents as may be required by law to borrow money, to issue loan stock or raise money in such manner as the Organisation shall think fit and to secure the repayment of any money borrowed raised or owing by such security as the Organisation shall see fit (including by way of floating charge) upon the whole or any part of the Organisation's property or assets (whether present or future) and also by giving similar security to secure and guarantee the performance by the Organisation of any obligation or liability it may undertake or which may become binding on it;

## **Insurance**

- (14) to insure the assets of the Organisation to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides (without necessarily having to restore the asset);
- (15) to insure and indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- (16) to take out insurance to protect the Organisation and those who use premises owned by or let or hired to the Organisation;
- (17) to take out indemnity insurance to cover the liability of the Board Members and officers of the Organisation who are not Board Members but this insurance may not extend to:
  - (a) any claim arising from any act or omission which a Board Member or officer knew was a breach of duty or breach of trust or which was committed by a Board Member or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
  - (b) the costs of an unsuccessful defence to a criminal prosecution brought against a Board Member or officer in his capacity as a Board Member or officer of the Organisation.

## **Investments**

- (18) to invest the money of the Organisation in any investments, shares, securities or property (real or personal) of any nature (including investments involving liability and those not producing income) and in any location that the Board decides;
- (19) to delegate to an investment manager power at its discretion to buy and sell investments for the Organisation in accordance with the investments policy laid down by the Board;
- (20) to make such arrangements as the Board thinks fit for any investments of the Organisation or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England and Wales) as the Organisation's nominee and to pay remuneration to that corporate body;
- (21) subject to such consents as may be required by law and compliance with all formal guidance issued by the Organisation's regulators (if any) to purchase or otherwise acquire or 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 the Organisation or for the furtherance of the objects of the Organisation;

- (22) subject to the prior written consent of the Council to make donations, grants or loans or provide services or assistance to such persons and organisations and on such terms as the Board shall think fit to further the objects of the Organisation.

#### **Other Organisations**

- (23) to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of its objects;
- (24) to co-operate or join with any voluntary body or public or statutory authority in any location whatsoever in furthering its objects or allied purposes, to exchange information and advice and to undertake joint activities with them;
- (25) to amalgamate with any organisation which has objects similar to its objects;
- (26) to affiliate, register, subscribe to or join any relevant organisation;
- (27) to act as agent or trustee for any organisation;

#### **Reserves**

- (28) to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

#### **Formation expenses**

- (29) to pay the costs of forming the Organisation and of complying with all relevant registration requirements;

#### **General**

- (30) to do anything else within the law which promotes or helps to promote its objects.

5. The Organisation shall not, without the prior written consent of the Council, have the power to:

- (1) enter into any transaction which may affect:
  - (a) the Council's affordable borrowing limits as determined from time to time by the Council under section 3 of the Local Government Act 2003;
  - (b) any borrowing limits set by the Secretary of State under section 4 of the Local Government Act 2003 either in relation to the Council's borrowing limits or the limits of local authorities in general; or
  - (c) the Council's compliance with the Prudential Code for Capital Finance in Local Authorities published by CIPFA as amended or reissued from time to time.

- (2) invest or make any arrangements to invest sums other than in the use of a building society or bank.

6. **APPLICATION OF INCOME AND PROPERTY**

The income and property of the Organisation shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, save as provided below by way of dividend, bonus or otherwise howsoever by way of profit, to the Organisation Members and no Board Member shall be appointed to any office of the Organisation paid by salary or fees or receive any remuneration or other benefit or money or money's worth from the Organisation PROVIDED THAT nothing herein shall prevent any payment in good faith by the Organisation:-

- (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 the Organisation in return for any services rendered to the Organisation, including remuneration of Board members in accordance with Article 31;
- (2) Of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member may be a member holding not more than 2% of the share capital of the company;
- (3) To (a) any Board Member or (b) any person who is appointed by the Board to sit on a committee to which the Board has delegated any of its powers (for the avoidance of doubt, in each case in their capacity as a Board Member or person so appointed), of reasonable out-of pocket expenses and such other sums as may be determined by the Organisation Members PROVIDED THAT, save for sums paid to the Chief Executive Officer pursuant to Clause 6(8), no sum shall be paid to a Board Member or such other person in excess of that which would be permitted to be paid to a board member of a registered provider of social housing registered under the Housing and Regeneration Act 2008 and PROVIDED FURTHER THAT no sum shall be paid to a Board Member or other person who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT, save for sums paid to the Chief Executive Officer pursuant to Clause 6(8), in making any payment under this Clause 6(3) the Organisation shall have regard to any guidance issued by the DCLG or other Government Department;
- (4) Of sums due in respect of indemnity insurance for Board Members under Clause 4(17);
- (5) Of reasonable and proper remuneration to the Organisation Members or employees thereof (not being Board Members) in return for any services rendered to the Organisation;



- (6) Of reasonable and proper rent for premises demised or let by the Organisation Members;
- (7) Of reasonable and proper interest on money lent by the Organisation Members;
- (8) Of the payment of a salary and any other sums due under the Employment Contract to the Chief Executive Officer, notwithstanding the fact that the Chief Executive Officer is also a Board Member of the Organisation by virtue of Article 21(4) PROVIDED THAT in any discussion about the Employment Contract or the performance of the Chief Executive Officer, the Chief Executive Officer shall not be entitled to speak in any debate or cast his / her vote in respect of any matter pertaining to his / her employment;

PROVIDED FURTHER THAT nothing shall prevent the Organisation from managing a property in accordance with its Objects (including the full range of activities it may undertake) notwithstanding the fact that the tenant, lessee or licensee (or prospective tenant, lessee or licensee) of such property may be a Board Member SUBJECT TO the proviso that any Board Member who is a beneficiary of the Organisation shall not be entitled to speak in any debate or cast his/her vote in respect of any matter relating solely to the property of which he/she is lessee, tenant or licensee and shall absent himself/herself from such proceedings but such Board Member shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties managed by the Organisation.

7. **EQUAL OPPORTUNITIES**

The Organisation 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.

8. **LIMITED LIABILITY**

The liability of the Organisation Members is limited.

9. **ORGANISATION MEMBERS GUARANTEE**

The Organisation Members undertake to contribute to the assets of the Organisation, in the event of the same being wound up while they are a member of the Organisation, or within one year after they cease to be a member of the Organisation, for payment of the debts and liabilities of the Organisation contracted before they cease to be a member of the Organisation, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

10. **WINDING UP**

If, upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid

or transferred to the Housing Revenue Account (as defined in the Local Government & Housing Act 1989) of the Council.

11. **DEFINITIONS**

Article 1 of the Articles is to apply to the Memorandum in the same way that it applies to the Articles.

**I am the subscriber to the Memorandum of Association and wish to be joined into a company in pursuance of the Memorandum.**

**Name and Address of Subscriber**

**Authorised Representative**

**Doncaster Borough Council**

Civic Office

Waterdale

Doncaster

DN1 3BU

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**Witnessed by:**

**Name:**

**Address:**

**Dated**

# ARTICLES OF ASSOCIATION

## DEFINITIONS AND INTERPRETATION

1. In the Articles unless the context otherwise requires:

“AGM”	means an annual general meeting of the Organisation;
“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 as originally adopted or as altered from time to time.
“Board”	Means the Board of directors of the Organisation from time to time.
“Board Members”	Means the directors for the time being of the Organisation.
“Chair”	Means the Independent Board Member who is appointed Chair of the Organisation pursuant to Article 21(1) or in their absence any vice or deputy chair appointed pursuant to Article 38(2).
“Chief Executive Officer”	Means the person holding the position of chief executive of the Organisation designated as such by the Board
“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.
“Council Board Member”	Means a Board Member appointed by the Council pursuant to Article 20.
“Council”	Means Doncaster Borough Metropolitan Council or any successor body thereto who shall be the sole member of the Organisation.

“Council’s Scheme of Delegations”	Means the Council’s scheme of delegations set out under its constitution from time to time.
“DCLG”	Means the Department for Communities and Local Government or any successor body to it.
“executed”	Means in relation to any contract, agreement or other document consent thereto and includes any mode of execution.
“EGM”	means an extraordinary general meeting of the Organisation;
“Employment Contract”	Means the terms and conditions of employment of the Chief Executive Officer including all relevant policies and procedures of the Organisation insofar as they apply to the Chief Executive Officer
“Family Member”	Means, in relation to a Board Member, their spouse, partner, parent, parent-in-law, son, daughter, stepson, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons and “partner” means a person who lives with a Board Member as husband, wife or same sex partner.
“General Meeting”	means an AGM or an EGM.
“Joint Tenant”	Means a joint tenant who occupies a residential property belonging to the Council under a secure tenancy agreement jointly with another person.
“Independent Board Member”	Means a Board Member appointed pursuant to Article 21.
“Leaseholder”	Means an individual who is not a secure tenant and occupies a residential property under a lease of 50 years or more where the lessor is the Council.
“Local Authority Person”	Means any person: <ul style="list-style-type: none"> <li>(i) who is a member of the Council; or</li> <li>(ii) who is an officer of the Council (which for these purposes shall not include employees without a supervisory or managerial role apart</li> </ul>

from employees responsible for monitoring the activities of or providing advice to the Organisation or who perform duties in relation to the Council's housing functions); or

(iii) who holds a Politically Restricted Post .

“Memorandum”	Means the Organisation’s Memorandum of Association as originally adopted or as altered from time to time.
“Objects”	Means the objects of the Organisation set out in Clause 3 of the Memorandum.
“Occupant”	Means a Family Member of a Tenant who lives with a Tenant as their only or principal home and occupies a residential property belonging to the Council.
“Office”	Means the registered office of the Organisation.
“Order”	Means the Local Authorities (Companies) Order 1995 as amended or re-enacted from time to time.
“Organisation”	Means St Leger Homes of Doncaster Limited.
“Organisation Member”	Means a member of the Organisation.
“Politically Restricted Post”	Means a politically restricted post as set out in Section 2 of the Local Government and Housing Act 1989 (as amended from time to time).
“Regulator”	means the Regulator of Social Housing or any future body or authority (including any statutory successor) carrying on similar regulatory functions, if in Wales, the Housing Directorate of the Welsh Assembly Government or any statutory successor to or any assignee of any or all of their relevant functions from time to time;
“the seal”	Means the common seal of the Organisation.
“Secretary”	Means the secretary of the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint, assistant or deputy secretary.
“Senior Officer”	Means any officer of the Organisation designated as

such by the Board.

“Tenant” Means an individual who occupies a residential property belonging to the Council under a secure tenancy agreement.

“Tenant Board Member” Means a Board Member appointed pursuant to Article 21.

“the United Kingdom” Means Great Britain and Northern Ireland.

2. (1) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.
- (2) In these Articles words importing individuals shall, unless the context otherwise require, include corporations and words importing the singular number shall include the plural, and vice versa and words importing the masculine gender shall include the feminine gender and vice versa.
- (3) None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 nor the model articles in The Companies (Model Articles) Regulations 2008 applies to the Organisation.

### **ADMISSION OF MEMBERS**

3. No person other than the Council shall be admitted to membership of the Organisation.
4. Subject to Article 20(2), the Council shall nominate a person to act as its representative in the manner provided in Section 323 of the Act (the “Council Representative”). The Council Representative shall have the right on behalf of the Council to attend meetings of the Organisation and vote thereat, and generally exercise all rights of membership on behalf of the Council. The Council may from time to time revoke the nomination of its Council Representative, and nominate another Council Representative in his place. All such nominations and revocations shall be in writing.
5. The rights of the Council as sole Organisation Member shall be personal and shall not be transferable.

### **GENERAL MEETINGS AND RESOLUTIONS**

6. All General Meetings other than the AGM shall be called EGMs.
7. The Board Members may call General Meetings and, on the requisition of the Council pursuant to the provisions of the Act, shall forthwith proceed to convene an EGM for a

date not later than eight weeks after receipt of the requisition. 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.

8.
  - (1) An AGM and an EGM not called on the requisition of the Council pursuant to Article 7 shall be called by at least twenty-one clear days' notice or by shorter notice if it is so agreed by the Council in writing.
  - (2) The notice shall specify the time and place of the meeting and, in the case of an AGM, shall specify the meeting as such.
  - (3) The notice shall be given to the Council and to the Board Members and auditors.
  - (4) The notice shall be posted in such place as the Board decides in order to bring it to the attention of the Tenants, Occupants and Leaseholders.
9. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
10.
  - (1) No business shall be transacted at any General Meeting unless a quorum is present. The presence of the Council Representative shall be a quorum.
  - (2) Tenants, Occupants, Leaseholders and Board Members may attend a General Meeting and may speak but may not vote PROVIDED THAT any such person may be excluded from the meeting in order to ensure the orderly conduct of the meeting.
11. The Council Representative is to chair General Meetings. If the Council Representative is not present within 15 minutes from the time of the General Meeting, the Chair of the Board shall chair the meeting and, if he is not present, the Board Members present shall choose one of their number who is present and willing to act to chair the General Meeting.
12. If the Council makes a decision which is required to be taken in a General Meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Organisation in General Meeting. Any decision taken by the Council pursuant to this Article 12 shall be recorded in writing and delivered by the Council to every Board Member and to the Organisation for entry in the Organisation's minute book.
13. An entry stating that a resolution has been carried or lost in the approved minutes of any General Meeting shall be conclusive evidence of the fact.

#### **NUMBER OF BOARD MEMBERS**

14.
  - (1) The number of Board Members shall be eleven.
  - (2) Three Board Members shall be Council Board Members.



- (3) Three Board Members shall be Tenant Board Members.
- (4) Four Board Members shall be Independent Board Members, one of which will be the Chair.
- (5) The Chief Executive Officer shall be a Board Member but shall not be entitled to vote at Board Meetings and shall not be counted for the purposes of the quorum.
- (6) No Local Authority Person or Leaseholder shall be a Tenant Board Member.
- (7) No Tenant, Occupant or Leaseholder shall be a Council Board Member.
- (8) No Local Authority Person, Occupant or Tenant shall be an Independent Board Member.
- (9) No more than one Leaseholder shall be an Independent Board Member.
- (10) Save for the Chief Executive Officer, no person shall be appointed as a Board Member if that person is an officer or employee of the Organisation.
- (11) In the event that the number of Board Members shall be less than the numbers specified in this Article 14 the remaining Board Members shall use reasonable endeavours to appoint further Board Members and may act notwithstanding this Article.
- (12) No Board Member except the Chief Executive Officer or the Council Board Members shall hold office for a period of more than 9 consecutive years.

#### **OBLIGATIONS OF BOARD MEMBERS**

15. The Board must set out the obligations of every Board Member to the Board and to the Organisation in writing. The Board must review and may amend the statement of Board Members' obligations from time to time.
16. The statement of the obligations of the Board Members to the Organisation must include:-
  - (1) a commitment to its values and objectives (including equal opportunities);
  - (2) an obligation to contribute to and share responsibility for the Board's decisions;
  - (3) an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
  - (4) an obligation to declare relevant interests;
  - (5) a commitment to equal opportunities;
  - (6) an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board; and

- (7) a reference to their obligations under the general law.
17. Every Board Member must sign and deliver to the Board a statement confirming he/she will meet his/her obligations to the Board and to the Organisation within one month of his/her appointment or election. This statement is to be in the form determined by the Board from time to time.

### **FUNCTIONS OF THE BOARD**

18. The Board must direct the Organisation's affairs in such a way as to promote the Objects. Its functions include the following, none of which may be delegated:
- (1) defining and ensuring compliance with the values and objectives of the Organisation;
  - (2) establishing policies and plans to achieve those objectives;
  - (3) approving each year's budget and accounts before publication;
  - (4) establishing and overseeing a framework of delegation of its powers to committees under Article 29 and employees with proper systems of control;
  - (5) taking decisions on all matters which will or might create significant financial or other risk to the Organisation or which affect material issues of principle;
  - (6) monitoring the Organisation's performance in relation to its plans budget controls and decisions;
  - (7) appointing (and if necessary removing) Executive Officers;
  - (8) satisfying itself that the Organisation 's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
  - (9) ensuring appropriate advice is taken on the items listed in Article 18(1) to 18(8) and in particular on matters of legal compliance and financial viability.

### **APPOINTMENT AND REMOVAL OF COUNCIL BOARD MEMBERS BY THE COUNCIL**

19. (1) Subject to Articles 14 and 24 the Council shall from time to time appoint three persons as Council Board Members and shall have the power to remove from office any such Board Member.
- (2) Appointment or removal pursuant to Article 19(1) shall be effected by an instrument in writing signed by the Council in line with the Council's Scheme of Delegations and shall take effect upon lodgement at the Office or such date later than such lodgement as may be specified in the instrument.

- (3) Each Council Board Member shall be appointed by the Council for a term of three years commencing and ending on the conclusion of an Annual General Meeting PROVIDED THAT where a Council Board Member is appointed as a consequence of the death or retirement or removal (by the Council) of another Council Board Member (“the Predecessor”) the term for which the Council Board Member is appointed shall for the purposes of this Article 19(3) be deemed to include the period since the last appointment of the Predecessor.

**APPOINTMENT AND REMOVAL OF COUNCIL BOARD MEMBERS, TENANT BOARD MEMBERS AND INDEPENDENT BOARD MEMBERS BY THE COUNCIL**

20. Notwithstanding any other provisions in these Articles the Council shall have power at any time by notice in writing to the Secretary to appoint and remove any Council Board Member, Tenant Board Member or Independent Board Member.

**APPOINTMENT OF TENANT BOARD MEMBERS, INDEPENDENT BOARD MEMBERS AND THE CHIEF EXECUTIVE OFFICER**

- 21 (1) The Chair shall be an independent appointment to be made by the Council for a maximum of six years. The Chair will be classified as an Independent Board Member on their appointment.
- (2) Subject to Article 21(4), with the Council’s prior written approval (not to be unreasonably withheld or delayed) the Chair shall appoint the Tenant Board Members and the Independent Board Members following such selection and appointment processes as it shall prescribe from time to time.
- (3) Unless otherwise determined by the Council not less than seven nor more than twenty-eight clear days before the date on which it is proposed to appoint a new Tenant Board Member or a new Independent Board Member notice shall be given to the Council of any person who is recommended by the Chair for appointment or reappointment as an Independent Board Member or a Tenant Board Member. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Organisation's register of Board Members. This notice shall be given notwithstanding the Council may have agreed that it does not need to provide its consent to such appointment or re-appointment pursuant to Article 21(4).
- (4) The Council may by written notice to the Organisation waive the requirement in Article 21(2) for it to provide its prior written approval to the appointment of a Tenant Board Member or an Independent Board Member:
- (a) in a specific instance specified in the written notice; or
  - (b) for a period of time specified in the written notice; or
  - (c) sine die (in which case the Council may at any time serve a further written notice on the Organisation that it intends to resume the consent protocol

specified in Article 21(2) either forthwith on receipt by the Organisation of such written notice or on a date specified in the written notice (whichever is the later).

- (5) The Chief Executive Officer shall be deemed appointed as a non-voting Board Member on his / her acceptance of the position of Chief Executive Officer or following the adoption of this Article, whichever is the sooner.

#### **RETIREMENT OF TENANT BOARD MEMBERS, INDEPENDENT BOARD MEMBERS AND THE CHIEF EXECUTIVE OFFICER**

22. (1) Each Tenant Board Member and each Independent Board Member shall be appointed for such term up to three years as the Board may determine. Where an Independent Board Member or a Tenant Board Member is appointed as a consequence of the death or retirement of another Independent Board Member or Tenant Board Member (“the Predecessor”) the term for which the Independent Board Member or Tenant Board Member (as applicable) is appointed shall for the purposes of this Article 22(1) be deemed to include the period since the last appointment of the Predecessor.
- (2) Each Tenant Board Member and each Independent Board Member shall serve a maximum continuous period of office as a Board Member (in any capacity) of nine years or three terms. On reaching the end of his or her maximum continuous period of office he or she shall stand down as a Tenant Board Member or Independent Board Member (as applicable) and shall not be eligible to be re-appointed as a Board Member in any capacity) for a period of 12 months thereafter.
- (3) In the event that the Chief Executive Officer ceases to be employed in that capacity, for whatever reason, the person concerned shall be deemed to have been removed as a Board Member on the date that he / she ceases to hold the position of Chief Executive Officer.
23. (1) From the adoption of these Articles, one Tenant Board Member and one Independent Board Member shall retire at each AGM. Subject to Article 22(2) a Board Member so retired shall be eligible for re-appointment by the Chair.

#### **CASUAL VACANCIES**

24. Subject to Articles 14 and 25, vacancies on the Board may be filled with eligible persons according to the following:-
- (1) For Council Board Members, by the Council. If the Council shall have failed within three months of a written request by the Board to make the appropriate appointments to the Board of a Council Board Member, the Board may fill the vacancies (solely until the next annual general meeting);

- (2) For Independent Board Members (with the exception of the Chair) and Tenant Board Members, by the Board (subject to Article 21);
- (3) For the Chief Executive Officer position, by the Organisation carrying out a recruitment process for a new Chief Executive Officer according to the relevant employment procedures of the Organisation;
- (4) If the Board fails to make a recommendation within six months of a vacancy for an Independent Board Member or a Tenant Board Member, the Council may appoint any eligible person who is willing to act as an Independent Board Member or Tenant Board Member (as applicable) to the vacancy in which case the provision of Article 22(1) shall apply.

### **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

25. 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:-
- (1) ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director; or
  - (2) is or becomes a person disqualified from elected membership of a local authority; or
  - (3) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (4)
  - (5) resigns their office by notice to the Organisation; or
  - (6) is removed from office by a resolution of (or written notice signed by) at least three quarters of all the other Board Members from time to time provided that the Board Member concerned has first been given an opportunity to put their case and to justify why they should not be removed as a Board Member; or
  - (7) shall for more than three consecutive meetings have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that their office be vacated; or
  - (8) in any period of 12 months, they shall have been absent (without the permission of the Board Members) from at least 50% of the meetings of Board Members held during that period and the Board Members resolve that their office be vacated; or
  - (9) is a Tenant Board Member and they cease to be a Tenant of the Council PROVIDED THAT this Article 25(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home; or

- (10) is a Tenant Board Member who is also an Occupant and they cease occupying a residential property belonging to the Council with a Tenant who is a Family Member as their only or principal home PROVIDED THAT this Article 25(10) shall not apply in respect of an Occupant temporarily ceasing to occupy a residential property belonging to the Council as a result of the demolition of or works carried out to that residential property; or
- (11) is a Tenant Board Member and is (in the reasonable opinion of at least three quarters of Board Members) in serious breach of their obligations as a Tenant or is a Tenant Board Member who is also an Occupant and the Tenant they live with is (in the reasonable opinion of at least three quarters of Board Members) in serious breach of their obligations as a Tenant; or
- (12) is a Council Board Member and is or becomes a Tenant, Occupant or Leaseholder; or
- (13) is a Tenant Board Member and is or becomes a Local Authority Person or a Leaseholder; or
- (14) is an Independent Board Member and is or becomes a Leaseholder leading to a breach of the limit in Article 14(9); or
- (15) is an Independent Board Member and is or becomes a Tenant, Occupant or a Local Authority Person;
- (16) fails to sign a statement of their obligations under Article 17 within one month of their election or appointment and the Board resolves that they be removed;
- (17) save for the Chief Executive Officer, is or becomes an officer or employee of the Organisation; or
- (18) is a Council Board Member who is removed by resolution of the Council pursuant to Article 20; or
- (19) save for the Chief Executive Officer, has reached the end of his or her current term of office (set out in Articles 20(1) or 22(1) as applicable) and is not re-appointed as a Board Member in accordance with these Articles' or
- (20) save for the Chief Executive Officer, has served as a Board Member for the maximum period set out in Article 22(2); or
- (21) is a Council Board Member who is removed by the Council pursuant to Article 19; or
- (22) is a Tenant Board Member or an Independent Board Member who is removed by the Council pursuant to Article 20.

## **POWERS OF THE BOARD**

26. Subject to the provisions of the Act, directions of the Council in General Meeting and the Memorandum and the Articles, the business of the Organisation shall be managed by the Board who may exercise all the powers of the Organisation. No alteration of the Memorandum or Articles or directions of the Council shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
27. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Organisation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

### **BORROWING POWERS**

28. Subject to Clauses 4.13 and 6 of the Memorandum the Board may exercise all the powers of the Organisation to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or other security over its undertaking and property, or any part thereof, and to issue any debenture, whether outright or as security for any debt, liability or obligation of the Organisation or of any third party.

### **DELEGATION OF BOARD MEMBERS' POWERS AND BOARD MEMBER CONDUCT**

- 29 (1) Subject to Article 18, the Board may delegate any of their powers to any committee consisting of two or more Board Members together with such other persons the Board considers fit to exercise such powers. They may also delegate to the Chair/or any vice or deputy chair or to any executive officer such of their powers as they consider desirable to be exercised by them.
- (2) Any delegation under Article 29(1) may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions and this Article, the proceedings of any committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.
- (3) If the Chair receives a written complaint identifying the complainant and alleging conduct by a Board Member that in his/her reasonable opinion is detrimental to the interests of the Organisation, and suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article, s/he may suspend the Board Member concerned.
- (4) Conduct detrimental to the interests of the Organisation includes, but is not limited to:

- a. any breach of a Board Member's obligations as set out in the statement of obligations of Board Members signed by him/her under Article 15 or otherwise; and
  - b. conviction of any offence which has or is likely to bring the Organisation into disrepute.
- (5) Where the Chair is absent or unable or unwilling to act in relation to the complaint or the complaint is about the Chair then a vice chair may exercise the power to suspend the Chair or a Board Member under Article 29(3) in the same circumstances as the Chair.
- (6) The Board Member whose conduct is complained of must immediately be notified in writing either by the Secretary or by the Chair or the Vice Chair of the complaint and of any suspension which if exercised under Article 29.3 or Article 29.5 will be effective from the date of the notice. During the period of any suspension the Board Member must not:
  - a. participate in a Board Meeting;
  - b. authorise or incur expenditure on behalf of the Organisation;
  - c. make use of any property belonging to or in use by the Organisation in his/her capacity as a Director;
  - d. hold him/herself out as a Director of the Organisation; or
  - e. seek to commit the Organisation to any obligation.
- (7) On receipt of a complaint under Article 29.3 the Chair or the vice chair must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the Chair or vice chair acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.

#### **ALTERNATE BOARD MEMBERS**

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

#### **PAYMENTS TO BOARD AND COMMITTEE MEMBERS**

- 31. (1) Subject to Article 31 (2), the Board Members may be paid:
  - (a) 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 or otherwise in connection with the discharge of their duties; and
  - (b) such reasonable and proper remuneration as the Board may from time



to time determine in accordance with Article 31(3); and

- (c) such other sums as may be determined by the Council

PROVIDED THAT no sum shall be paid to a Board Member who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT in making any payment under this Article 30(1) the Organisation shall have regard to any guidance issued by the DCLG.

- (2) The Chief Executive Officer may be paid a salary and any other sums payable under the Employment Contract as determined by Board or such other body as it may designate for the purpose.
- (3) Any person who is appointed by the Board to sit on a committee to which the Board has delegated any of its powers under Article 28 may be paid all travelling, hotel, and other expenses reasonably incurred by them in connection with their attendance at meetings of such committee and such other sums as may be determined by the Council PROVIDED THAT no sum shall be paid to such person in excess of that which would be permitted to be paid to a board member of a provider of social housing registered with the Regulator and PROVIDED FURTHER THAT no sum shall be paid to such person who is an elected member of the Council in excess of that permitted by the Order and PROVIDED FURTHER THAT in making any payment under this Article 30(2) the Organisation shall have regard to any guidance issued by the DCLG.
- (4) Save for the Chief Executive Officer, any payment of remuneration to Board Members from time to time shall be in accordance with the Organisation's policy in relation to such payments (if any), shall be in accordance with any applicable law or regulation and shall have regard to any relevant guidance issued by DCLG from time to time.

### **BOARD MEMBERS' APPOINTMENTS AND INTERESTS**

32. 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 the Organisation unless it is permitted by these Articles and is not prohibited by Clause 6 of the Memorandum.

33 Each Board Member shall ensure that the Secretary has at all times an up to date list of:-

- (1) all bodies trading in which he or she has an interest as:
- (a) a director or senior employee;
- (b) a member or partner of a firm; or

- (c) the owner or controller of more than 2% of the issued share capital in a company;
- (2) all interests as an official or elected member of any statutory body;
- (3) all interests as the occupier of any property owned or managed by the Organisation;
- (4) any other significant or material interest.

### **PROCEEDINGS OF BOARD MEETINGS**

34. (1) Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Article 10(1) of the Order, the Board may regulate their proceedings as they think fit and the quorum for the transaction of the business of the Board at the time when the meeting proceeds to business shall be four comprising no fewer than one Tenant Board Member, one Independent Board Member, and one Council Board Member and one other Board Member PROVIDED THAT if either the number of Board Members in one or more category of Board Member falls below one or all the Board Members in one or more categories are prevented from voting by Article 36 then the quorum requirement shall be reduced to none in respect of such category or categories.
- (2)  $33\frac{1}{3}$  percent of the total number of Board Members (or such whole number of Board Members nearest to  $33\frac{1}{3}$  percent) may call a meeting of the Board. The Secretary must give 5 clear days' notice of Board Meetings to each of the Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.
- (3) A Board Meeting which is called on shorter notice than required under Article 34(2) is deemed to have been duly called if at least one third of Board Members from time to time certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- (4) 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.
- (5) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then notwithstanding Article 34(1) two Board Members present shall constitute a quorum.
- (6) Any Tenant, Occupant or Leaseholder may attend a Board Meeting but may not speak without the permission of the Chair PROVIDED THAT any such person shall be excluded from the meeting during any item of business which the Chair

determines is not appropriate for consideration with the public present or in order to ensure the orderly conduct of the meeting.

35. 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 (with the exception of the Chief Executive who shall not be entitled to vote). In the case of an equality of votes, the Chair of that meeting shall have a second or casting vote.
36. (1) Any Board Member having an interest in any arrangement between the Organisation and another person or body (which shall include interests of Family Members) shall disclose that interest to the meeting before the matter is discussed by the Board or committee of the Board PROVIDED THAT if the interest exists solely because of the circumstances set out in Article 36(2)(a),(b) or (c) then the interest need not be specifically disclosed at that meeting so long as it is at that time properly recorded in a written Register of Interests of Board Members maintained by the Organisation. Unless the interest is of the type specified in Articles 36(2) or 36(3) 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 36(2) or 36(3) 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.
- (2) Provided the interest has been properly disclosed pursuant to Article 36(1) a Board Member may remain present during the discussion and may vote on the matter under discussion where the interest arises because:
- (a) the Board Member is a Tenant so long as the matter in question affects all or a substantial group of Tenants; or
  - (b) the Board Member is a director or other officer of a company or body which is a parent, subsidiary or associate of the Organisation; or
  - (c) the Board Member is an official or elected member of any statutory body.
- (3) A Board Member shall not be treated as having an interest:
- (a) of which the Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge;
  - (b) in the establishment of a policy in respect of Board Member expenses payable pursuant to Article 31.
37. If a question arises at a meeting of the Board or of a committee 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 of the meeting and their ruling in relation to

any Board Member other than in respect of himself/herself shall be final and conclusive.

- 38 (1) The Chair appointed pursuant to Article 21(1) shall chair Board meetings.
- (2) The Board may appoint up to two vice or deputy chairs to act in the absence of the Chair on such terms as the Board shall think fit.
- (3) In the event of there being appointed a Chair and two Vice Chairs of the Board, then no more than one of those appointments shall be made from any one of the three categories of Board Members referred to in Articles 14(2) to (4).
39. All acts done by a meeting of the Board, or of 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 of them were disqualified from holding office, or had vacated office, or were 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.

#### **WRITTEN RESOLUTION**

- 40 A resolution in writing signed by:
- (1) three quarters of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of the Board; and
- (2) the Chair of the Organisation or of the relevant committee; and

which satisfies the quorum requirements of Article 34(1) shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee 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.

#### **SECRETARY**

41. Subject to the provisions of the Act, the Secretary and any deputy or alternate Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

#### **MINUTES**

42. The Board shall cause minutes to be made in books kept for the purpose:-
- (1) of all appointments of officers made by the Board Members; and
- (2) of all proceedings at meetings of the Organisation and of the Board, and of committees of the Board and of the Council in its capacity as the sole member of

the Organisation, including the names of the Board Members present at each such meeting.

**RECORDS ACCOUNTS AND RETURNS**

43. The Organisation shall comply with the provisions of Part V of the Local Government and Housing Act 1989, the Order and Part VII of the Act in respect of:-
- (1) the keeping and auditing of accounting records;
  - (2) the provision of accounts and annual reports of the Board; and
  - (3) in making an annual return.

## **THE SEAL**

- 44 (1) If the Organisation has a seal it shall only be used with the specific or general authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.
- (2) The Organisation may exercise the powers conferred by Section 49 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board Members.

## **NOTICES**

45. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board or committee of the Board need not be in writing.
46. The Organisation may give any notice to the Council either personally or by sending it by post in a prepaid envelope addressed to the Council at the following address – Assistant Director Of Legal & Democratic Services, Doncaster Metropolitan Borough Council, Civic Office, Waterdale, Doncaster, DN1 3BU.
47. The Council present by duly authorised representative at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. 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.

## **INDEMNITY**

49. (1) Every Board Member or other officer of the Organisation shall be indemnified out of the assets of the Organisation against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him and no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Organisation in the execution of the duties of their office or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (2) The Board shall have power to purchase and maintain for any Board Member or officer of the Organisation insurance against any such liability as is referred to in Section 533 of the Act.

**Name and Address of Subscriber**

**Authorised Representative**

**Doncaster Borough Council**

Civic Office

Waterdale

Doncaster

DN1 3BU

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**Witnessed by:**

**Name:**

**Address:**

**Dated**

**ST LEGER HOMES OF DONCASTER LIMITED**

**Company No. 05564649**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**COMPANY LIMITED BY GUARANTEE  
THE COMPANIES ACT 1985, 1989 AND 2006**

**Date of Incorporation:**

**15 September 2005**

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**MEMORANDUM AND ARTICLES  
OF ASSOCIATION**

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